

BYLAWS OF THE ST. LOUIS DOWNTOWN NEIGHBORHOOD ASSOCIATION INC.
AS AMENDED DECEMBER MARCH 11, 2019

ARTICLE I. PURPOSE AND INTENT. It is the purpose and intent of these bylaws (“Bylaws”) to be the governing document of the St. Louis Downtown Neighborhood Association Inc.

ARTICLE II. NAME OF ORGANIZATION. The name of the organization shall be the St. Louis Downtown Neighborhood Association Inc., hereinafter referred to in these Bylaws as ~~the~~ “Neighborhood AssociationDNA,” or the “Corporation.”

ARTICLE III. PURPOSE. The purposes for which ~~the Neighborhood AssociationDNA~~ is organized are:

- a) To enhance the livability of the Downtown St. Louis neighborhood by establishing and maintaining an open line of communication between the neighborhood, government agencies, and other neighborhoods;
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- c) To be organized for educational, scientific, charitable, and community-oriented purposes;
- d) To do and perform all the activities related to said purposes, to have and enjoy all the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of Missouri; and
- e) For such other objectives as are approved by the Board of Directors or General Members.

ARTICLE IV. BOUNDARIES. The geographic Bboundaries of the Neighborhood AssociationDNA for residency qualifying for membership in DNA are shall be defined as follows:

Mississippi River on the east, Chouteau Avenue on the south, Jefferson Avenue on the west, and Cole Street on the north in the City of St. Louis.

ARTICLE V. MEMBERSHIP.

Section 1. Categories and Privileges of Membership. DNA shall have two categories of members, General Members and Associate Members. General members shall have the right to vote, hold office, attend and have an opportunity to speak at meetings, participate in raffles and drawings for the DNA Membership, and enjoy all other privileges incident to membership and

participation in DNA. Associate members shall have the same privileges as General Members, except that they may not vote or hold office.

Section 21.

Qualifications. Membership in ~~the Neighborhood Association~~DNA as either a General Member or an Associate Member shall be open to the following: (1) any person whose primary residence is located within ~~the Neighborhood Association~~DNA's boundaries; (2) any person owning property located within ~~the Neighborhood Association~~DNA's boundaries; or (3) any person who operates a business within ~~the Neighborhood Association~~DNA's boundaries and ~~meets~~ qualifies as a "small business concern" under regulations promulgated by the U.S. Small Business Administration under the Small Business Act of 1953, including but not limited to 13 C.F.R. § 121.101, et seq. (as amended from time to time), any necessary interpretation of which will be subject to the Board of Directors' sole discretion's definition of a small business. In addition, a member must have complied with Section 3 of this ARTICLE V regarding membership dues to be deemed a "General Member." Any member who elects not to pay membership dues or otherwise fails to timely pay membership dues will be deemed an "Associate Member." Subject to the applicable date of record for voting set forth in these Bylaws, an Associate Member may at any time be transferred to status as a General Member upon payment of the applicable membership dues for the then-current calendar year.

Notwithstanding the foregoing, ~~n~~No entity shall be granted membership in ~~Neighborhood Association~~DNA if said ~~entity's~~ registered address, as reported on the Missouri Secretary of State's website, is the same as any other person that is already a member of the Neighborhood Association such entity is an affiliate of an existing member of DNA. As used herein, an "affiliate" of a member means any corporation, partnership, joint venture, limited liability company, unincorporated organization, trust, association, or other entity that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such member; the term "control" (including the terms "controlled by" and "under common control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities, by contract, or otherwise. The Board of Directors shall not at any time place any further restrictions on the membership of ~~the Neighborhood Association~~DNA, except as specifically provided within these Bylaws. Moreover, no entity shall be granted membership in ~~Neighborhood Association~~DNA based on its ~~primary residence~~ purely on its registered agent or principal business address on file with the Missouri Secretary of State.sub

Section ~~32~~.

Membership Dues. The Board of Directors shall determine in November of each year the level of dues to be collected from the Membership for the following year. The level of annual dues shall be no less than ten dollars (\$10.00) per individual member and no less than fifty dollars (\$50.00) per entity member. If the Board of Directors fails to determine the level of dues, then the dues collected for the following year shall be ten dollars (\$10.00) per individual member and fifty dollars (\$50.00) per entity member. Notwithstanding the foregoing, nothing herein may be construed to prevent the Board of Directors from developing, via resolution, other classifications of membership (e.g. group membership based on familial status or a separate dues structure for low-income members) as they deem advisable and in the best interests of the Corporation and setting corresponding membership dues for such classes of membership. No member shall be a General Member entitled to vote unless and until said member pays his or her annual dues. Dues shall not be pro-rated and shall be in the amount determined by the Board as set out above for any person who seeks membership in ~~the Neighborhood Association~~DNA during the calendar year, however starting in December of each year, a member may pre-pay his or her dues for the following year.

Section ~~43~~.

Membership Audit. The Board of Directors shall conduct an audit of the Membership starting in September of each year by creating an Audit List consisting of all persons named on the Membership Roll of ~~the Neighborhood Association~~DNA who have not voted in at least one of the two preceding annual meetings. The Audit List shall be completed by October 31. On November 1, the Board of Directors shall contact all persons on the Audit List and inform them that on December 31, they will be removed from the Membership Roll of ~~the Neighborhood Association~~DNA unless they affirmatively reply to the Board of Directors requesting that he or she not be removed from the Membership Roll. Absent such an affirmative reply, said persons on the Audit List shall be removed from the Membership Roll of ~~the Neighborhood Association~~DNA and shall not be allowed to vote in the next subsequent Annual Meeting but shall be eligible to re-apply for membership after the next subsequent Annual Meeting as long as the removed-member meets the requirements of Section 1 of this Article.

Section ~~54~~.

Voting. Each General Member shall have one (1) vote to be cast on every matter which is called for a vote at any Annual Meeting, General Meeting, or Special Meeting of ~~the Neighborhood Association~~DNA. Unless otherwise specified in these Bylaws, decisions of ~~the Neighborhood Association~~DNA shall be made by a majority vote of the General Members present at any Annual Meeting, General Meeting, or Special Meeting.

Voting by proxy is specifically prohibited. ~~The Board of Directors shall not in any way allow any person to cast any vote at any meeting unless said person is present in person at said meeting.~~ Notwithstanding the foregoing, the Board of Directors may opt to have the Corporation deliver a written ballot to members entitled to vote on any matter in accordance with Missouri Revised

Statutes Section 355.266, which written ballot may be used in lieu of or in addition to a vote taken at a meeting and may at the Board of Directors' discretion be delivered through e-mail or other electronic medium. aAny member who is a General mMember of ~~the Neighborhood AssociationDNA~~ for at least sixty (60) days before the date on which a meeting is held and a matter is called for a vote shall be entitled to vote on said matter, as long as said member is current on his or her annual dues to ~~the Neighborhood AssociationDNA~~.

Members who are not in good standing with ~~the Neighborhood AssociationDNA~~ shall not be entitled to vote at any Annual Meeting, General Meeting, or Special Meeting. For the purposes of these Bylaws, "good standing" means that the General Member has paid all membership dues and meets the qualifications set forth in Section 1 of this Article.

ARTICLE VI. FINANCIAL SUPPORT.

Section 1. The Board of Directors and Executive Director may authorize fundraising events and seek donations from individuals, businesses, and other organizations as they see fit.

ARTICLE VII. ANNUAL, GENERAL, AND SPECIAL MEETINGS.

Section 1. Annual Meetings. ~~The Neighborhood AssociationDNA~~ shall have an Annual Meeting on the second Monday of January each year. The Board of Directors shall provide notice of the Annual Meeting by posting such notice on ~~the Neighborhood AssociationDNA~~'s website and by sending an email to the email addresses that each Member has provided to ~~the Neighborhood AssociationDNA~~. Notice shall be given no later than thirty (30) calendar days in advance of the Annual Meeting. It shall be the responsibility of each member to provide ~~the Neighborhood AssociationDNA~~ with the correct contact information.

Section 2. General Meetings. ~~The Neighborhood AssociationDNA~~ shall have a General Meeting on the second Monday of March, May, July, September and November of each year. The Board of Directors shall provide notice of each General Meeting by posting such notice on ~~the Neighborhood AssociationDNA~~'s website and by sending an email to the email addresses that each General Member has provided to ~~the Neighborhood AssociationDNA~~. Notice shall be given no later than thirty (30) calendar days in advance of each General Meeting. It shall be the responsibility of each member to provide ~~the Neighborhood AssociationDNA~~ with the correct contact information.

Section 3. Special Meetings. Special Meetings may be called by the Chairperson, the Secretary, or by any three Directors. The Board of Directors shall provide notice of all Special Meetings by posting such notice on ~~the Neighborhood~~

~~AssociationDNA~~'s website and by sending an email to the email addresses that each member has provided to ~~the Neighborhood AssociationDNA~~. Notice shall be given no later than seven (7) calendar days in advance of any Special Meeting. It shall be the responsibility of each member to provide ~~the Neighborhood AssociationDNA~~ with the correct contact information.

Section 4. Agenda. The Chairperson shall prepare the agenda for all Annual Meetings, General Meetings, and Special Meetings subject to the approval of the Board of Directors. Any General Member may move to add an item to the agenda by either submitting the item in writing to the Board of Directors at least seven (7) days in advance of the meeting or by making a motion at the meeting. Adoption of any such motion shall be seconded by another General Member in attendance and subsequently adopted by a majority vote of those General Members present at the meeting.

Section 5. Quorum. In order to conduct business at any Annual Meeting, General Meeting, or Special Meeting, a quorum must be established. For the purposes of these Bylaws, a quorum is ten (10%) percent of the General Members as of the date of the date of record set out in Section 7 of this Article.

Section 6. Participation. Every Annual Meeting, General Meeting, and Special Meeting shall be open to any person. However, only General Members shall be eligible to vote.

Section 7. Date of Record. The date of record for every meeting shall be sixty (60) days before said meeting.

Section 8. Member List. The Board of Directors shall prepare a list of all General Members eligible to vote at any Annual or General Meeting and such list shall be available to any Member no less than forty-five (45) days before said meeting. The Board of Directors shall prepare a list of all General Members eligible to vote at any Special Meeting as soon as reasonably practicable, but in no instance less than five (5) days before said Special Meeting.

ARTICLE VIII. BOARD OF DIRECTORS.

Section 1. Number of Board Members. The Board of Directors shall consist of seven (7) persons elected by the General Members pursuant to Section 5 of this Article. All persons who sit on the Board of Directors shall be General Members in good standing with ~~the Neighborhood AssociationDNA~~. For the purposes of these Bylaws, "good standing" means that the General Member has paid all membership dues and meets the qualifications set forth in Section 1 of Article V. If any Director shall be delinquent on his or her membership dues, then such Director shall be suspended from the Board of Directors and excluded from all meetings of the Board of Directors until such Director brings his or her membership dues current.

Section 2. Nominations. Members may nominate themselves for election to the Board of Directors or may be nominated by another General Member. All nominations must be submitted to the Board of Directors no later than seven (7) calendar days prior to the election.

Section 3. Qualification of Board Members. ~~Unless there is an insufficient number of board candidates meeting the following qualification to fill the vacant board seats, No~~ General mMember shall be eligible for election to the Board of Directors unless said General mMember has been a mMember of ~~Neighborhood Association~~DNA continuously ~~since the Annual Meeting occurring two years~~for at least one year prior to the ~~Annual M~~meeting at which said General mMember would be elected to the Board of Directors.

Section 4. Terms of Board Members. When the Membership elects the Board of Directors at ~~the 2015~~an Annual Meeting, the Membership shall elect directors based on the staggered three separate classes of ~~directors for the sole purpose of ensuring that the terms of the Directors are staggered~~set forth below.

Class 1 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats every even numbered year thereafter. Class 2 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats in every odd numbered year thereafter. Class 3 shall include one (1) seat on the Board of Directors, and there shall be an election for this one (1) seat every year thereafter. The director receiving the fourth-most votes at any Annual Meeting shall be assigned as the Class 3 Director.

There shall be no term limitations imposed, and a General Member may serve on the Board of Directors as many times as he or she may be elected to the Board of Directors.

Section 5. Resignation. ~~Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.~~

Section 5. Board Vacancies. The Board of Directors may fill any vacancy on the Board of Directors by majority vote of the Board of Directors. However, the Board of Directors shall provide notice of said vacancy to the Membership as notice is provided for a special meeting and upon receiving a written request, by e-mail or otherwise, of five percent (5%) of the Membership for a ~~special meeting~~Special Meeting to elect a replacement director, the Board of Directors shall call a ~~special meeting~~Special Meeting for that purpose. A ~~member~~Director appointed or elected to fill a vacancy shall serve the

remainder of the unexpired term and until his or her successor is elected or appointed.

Section 6. Election of Board Members. Members of the Board of Directors shall be elected annually by a vote of the Members at the Annual Meeting as further described in Section 4 of this Article.

Section 7. Duties of Board Members. The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of ~~the Neighborhood Association~~DNA;
- b. Make decisions and represent the interests of ~~the Neighborhood Association~~DNA on all matters of interest to ~~the Neighborhood Association~~DNA and report to the General Members at the next Annual Meeting, General Meeting, or Special Meeting;
- c. Appoint individuals, committees, or work groups, if necessary and advisable; and
- d. Establish an annual work plan of priorities, issues, and projects for ~~the Neighborhood Association~~DNA and present said annual work plan at the Annual Meeting.

Section 7. Election of Board Officers. The Board of Directors shall meet ~~within no less than~~ seven (7) ~~and no more than thirty (30)~~ days ~~after~~ of the Annual Meeting in a regular meeting or Special Meeting for the ~~sole~~ purpose of electing ~~the officers set forth in Section 8 below —as well as any other officers that the Board of Directors may deem necessary from time to time —~~by a majority vote. ~~Notwithstanding the foregoing, the failure of the Board of Directors to appoint directors will not cause the dissolution of or otherwise affect the Corporation. With the exception of the Executive Director, the holder of each officer position set forth in these Bylaws shall be a member of the Board of Directors. In addition to the officer positions set forth in Section 8 below, the Board of Directors may by resolution appoint any other officers that the Board of Directors may deem necessary or in the best interests of the Corporation from time to time, which additional officers shall serve at the pleasure of the Board of Directors.~~

Section 8. Duties of Board Officers.

- a. Chairperson. The Chairperson shall preside at all Board Meetings and all Annual Meetings, General Meetings, and Special Meetings ~~and shall be deemed the President of the Corporation under applicable Missouri law.~~ The Chairperson shall represent the position of the Board of Directors and the interests of ~~the Neighborhood Association~~DNA.

b. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unwilling or unable to perform said duties and shall be deemed the Vice-President of the Corporation under applicable Missouri law.

c. Secretary. The Secretary shall record and maintain the minutes of all Annual Meetings, General Meetings, Special Meetings, and Board Meetings. The Secretary shall assist the Chairperson with correspondence and maintain the non-financial files of ~~the Neighborhood Association~~DNA. The Secretary shall maintain the files of ~~the Neighborhood Association~~DNA and shall be responsible for the distribution of all meeting minutes.

d. Treasurer. The Treasurer shall manage all funds belonging to ~~the Neighborhood Association~~DNA. The Treasurer shall receive, deposit and disburse funds for ~~the Neighborhood Association~~DNA in a bank or financial institution. The Treasurer shall make financial reports as directed by the Board of Directors, or whenever there is a significant change in the finances or at the request of any Board Member. The Treasurer shall file any and all IRS and state tax forms when required. The Treasurer shall prepare and present a report of the prior year's finances at the Annual Meeting.

e. Executive Director. The Board of Directors shall appoint and engage an Executive Director who will serve at the pleasure of the Board of Directors and whose performance will be evaluated by the Chairperson annually based on criteria developed by the Board of Directors. The Executive Director may, but need not, be a member of the Board of Directors. The terms of the Executive Director's employment and compensation, if any, will be determined by Board of Directors resolution. The Executive Director shall supervise and control all of the day-to-day business and affairs of the Corporation subject to the parameters set forth by the Board of Directors or any committee thereof appointed for such purpose. The Executive Director's duties will include, but are not limited to, the following:

- i. reporting directly to the Board of Directors;
- ii. supervising the Corporation's administrative and volunteer staff in fulfillment the Corporation's community and eleemosynary purposes;
- iii. acting as a liaison between the officers, employees, and independent contractors of the Corporation and the Board of Directors;
- iv. acting as the public face of the Corporation;
- v. translating the mission and strategic plan of the Corporation through collaboration with both internal and external constituencies;

- vi. developing collaborative partnerships with other organizations and entities relevant to the mission of the Corporation;
- vii. overseeing the Corporation's marketing and public relations strategies, subject to the direction of the Board of Directors; and
- ix. other duties as may be prescribed by the Board of Directors from time to time.

Section 9.

Board Meetings.

- a. Regular Board Meetings. The Board of Directors shall meet regularly. The meetings shall be convened upon any day decided upon by the majority vote of the Board of Directors. Notification of Regular Board Meetings shall be by email, telephone calls, text messages, or any other appropriate means of communication apt to reach a majority of the Board Members. Notification shall require seven (7) calendar days' advance notice to all Board Members unless such notice is waived by all Directors.
- b. Special Board Meetings. Special Board Meetings may be called by the Chairperson, Secretary, or by any three (3) members of the Board of Directors as deemed necessary. Notification of Special Board Meetings shall be by email, telephone calls, text messages or any other appropriate means of communication apt to reach a majority of the Board Members. Notification shall require seven (7) calendar days' advance notice to all Board Members. Special Board Meetings shall be limited to the topics specifically enumerated in an agenda distributed with the notice of the Special Meeting.
- c. Board Chair. Regular Board Meetings and Special Board Meetings shall be presided over by the Chairperson.
- d. Quorum. A quorum for Regular Board Meetings and Special Board Meetings of the Board of Directors shall be ~~four~~ five (54) Board Members.

Section 10

Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 11

Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a

resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 120. Powers of the Board. The Board shall be responsible for all business coming before ~~the Neighborhood Association~~DNA and for assuring that General Members are reasonably and timely informed. The Board of Directors has the responsibility of acting in the best interest of ~~the Neighborhood Association~~DNA.

Section 131. Termination for Non-Attendance. Board Members failing to attend three (3) consecutive Regular Board Meetings may be terminated from the Board of Directors upon a majority vote of the Board of Directors or by a vote of Membership at any meeting. The attendance of Directors at Regular Board Meetings shall be posted on ~~the Neighborhood Association~~DNA's website within ~~seven-thirty (307)~~ days after the adjournment of each Regular Board Meeting.

Section 142. Non-Disclosure Agreement. Each Director shall be required to sign a non-disclosure agreement to prevent the disclosure of confidential fundraising information of ~~the Neighborhood Association~~DNA and to prevent the disclosure of information protected from disclosure by federal, state, or local law. Notwithstanding the foregoing, no Director shall be prevented from disclosing any other information to any Member of ~~the Neighborhood Association~~DNA. This Section shall in no way be construed to amend each Director's fiduciary duties under Missouri law.

ARTICLE X. COMMITTEES. The Board of Directors, if it deems appropriate, may establish committees or working groups. Any committee or working group established by the Board of Directors shall serve at the pleasure of the Board of Directors.

ARTICLE XI. CONFLICT OF INTEREST PROCEDURES. A transaction in which a Board Member may have a direct or indirect conflict of interest may be approved by a majority vote of the other Board Members, if the Board Member with the conflict fully discloses such conflict to the Board of Directors prior to the vote and abstains from voting on the matter.

ARTICLE XIII. PROCEDURE FOR CONSIDERATION OF PROPOSALS.

Section 1. Submission of Proposals. Any person or group, inside or outside the boundaries of ~~the Neighborhood Association~~DNA may propose in writing items for ~~the Neighborhood Association~~DNA's consideration. The Board of Directors shall decide whether said proposal will appear on the agenda at the next Annual Meeting, General Meeting, or Special Meeting.

Section 2. Notification. The proponent shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than twenty-four (24) hours in advance.

Section 3. Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

ARTICLE XIV. MEETINGS, MINUTES, AND RECORDS.

Section 1. ~~The Neighborhood Association~~DNA shall abide by all the requirements relative to nonprofit corporations under Missouri law. All official action taken by ~~the Neighborhood Association~~DNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote and recommendation made along with a summary of dissenting views, if any. A permanent set of meeting minutes will be kept in the official ~~Neighborhood Association~~DNA files and placed on ~~the Neighborhood Association~~DNA's website.

ARTICLE XV. NONDISCRIMINATION. ~~The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.~~DNA strives to maintain an inclusive atmosphere for all of its members and stakeholders. DNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions, nor will DNA tolerate any such discrimination by its members in conjunction with their involvement with DNA. Additionally, all DNA members have the right, in conjunction with their involvement in DNA, to be treated fairly and with respect, have their privacy respected, and be free from intimidation, harassment, abuse, bullying, hostility, and personal attack. The DNA Board, recognizing that harassment and the foregoing types of discrimination are incompatible with the values and purpose of DNA, will uphold these rights and endeavor to ensure respect among the members and stakeholders of DNA. All directors, officers, volunteers, and members of DNA are responsible for helping DNA avoid and eliminate harassment, discrimination, and misconduct, and adherence to the values of inclusivity, anti-harassment, and non-discrimination will be deemed a necessary component of qualification for membership in DNA and participation in DNA activities and events. Any violation of this policy, as determined by a majority of DNA's board of directors after conducting a review of the circumstances, will constitute grounds for revocation of membership in DNA and, if the DNA board deems necessary, exclusion from future DNA activities and events.

ARTICLE XVI. ADOPTION AND AMENDMENT OF BYLAWS.

All amendments to these Bylaws must be proposed in writing and made available to all Members for review and consideration prior to the Annual Meeting, General Meeting, or Special Meeting at which the proposed amendment will be called for a vote. Notice of a proposal to amend these Bylaws shall: specifying the date, time and place for consideration; and must be provided to all Members at least seven (7) days prior to the Annual Meeting, General Meeting or Special Meeting at which the proposed amendment will be voted upon.

A proposed amendment to these Bylaws shall only be adopted if at least two-thirds (2/3) of the Members present at the respective Annual Meeting, General Meeting, or Special Meeting vote in favor of the proposed amendment.

ARTICLE XVII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a director or officer of the Corporation against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers or to indemnify such persons in instances in which they may be indemnified pursuant to pursuant to ARTICLE XVII, Section 1, above.