

BYLAWS  
OF  
UNITED CHRISTIAN OUTREACH GERMANY, INC.  
AN ALABAMA NON-PROFIT CORPORATION

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# BYLAWS OF UNITED CHRISTIAN OUTREACH GERMANY, INC.

## AN ALABAMA NON-PROFIT CORPORATION

### ARTICLE ONE -- INTRODUCTION

1.01. **Definition of Bylaws:** These Bylaws constitute the code of rules adopted by UNITED CHRISTIAN OUTREACH GERMANY, INC. (“UCOG”) for the regulation and management of its affairs.

1.02. **Purposes and Powers:** This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. As stated in the Articles of Incorporation, the primary and sole purpose of this Corporation is exclusively religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In that regard, the Corporation may receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they may now exist or as they may hereafter be amended.

1.03. **Distributions to Directors & Officers Prohibited:** No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

1.04. **No Lobbying or Participating in Political Campaigns:** No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), and political campaign on behalf of any candidate for public office.

1.05. **Distribution of Income:** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

1.06. **No Self-Dealing:** The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

1.07. **No Excess Holdings:** The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

1.08. **No Investments that Jeopardize the Purposes of this Corporation:** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

1.09. **No Taxable Expenditures:** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

1.10. **Compliance with Internal Revenue Code:** Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

1.11. **Distribution upon Dissolution:** As provided in the Articles of Incorporation, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to a church or other organization or organizations organized and operated exclusively for religious, charitable, scientific, literary and/or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, and which holds the same religious beliefs and desires as the Members of this Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such churches, organization, or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

**1.12 Our Mission:** The Mission of the Corporation is to support the preaching of the gospel of the Kingdom of God in the German language via all forms of print and electronic media and all other suitable means, including support for the efforts of church organizations in the Federal Republic of Germany and in other German-speaking countries in Europe having similar basic beliefs as those of the Corporation, and to promote the pastoral care of German-speaking believers in the Federal Republic of Germany and in other German-speaking countries in Europe including, but not limited to, support for church worship services, annual biblical festivals, Bible studies, seminars, youth work and personal counseling.

At no time will this Corporation become a church.

1.13. **Basic Belief:** The basic belief of this Corporation is as follows:

- that salvation is by Grace through faith in Jesus Christ who is also Lord of the Sabbath;
- that God's Sabbath (seventh day) is the identifying sign of the true God of Creation and that this day is made Holy by God and cannot be changed by man;
- that the Sabbath commemorates Creation and is one of the Holy Days which depict the purpose and plan of God.

1.14. **Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of this Corporation.

## ARTICLE TWO -- OFFICES AND AGENCY

2.01. **Principal and Branch Offices:** The initial principal place of business of this Corporation in Alabama will be located at 3555 Wooley Road, Mobile, Alabama, 36693-5255. In addition, the Corporation may maintain other offices either within or without the State of Alabama as its business requires. The Board of Directors may from time to time change the address of its principal place of business by duly adopted resolution of the Board of Directors.

2.02. **Location of Registered Office:** The location of the initial registered office of this Corporation is 3555 Wooley Road, Mobile, Alabama, 36693-5255. Such office will be continuously maintained in the State of Alabama for the life of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Judge of Probate of Mobile County, Alabama.

## ARTICLE THREE -- DIRECTORS

3.01. **Definition of Board of Directors:** The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

3.02. **Structure of Board:** The Board of Directors of this Corporation will constitute a single class.

3.03. **Qualifications of Directors:** The qualifications for becoming and remaining a Director of this Corporation are as follows:

- Directors must believe that Jesus Christ is their Lord and Savior.
- Directors shall share the Basic Belief of the Corporation.

3.04. **Number of Directors:** The number of Directors of this Corporation will always be an odd number, not be less than three (3) nor more than seven (7) at any time. At its annual meeting, the Board

of Directors may increase or decrease the number of Directors accordingly with such changes in the number of Directors to be determined by a majority vote of a quorum. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

3.05. **Terms of Directors:** (1) Directors shall serve a term of three (3) years according to the calendar year, with all terms deemed to expire on December 31<sup>st</sup> of the third year. The term of the Board Directors constituting the first Board of Directors as named in the Articles of Incorporation shall expire on December 31, 2004. At its annual meeting, the Board of Directors shall reelect or replace by a majority vote of a quorum any Director whose term is to expire at the end of the year. The Board of Directors shall provide for staggered terms of the Board of Directors by having, as nearly as possible, one-third (1/3) of the total number of Directors reelected or replaced at its annual meeting. The term of Paul V. Kieffer as a founding board member and incorporator of the Corporation will be in perpetuity as long as he desires that position.

3.06. **Chairman of the Board:** The Board of Directors shall select from among its members a Chairman, who shall provide at all meetings of the Board of Directors. The Chairman shall be selected by a simple majority of a quorum, and his term as Chairman shall run concurrently with his term as a member of the Board of Directors.

3.07. **Vacancies on the Board:** Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors even if less than a quorum of the Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.08. **Place of Directors' Meetings:** Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted. Attendance at meetings shall be in person or by teleconference, provided that each Director is able to hear and participate in the proceedings including the ability to register a vote on any matter to be decided by the Board of Directors.

3.09. **Annual Directors' Meeting:** An annual meeting of the Board of Directors will be held with notice no later than May 31 of every year.

3.10. **Notice of Directors' Meetings:** Written or printed notice stating the place, day, and hour of any special meeting or of the annual meeting of the Board of Directors will be delivered to each Director not less than thirty (30) days before the date of the meeting, either by publication in a newsletter or bulletin regularly distributed to the Board of Directors, announcement at the previous meeting of the Board of Directors, personally or by first class mail or by electronic mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address, as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.



3.11. **Call of Special Board Meeting:** A special meeting of the Board of Directors may be called by either:

1. The Chairman;
2. Any two officers of the Corporation;
3. Fifty percent (50 %) of the Board of Directors.

3.12. **Waiver of Notice:** Attendance of Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.13. **Quorum of Directors:** A simple majority of the Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws.

3.14. **Registering Dissent:** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.15. **Executive & Other Committees:** The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or

(g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.16. **Remuneration:** No salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

3.17. **Loans:** No loans shall be made by the corporation to any Director, Officer or employee of the Corporation.

3.18. **Removal:** Any director may be removed at any time, with or without cause, by a majority vote of the majority of the entire Board of Directors.

## ARTICLE FOUR -- OFFICERS

4.01. **Roster of Officers:** The Officers of this Corporation will consist of the following personnel: (1) President; (2) Vice President; (3) Secretary; (4) Treasurer; and such other officers as are desired by the current Board of Directors, including assistant treasurers and assistant secretaries.

4.02. **President:** The Chairman of the Board of Directors shall serve as President and will be the Chief Executive Officer of this Corporation and will supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

4.03. **Selection of Officers:** Other than the President, each of the Officers will be elected and appointed annually by the Board of Directors according to the calendar year, with all terms deemed to expire on December 31<sup>st</sup> of the year. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the last regular meeting of the Board of Directors taking place during the calendar year, and such elected officer shall take office as of the first day of the following year, unless otherwise directed by the Board of Directors.

4.04. **Multiple Officeholders:** In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers may serve ex officio as Directors of this Corporation, if so desired by the Board of Directors.

4.05. **Vice President:** The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

4.06. **Secretary:** The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and, generally, (4) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

4.07. **Treasurer:** The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or Members or by law; and (5) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors.

4.08. **Removal of Officers:** Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE FIVE -- OPERATIONS

5.01. **Fiscal Year:** The fiscal year of this Corporation shall be the calendar year.

5.02. **Execution of Documents:** Except as otherwise provided by law or by a resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by the Treasurer and countersigned by the President or a designated Director. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall, unless otherwise provided in a resolution by the Board of Directors, be signed by the President and attested to by the Secretary, and shall have attached copies of the resolutions of the Board of Directors (certified by the Secretary) authorizing such execution.

5.03. **Books and Records:** The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board of Directors, and Directorial Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

5.04. **Inspection of Books and Records:** All books and records of this Corporation may be inspected by any Director for any proper purpose at any reasonable time on written demand stating such purpose.

5.05. **Nonprofit Operations-Compensation:** This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Directors or Officers.

5.06. **Corporate Assets:** Upon dissolution,. any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as specified in the Articles of Incorporation.

## ARTICLE SIX -- INDEMNIFICATION

6.01. **Indemnification of Directors, Officers & Employees:** Every person (and the heirs, executors and administrators of such persons) who is or will be an officer, director or employee of the Corporation may be indemnified by the Corporation against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action or proceeding (whether brought by or for the right of the Corporation or such other companies or otherwise), civil or criminal, or in connection with any appeal related thereto and which he may become involved, as a party or otherwise, by reason of his being or having been an Officer, Director or employee of the Corporation, or by reason of any action taken or not taken by him in such capacity, whether he continues to be such Officer, Director or employee at the time such liability or expense shall have been incurred, provided he acted in good faith in what he reasonably believed to be the best interest of the Corporation and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used herein the term “liability” and “expense” shall include, but not be limited to counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standard of conduct set forth herein.

Any indemnification hereunder shall be made in accordance with these Bylaws or at the discretion of the Corporation, but only if the Board of Directors (with no Director who is a party to or interested in such claim, action, suit or proceeding, participating) shall find that such person has met the standard of conduct set forth in the proceeding.

6.02. **Action Against Party Because of Corporate Position:** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, 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 he is or was a Director, Officer, employee, or agent of the Corporation against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation,

and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

6.03. **Action by or in the Right of Corporation:** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, Officer, employee, or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Equity or the court in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Equity or such other court shall deem proper.

6.04. **Reimbursement if Successful:** To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in sections 6.02 and 6.03 or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit or proceeding.

6.05. **Authorization:** Any indemnification under sections 6.02 and 6.03 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in section 6.02 and 6.03. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

6.06. **Advanced Reimbursement:** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

6.06. **Indemnification Not Exclusive:** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, bylaw, agreement or disinterested Director, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these bylaws, said other provision shall control.

6.07. **Insurance:** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director Officer, employee, or agent of the Corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

6.08. **Invalidity:** The invalidity or unenforceability of any Provision hereof shall not in any way affect the remaining portions hereof, which shall continue in full force and effect.

## ARTICLE SEVEN -- AMENDMENTS

7.01. **Amendment of Articles of Incorporation:** The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be approved by a majority of the entire Board of Directors.

7.02. **Modification of Bylaws:** The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors. Such action must be approved by a majority of the entire Board of Directors.

## ADOPTION OF BYLAWS

Adopted by the Corporation's Board of Directors by resolution this 24<sup>th</sup> day of October 2001.

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Frances W. Burquist (Director)

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John R. Burquist (Director)

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Paul V. Kieffer (Director)