



NATIONAL
COMMUNITY LAND TRUST
NETWORK

Amended & Restated Bylaws

*Approved by the Membership on December 5, 2008
Amended by the Membership on September 12, 2012,
March 12, 2013, and June 10, 2015*

ARTICLE I: PURPOSE, OFFICES

- 1. Name.** The name of this organization shall be the National Community Land Trust Network, hereinafter referred to as the “Corporation.”
- 2. Purpose.** The purpose of the Corporation shall be to promote inclusive and equitable communities and the preservation of individual and community assets for low- and moderate-income households and to support and enhance the charitable efforts of its member organizations, including their efforts to:
 - a.** Create and preserve permanently affordable access to land and homeownership and rental housing opportunities for people with low incomes.
 - b.** Advance policies that promote equitable development, housing choice, housing opportunity, and lasting affordability, and that prevent displacement.
 - c.** Combat community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of safe and affordable housing in these neighborhoods; by promoting economic opportunities for residents of these neighborhoods; and by making land available for projects and activities that improve the quality of life in these neighborhoods.
 - d.** Provide information to local residents regarding issues of affordable housing and community development.
 - e.** Lessen the burdens of government by entering into agreements to preserve the affordability of housing made affordable through government subsidies or government policies.
 - f.** Promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.
- 3. Means of achieving purpose..** The Corporation shall support the efforts of its members by means such as public education, technical assistance, training, peer networking, and organizational development assistance.
- 4. Offices.** The Corporation may have offices at such places, both within and outside the State of California, as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERSHIP

- 1. Membership.** Subsequent to the first annual meeting, the Members of the Corporation, with full voting rights, shall be all those nonprofit organizations, governmental entities or individuals that support the mission and purpose of the corporation, and meet criteria for membership defined by the Board of Directors.
- 2. Guiding Principles.** Members of the Corporation shall support the purpose of the Corporation described in Section I-2 above and shall broadly share a vision of inclusive and equitable communities organized around the following principles:
 - a. Inclusion**

Communities that want to sustain a mix of incomes must proactively set aside and preserve space for lower-income residents. Communities must be planned and developed in a way that ensures that benefits of growth are shared broadly.
 - b. Stewardship**

It is not enough to create affordable homes or other community assets for today. Investment in those assets must be actively stewarded to ensure that they remain available for the community and affordable for the long- term. Equitable development requires strong institutions that can maintain ownership of land and housing for the benefit of future generations.
 - c. Empowerment**

Community residents, particularly lower income residents, need an active voice in the development of their community. Strong communities require organizations that cultivate this voice and ensure that development is accountable and responsive to community needs.
- 3. Termination of Membership.** The Corporation reserves the right to terminate membership of any Member that does not support the mission and purpose of the corporation.
- 4. Membership Dues.**
 - a. Establishment of Dues Structure.** A dues rate schedule (to determine the dues to be charged to each member for a calendar year) shall be presented to the Membership by the Board of Directors prior to October 1 of each year.
 - b. Payment of Dues.** If a Member has not paid dues in full ten days before the Annual Membership Meeting in a given calendar year, that organization or individual shall not be entitled to vote at such meeting, and such Member's membership shall terminate.
- 5. Rights of Members.**
 - a. Voting.** Each Member in good standing shall have the right to cast one vote on all matters properly put before the Membership for consideration and vote.

- b. Nomination and Election of Directors.** Each Member shall have the right to participate in the nomination and election of Directors as provided in Article III below.
- c. Notices, Minutes, Reports.** Each Member shall receive notices and minutes of Membership Meetings and annual reports of the Corporation.
- d. Member Benefits.** Every Member shall be entitled (on terms established by the Board of Directors) to the programmatic benefits offered to the Members by the Corporation.
- e. Corporate Decisions Requiring Assent of the Membership.** The assent of the Membership, in accordance with these Bylaws, shall be required before action may be taken regarding the amendment of the Articles of Incorporation or these Bylaws, or the dissolution of the Corporation.
- f. Organizational Member Appointments.** Each Member that is a nonprofit corporation or a government entity shall have the right to appoint two individuals from its staff or board of directors to serve as Members. These appointed memberships shall be valid as long as the appointing organizational Member is a Member in good standing.
- g. Organizational Member Voting.** Each Member that is a nonprofit corporation or government entity shall appoint in writing or via electronic form a Voting Representative to cast votes for such Member.
- h. Good Standing.** A "Member in good standing" means a Member current in the payment of dues and who meets all membership criteria in these Bylaws and as established by the Board.

6. Membership Meetings.

- a. Notice of Meetings.** Written notice of every Membership Meeting shall be given to all Members and shall include an agenda for the meeting. Notice will be made by electronic mail, using the address on file for each Member, and posted to the Corporation's website at least twenty (20) and no more ninety (90) days prior to the scheduled meeting date.
- b. Annual Meetings.** The location, date and time of the Annual Membership Meeting shall be determined by the Board of Directors. Notice of the Annual Membership Meeting shall include a list of those persons nominated for the Board of Directors as provided in Article III of these Bylaws.
- c. Special Meetings.** Special Membership Meetings may be called by the Board of Directors or by a written request, addressed to the President of the Corporation, from at least one tenth (10%) of the Members then in good standing. A special meeting called by any person or persons (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Sections 6.a through 6.b above, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least twenty (20)

days but no more than sixty (60) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. At a Special Meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the Membership.

- d. Minutes.** Minutes of all Membership Meetings shall be recorded by the Secretary of the Corporation or, if the Secretary is unable to attend the meeting, by another person designated by the Board of Directors. Minutes for every meeting shall be presented to the Membership for approval at the next Membership meeting.
- e. Submission of Votes.** Members may be called upon to vote to fill seats on the Board of Directors or to decide any of those questions identified in Section 5.e above as requiring the assent of the Membership, primarily through electronic ballots. To be counted, such votes must be received no later than the last day of voting and in the form established by the Board of Directors.
- f. Quorum.** A quorum shall require that at least one third of all Members then in good standing, as determined by the Secretary of the Corporation, be represented either by the presence at the meeting of a Voting Representative or by a vote cast prior to the meeting in accordance with Section 6.e above.
- g. Decision-Making.** Decisions shall be made by an affirmative vote of the majority of the Members voting, a quorum being established, except as otherwise provided in these Bylaws. If there is a question as to whether a majority of the Members voted in favor of a motion, then, upon the request of any Member, the Secretary shall call the roll of Members, whereupon the Voting Representative of each Member present shall voice its vote and the Secretary shall read the votes cast by other Members prior to the meeting.
- h. Decisions by Ballot without Meeting.** Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. That ballot and any related material may be sent by electronic transmission by the corporation and responses may be returned to the corporation by electronic transmission. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The solicitation of ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

ARTICLE III: BOARD OF DIRECTORS

- 1. Number of Directors.** Except in the case of the initial Directors, the Board of Directors (the Board) shall consist at all times of not less than nine and not more than fifteen Directors, the number to be fixed by resolution of the Board.
- 2. Priorities.** The Board of Directors shall strive to include Directors to meet the following priorities:
 - a.** achieving diversity as to gender, race, and ethnicity of Directors; geography, size, and type of organization represented; and type of community served (e.g., urban vs. rural);
 - b.** ensuring that an appropriate range of skills and experience is present in the Board;
 - c.** ensuring that the Board is effective in pursuing the mission of the Corporation and achieving goals identified by its leaders.
- 3. Community of Practice Representatives.** A Community of Practice is a group of practitioners with a shared domain of interest and a desire to interact with and learn from their peers. The Board of Directors shall establish policies defining the Communities of Practice, which shall include but not be limited to (a) Community Land Trusts, (b) Shared Equity Housing Programs, and (c) Inclusionary Housing Programs. Except in the event of a vacancy due to resignation or inability to identify a qualified candidate for one or more seats, the Board shall include at least one director elected to represent each Community of Practice. Except in the case of one or more temporary vacancies, the Community of Practice representatives shall total no less than 40% of the composition of the Board. In the event that one or more vacancies drop this percentage below 40%, the Board shall act to restore this minimum representation within 90 days.
 - a. Nomination of Community of Practice Representatives.** Any individual who is a Member may nominate him or herself as a candidate for the Board of Directors. To make such nomination, interested candidates shall submit a summary of qualifications to the Nominations Committee, as defined in Article V below. The Nominations Committee shall be responsible for putting forth a slate of candidates that includes representation of each Community of Practice and incorporates the priorities outlined in Section III-2 above. At least two weeks before the election in question the Nominations Committee shall distribute (by mail or electronic mail) to all Members a slate of candidates, together with brief descriptions of the affiliation and experience of each candidate.
 - b. Election of Community of Practice Representatives.** Community of Practice representatives shall be elected by all Members by votes cast prior to the Annual Membership Meeting in accordance with Section II-6-e above. The ballot used for the election of Member representatives shall be distributed to each Member.
- 4. At Large Directors.** The Board of Directors shall normally include up to eight at-large directors.

- a. **Nomination of at-large directors.** The Nominations Committee, as defined in Article V below, shall nominate candidates for the at-large board seats. In making its nominations, the Committee shall consider the priorities outlined in Section III-2 above.
 - b. **Election of at-large directors.** At-large directors shall be elected by majority vote of a quorum of the Board of Directors at any meeting of the Board.

- 5. **Capital Impact Partners Appointed Director.** Capital Impact Partners (CIP) may, at its discretion, appoint a member of the CIP senior management team or board of directors to serve as a Director on the Board. This seat will normally be filled at the same time as other Board seats. This seat will be subject to other guidelines and limitations in these bylaws. If the CIP seat remains vacant for a period of six months, the Board may appoint an at-large director to fill this seat, for the remainder of the term of the CIP seat.

- 6. **Election to Fill Vacancies.** If any Director vacates his or her office prior to the expiration of such Director's term or is removed from the Board or if the number of authorized Directors is increased, the remaining Directors may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant until the next Annual Membership Meeting (if the position is elected by the Members) or meeting of the Board (if the position is elected by the Board). Elections to fill vacancies shall be by a majority of the remaining Directors. Replacement Directors elected by the Board shall serve out the remaining term of the person who has vacated the position.

- 7. **Terms of Directors.**
 - a. **Terms of Directors.** Directors shall be elected to three-year terms, except, however, that the Nominations Committee may elect to offer one-year or two-year terms for specific seats for the purpose of ensuring consistent turnover of approximately five seats each year.
 - b. **Terms Limits.** Each Director shall serve a maximum of the greater of either (i) two consecutive terms, or (ii) six consecutive years on the Board. Each Director that leaves the Board after achieving this maximum may qualify for election to a new Board term after remaining off the Board for a minimum of twelve consecutive months.
 - c. **Commencement of Terms.** The term of office of a regularly elected Director shall commence on the January 1 after election. The term of office of a Director elected by the Board to fill a vacancy shall begin at the time of his or her acceptance of the position, and shall continue through the end of the unexpired term he or she has been elected to fill.

- 8. **Resignation and Removal.**
 - a. **Resignation.** Any Director may resign at any time by giving written notice to the President, the Secretary or the Board. Unless otherwise specified, such resignation shall be effective upon the receipt of notice by the President, the Secretary or the Board.

- b. **Removal.** The Board may, by a 2/3 vote of qualified Directors, remove any Director who has either (a) been declared of unsound mind by a court of law, (b) been convicted of a felony, (c) violated any legal requirement of a board member under California law, or (d) violated any provision of these bylaws in effect at the time of his or her election. No Director may be removed without cause. Once a Director has been removed, his or her former seat is declared vacant.

9. Meetings of the Board of Directors.

- a. **Number of Directors.** Except in the case of the initial Directors, the Board of Directors (the Board) shall consist at all times of not less than nine and not more than fifteen Directors, the number to be fixed by resolution of the Board.
- b. **Meetings.** The Board shall meet a minimum of four times per year. Meetings of the Board may be called by the President, the Secretary or any two directors and may be held at any time, in person or by teleconference, provided that all directors are given notice by email or other means at least two weeks prior to the meeting.
- c. **Quorum.** At any meeting of the Board, a quorum shall consist of a majority of the Directors then in office.
- d. **Decision-Making.** Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation of this Corporation or these Bylaws, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.
- e. **Action by Unanimous Written Consent without Meeting.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing or by electronic mail to such action. Such written or electronic mail consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.
- f. **Minutes.** Minutes of all Board meetings shall be recorded by the Secretary or by such other person as the Board may designate, and shall be approved by the Board at the next Board meeting. All minutes of Board meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any Member of the Corporation.

10. Duties of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the Membership, and be responsible for

governing the general management of the affairs of the Corporation in accordance with these Bylaws. Specifically, the Board shall:

- a. Approve a written annual report to the Membership, and make this report available to all Members. This report shall include a summary of the Corporation's activities during the previous year and the Corporation's most recent financial reports.
- b. Adopt an annual operating budget prior to the beginning of each fiscal year, and thereafter approve any amendments to the budget or expenditures not included in the budget.
- c. Select all officers of the Corporation.
- d. Hire, supervise and annually evaluate the activities of the Executive Director (i.e. chief executive officer) of the Corporation in the performance of his or her assigned duties.
- e. Investigate any possible conflicts of interest within the Corporation.
- f. Provide for the deposit of funds in accordance with Article VIII of these Bylaws.
- g. Determine by whom and in what manner deeds, leases, contracts, checks, drafts, endorsements, notes and other instruments shall be signed on behalf of the Corporation.
- h. Support the development of the resources necessary for the operation of the Corporation.
- i. Assure the sound management of the Corporation's finances.
- j. Review and approve an annual audit of the Corporation's finances by a qualified, independent third-party
- k. Represent the interests of community, as opposed to those of the organization they may represent.

11. Powers of the Board of Directors. In addition to the power to carry out the duties enumerated above, the Board of Directors shall have the power to:

- a. Approve the borrowing and lending of money as necessary to further the purposes of the Corporation and in accordance with section VIII.4 of these Bylaws.
- b. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in accordance with the Articles of Incorporation and these Bylaws.

12. Conflict of Interest.

- a. A transaction of the Corporation entails a conflict of interest if a Director of the Corporation has either a direct interest (such as a financial interest) or an indirect interest in the transaction. A director has an indirect interest if another entity of which the Director is a member, employee, director, trustee, or officer will be materially affected. (Actions that affect all Member Organizations equally do not give rise to conflicts of interest for Directors associated with particular Member Organizations.)
- b. The Corporation shall adopt a Conflict of Interest policy that board members shall sign annually.

ARTICLE IV: OFFICERS

- 1. Designation.** The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer. The Board of Directors may create other officer positions as it sees fit. One person may hold two or more offices, except neither the Secretary nor the Treasurer may serve concurrently as the President, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.
- 2. Election.** The officers of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.
- 3. Term.** The officers shall hold office from the time of appointment through the time of appointment of their successor, unless, before such time, they resign or are removed from their offices, or unless they resign or are removed from the Board of Directors. Any officer who ceases to be a member of the Board of Directors shall thereby cease to be an officer. The officers shall serve at the pleasure of the Board of Directors and may be removed from office at any time by an affirmative vote of two thirds of the Directors then in office.
- 4. Duties of the President.** The President shall:
 - a.** Preside at all meetings of the Board of Directors and the Membership when able to do so.
 - b.** Consult with the other officers and the committees of the Corporation regarding the fulfillment of their duties.
 - c.** Assure that an agenda is prepared for every meeting of the Membership and the Board of Directors.
 - d.** Perform such other duties as the Board of Directors may assign.
- 5. Duties of the Vice President.** The Vice President shall:
 - a.** Perform all duties of the President in the event that the President is absent or unable to perform these duties.
 - b.** Assure that up-to-date copies of these Bylaws (incorporating any duly approved amendments) are maintained by the Corporation; answer all questions from the Board regarding these Bylaws; and assure that all actions of the Membership and Board of Directors comply with these Bylaws.
 - c.** Assure that all committees are chaired and have sufficient members selected in accordance with these by-laws and through regular communication with the chairs oversee all committee work on behalf of the president.
 - d.** Perform such other duties as the Board of Directors may assign.

6. **Duties of the Secretary.** The Secretary shall:
 - a. Assure that a list of all Members and their contact information is maintained by the Corporation.
 - b. Assure that proper notice of all meetings of the Membership and the Board of Directors is given.
 - c. Assure that motions and votes in meetings of the Membership and Board are accurately represented to those present and are accurately recorded in the minutes.
 - d. Assure that minutes of all meetings of the Membership and the Board of Directors are recorded and kept on permanent record.
 - e. Perform such other duties as the Board of Directors may assign.

7. **Duties of the Treasurer.** The Treasurer shall oversee the finances of the Corporation and chair the Finance Committee. Specifically, the Treasurer shall:
 - a. Assure that the financial records of the Corporation are maintained in accordance with sound accounting practices.
 - b. Assure that funds of the Corporation are deposited in the name of the Corporation in accordance with these Bylaws.
 - c. Assure that all deeds, title papers, leases, and other documents establishing the Corporation's interest in property and rights in particular matters are systematically and securely maintained.
 - d. Assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the Corporation are duly received.
 - e. Assure the proper disbursement of such funds as the Board of Directors may order or authorize to be disbursed.
 - f. Assure that accurate financial reports (including balance sheets and revenue and expense statements) are prepared and presented to the Board at the close of each quarter of each fiscal year.
 - g. Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner.
 - h. Assure that an annual operating budget is prepared and presented to the Board for its approval prior to the beginning of each fiscal year.

ARTICLE V: COMMITTEES

1. **Standing Committees.** The Board shall have the following standing committees:
 - a. Executive Committee: consisting of the four officers as well as any other committee chairs the Board may appoint from time to time. This committee will be chaired by the President.
 - b. The Finance Committee will be chaired by the Treasurer.
 - c. The Audit Committee will be chaired by any board member except that neither the President nor Treasurer may serve on the committee.
 - d. The Nominations Committee will be chaired by any Board member.

2. Other Committees.

- a. The Board shall also have the option of establishing additional committees to assist in accomplishing the governance and fiduciary duties of the Board, but which do not exercise any authority of the Board; these committees shall be chaired by a Board member, and may include participation of non-Board members.
- b. The Board may also, from time to time, create time-limited task forces in order to address a particular matter beyond the scope of any existing board committee; these task forces shall be chaired by a Board member, and may include participation of non-Board members, and will be dissolved upon completion of the task, or in 120 days, whichever occurs first.

3. Committee Reports. All committee reports will be in writing to the Board and included in the monthly Board packet.

4. Meeting Schedule. Each committee will meet at least quarterly.

5. Job Description. Each committee will operate according to a Board approved job description and annual work plan.

6. Staff Support. Committees will receive logistical support from staff as assigned by the Executive Director.

7. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees and the calling of special meetings of committees may be set either by resolution of the Board or, if none, by resolution of the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each committee created by the Board and each committee member shall serve at the pleasure of the Board, and shall be subject to the control and direction of the Board. Each such committee shall act by not less than a majority of the whole authorized number of its members.

ARTICLE VI: AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation may be amended and these Bylaws may be amended or may be repealed and new Bylaws adopted only by:

- 1. An affirmative vote by at least two thirds of the Directors then in office at any Board meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof; and

2. An affirmative vote by at least two thirds of the Members present at a Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.

ARTICLE VII: DISSOLUTION

A decision to dissolve the Corporation and to distribute the Corporation's assets in a particular manner in accordance with the Articles of Incorporation shall require:

1. An affirmative vote by at least two thirds of the Directors then in office at any Board meeting, a quorum being assembled, provided that written notice of such meeting has included a full description of the plan of dissolution; and
2. An affirmative vote by at least two thirds of the Members of the Corporation present at a Membership meeting, a quorum being assembled, provided that written notice of such meeting, including a full description of the proposed plan of dissolution, has been given to all Members of the Corporation no later than three weeks prior to the meeting.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

1. **Fiscal Year.** Until otherwise determined by the Board of Directors, the fiscal year of the Corporation shall begin on January 1 of each year, and shall end on December 31 of each year. The Board of Directors may redefine the fiscal year at any time to better serve the interests of the Corporation.
2. **Deposit of Funds.** All funds of the Corporation not otherwise employed shall be deposited in such FDIC insured banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.
3. **Checks, etc.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.
4. **Loans.** No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions.

- 5. Contracts.** Any officer or agent of the Corporation specifically authorized by the Board of Directors may, on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of the Corporation.
- 6. Indemnification.** The Corporation, to the extent allowed by applicable state and federal law, shall indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Corporation, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Section 6. The Corporation, to the extent permitted by applicable state and federal law, may purchase and maintain directors' and officers' liability insurance on behalf of any person who 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 or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.