

BYLAWS

OF

THE FRIENDS OF THE CHILDREN'S ADVOCACY CENTER OF BREVARD, INC.

A Florida Not for Profit Corporation

As amended and adopted September 12, 2019.

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ARTICLE I

ORGANIZATION NAME and OFFICES

Section 1. Corporation Name: The name of this corporation is the Friends of the Children's Advocacy Center of Brevard, heretofore referred to as the Friends.

Section 2. Principal Offices: The principal office of the Friends shall be at the Children's Advocacy Center of Brevard located in the Space Coast Health Foundation - Center For Collaboration, Suite 200, 1100 Rockledge Blvd. Rockledge FL 32955, or such other location as the Board of Directors may from time to time determine.

Section 3. Registered Office: The registered office of the Friends required by law to be maintained in the state of its incorporation may be, but need not be, identical with the principal office.

Section 4. Other Offices: The Friends may have offices at such other places, either within or without the state of its incorporation, as the Board of Directors may from time to time determine, or as the affairs of the Friends may require.

ARTICLE II

MISSION STATEMENT

The mission of the Friends of the Children's Advocacy Center of Brevard is to increase awareness of the issues of child abuse and neglect, and to raise funding for the Children's' Advocacy Center of Brevard, an organization that serves abused and neglected children of Brevard County, Florida.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership: The Friends shall have three classes of members consisting of the Friends' Board of Directors, who are voting members; Advisory members, and those awarded Director Emeritus status. Advisory and Director Emeritus members are non-voting categories of membership.

Section. 2. Maximum Membership: Section. 2. Maximum Membership: The members of the Board of Directors shall be no less than four (4), nor more than thirty (30) members. The number of Advisors to the Board shall be determined by the needs of the Board and are non-voting members.

Section 3. Membership Eligibility and Admission Procedure: Board Director.

Any adult resident of Brevard County, Florida, shall be eligible for membership as a Board Director, provided they have specific expertise or knowledge deemed important to the success of the Mission of the Friends. Candidates for Board membership shall be proposed by one Director and seconded by another Director. A proposal for membership as a Board Director, signed by the two endorsers, shall be sent to the Board Secretary, who shall send the nomination electronically to the entire Board for

review. Voting upon the nominee shall take place at the next regular meeting thereafter with a two thirds positive vote required for Board membership. Membership will strive to reflect a balance of ages, sexes and races, and include individuals from north, central and south areas of Brevard County.

Director Emeritus status: A category of membership used to recognize members of the Board of Directors for distinguished service to the Board and its mission. To qualify for Director Emeritus status, in addition to extraordinary service to the Board, a Director must have either served as an Officer of the organization for eight (8) years, been a director of the organization for 10 years, or have been a founding member of the Friends of the CACB. The Board Executive Committee will review candidates for Director Emeritus status and nominate individuals who meet these qualifications. A two-thirds vote of the entire Board is needed to confirm the status of Director Emeritus.

Advisory members: Individuals who possess the competencies that are needed to support the organization in achieving its mission, vision and strategy. A proposal for membership as an Advisor, signed by the one Board Director, shall be sent to the Board Secretary, who shall send the name of the advisor candidate with appropriate details, along with the name of the sponsor, electronically, to the Board prior to the next regular meeting of the Board. Voting upon the admission shall take place at the next regular meeting thereafter. A majority vote shall appoint the individual to Advisory status membership.

The sitting Sheriff of Brevard County and the sitting State Attorney of the 18th Judicial Circuit shall be considered a standing Advisory member of the Friends.

Interviews and background checks may be conducted on all potential Directors of the Friends.

Section 3. Property Rights: No Member or Director shall have any right, title or interest in any of the property or assets, including any earnings or investment income of the Friends, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 4. Liability of Members: No Member or Director of the Friends shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessments.

Section 5. General Requirements of Membership: Directors of the Friends' Board of Directors shall, at a minimum, prepare for and attend at least half of the regular meetings on a yearly basis; make a serious commitment to participate actively in the work of at least one committee, or take on special assignments to achieve a specific goal, and attend special meetings as called. Additional responsibilities include: Being informed about the Friends' and the CACB's mission, services, policies, and programs; supporting and participating in special events, including fund-raising activities that may include identifying donors and soliciting funds; reviewing materials prior to board and committee meetings; making a personal financial contribution to the Friends and/or CACB; informing others about the CACB; suggesting possible nominees to the board who can make significant contributions to the work of the board and the organization; following conflict-of-interest and confidentiality policies; assisting the board in carrying out its fiduciary responsibilities; and evaluating and improving the performance of the Board.

Advisory members may be requested, though are not required, to attend Board meetings, and their attendance will not count toward establishing a quorum. They may be requested or volunteer to participate on projects or committees to achieve a specific goal including recruitment for Board members, and to support and take part in fund-raising activities. They should be aware of the various aspects of the Children's Advocacy Center of Brevard (hereinafter "CACB"); be a goodwill

ambassador for the CACB and Friends; and contribute according to their means toward the financial goals of the Friends.

Director Emeritus members are entitled to participate fully in Board meetings, although their attendance at meetings will not count toward a quorum. The specific expectations will be mutually agreed between the emeritus board director and the board president.

Section 6. Termination of Membership: Membership in the Friends shall terminate when a Director is no longer serving on the Board of Directors or is no longer serving in an Advisory capacity. Director Emeritus members will serve in perpetuity unless their status is rescinded for cause such as unethical behavior or being publicly critical of the organization. Deceased Emeritus status members will be reflected as such.

ARTICLE IV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Friends in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Friends Board of Directors may adopt.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Place and Conduct of Meeting: All meetings of the Board of Directors shall be held at the principal office of the Friends, or at such other place within the County of Brevard in the state of incorporation as the Board of Directors may designate in the notice of the meeting. The Board of Directors may adopt such rules and regulations for the conduct of the business of its meeting and management of the affairs of the Friends as it may deem proper, not inconsistent with the laws of the state of the Corporation's incorporation, the Articles of Incorporation, or these bylaws. No provision of these bylaws shall be construed to preclude a meeting of the Board of Directors of any committee appointed by the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other.

Section 2. Regular Meetings: The Board of Directors will meet no less frequently than four (4) times each year at such time and place as the Board of Directors deems appropriate.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the President, the Executive Committee, which consists of the President, Vice President, Secretary and Treasurer, or at the request of any four (4) Directors.

Section 4. Emergency Meetings: Items requiring emergency action may be discussed and voted on via telephone or other means at the discretion of the President, or by request of the Executive Committee.

Section 5. Annual Meeting: An annual meeting of the Board of Directors may be held on a day in the last quarter of the fiscal year to be determined by the Board of Directors for the purpose of electing officers and for the transaction of such other business as may be properly brought before the meeting.

Section 6. Notice of Meetings: Notices of regular and annual meetings shall be sent by United States mail, postage prepaid, by facsimile, other telephonic or electronic means by the Secretary to each member of the Board of Directors not less than ten (10) days before any such meeting, and notices of

special meetings shall state the purpose for which the meeting was called. Notice shall be deemed delivered when deposited in the United States mail, with postage prepaid, or received by the telephonic or electronic mail receiver.

Notice of special meetings may be given by telephone not less than two (2) days before any such meeting. For such notice to be valid, the Director must be personally contacted by telephone.

Section 7. Quorum: The presence of at least thirty percent (30%) of all the Directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, those present at a directors' meeting may adjourn the same to a future date, but until a quorum is present, no other business may be transacted. At any meeting at which a quorum is present, should enough members withdraw to leave less than a quorum, the remaining members may continue to transact business until adjournment.

Section 8. Voting of Directors: Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of directors.

The vote of more than fifty percent (50%) of the members on any given matter at a meeting of the members at which a quorum is present shall be the act of the directors on that matter, unless the vote of a greater number is required by law or by the Articles of Incorporation or bylaws of the Friends. Voting on all matters shall be by voice or by a show of hands unless any members shall, prior to the voting on any matter, demand a ballot vote on that particular matter.

Section 9. Action Without a Meeting: Any action required by law, these bylaws or the Articles of Incorporation of the Friends to be taken at any regular or special meeting of the Board of Directors or any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote pursuant to a consent in writing, which sets forth the action so taken, and which is signed by all of the members of the Board of Directors. Such written consent to action shall be filed with the minutes of the Board of Directors, whether done before or after the action so taken.

Section 10. Presumption of Assent: A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action before the adjournment of the meeting or shall forward such dissent by regular U.S. mail or electronic mail to the Secretary of the Friends immediately after adjournment.

Section 11. Actions Requiring Majority Action of the Board of Directors: Unless otherwise specified in these bylaws or required by law, all actions of the Board of Directors shall require the resolution, consent or ratification of a majority of members of the Board of Directors.

ARTICLE VI

DIRECTORS

Section 1. General Powers: The operations, policies and practices of the Friends shall be managed by the Board of Directors or by such committees as the Board of Directors may establish pursuant to these bylaws.

Section 2. Election of Directors: The initial Board of Directors shall be comprised of those individuals named in the Articles of Incorporation for the Friends. Thereafter, the directors shall be elected by the numbers of the Board Directors at the annual meeting, or any other official meeting of the Friends Board.

Section 3. Removal:

Should impeachment be the preferred course of action, a board director can be removed with or without cause by an affirmative vote of two thirds of the Board of Directors in attendance at a regularly scheduled board meeting. Cause may include but not limited to unethical behavior, conflicts of interest, disruptive behavior, publicly criticizing the Friends or the CACB, not attending the required number of meetings, or not following through on commitments.

Neither the Friends Board, nor its individual members, has the right to make public the reasons for, or details concerning the removal, of a member.

If any director is removed, a successor Director may be elected at any regular or special meeting of members; provided that the successor Director shall be elected by the majority of the remaining Directors.

Section 4. Leave of Absence:

If a board director has failed to fulfill his or her responsibilities, and there are legitimate reasons for the ineffective behavior, a leave of absence may be suggested. The Director will be considered an Advisory member for the rest of the term, after which time the Board will reevaluate the Director. As an Advisory member, the director on leave is in a non-voting class of membership and is not counted to establish a quorum.

Section 5. Vacancies: If any vacancy shall occur in the Board of Directors due to the death, resignation or incapacity of a Director, or an increase in the number of the members of the Board of Directors, the remaining Directors shall continue to act and such vacancy may be filled by the majority of the remaining Directors, though less than a majority.

If for any reason a Director leaves membership of the Friends Board of Directors before his/her term has expired, the Friends may at any meeting elect a successor to fill the remainder of the term. Nominations may be brought before the membership by the Nominating committee, or any member of the Friends Board.

Section 6. Compensation: No Director shall receive compensation for performing duties as a member of the Board of Directors, or in any other capacity as a member of the Friends.

Section 7. Committees: The Board of Directors may, by resolution adopted by a majority of the Directors, designate special or standing committees to the extent not prohibited by law or by the Articles of Incorporation or the bylaws of the Friends. Such committees shall report to and be responsible to the Board of Directors. The Board of Directors may direct, limit, or control such committees by resolution at any special or regular meeting or by general rules adopted for guidance. A majority of any committee, excluding the Executive Committee, shall constitute a quorum for the transaction of all business. The Board of Directors may, by resolution adopted by a majority of the members of the Board of Directors, remove any member of a committee.

Ad Hoc or subcommittees may consist of as many members as deemed necessary by the chairman and of the specific committee. Membership on Ad Hoc, subcommittees or project groups is

not restricted to Friends members. Background checks may be conducted on potential members of these committees.

Section 8. Conflicts of Interest: No contract or other transaction between the Friends and one or more of its Directors or another corporation, firm, association or entity in which one or more of the Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the voting or consents of such interested Directors; or
- (ii) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable as to the Friends at the time it is authorized by the Board of Directors or a committee.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII

OFFICERS

Section 1. Number: The Officers of the Friends shall be the President, Vice President, a Secretary and a Treasurer. One person may hold any two offices or more simultaneously.

Section 2. Executive Committee: The officers of the Board of Directors constitute an Executive Committee, and shall have and may exercise all of the authority of the Board of Directors in the management of the Friends, except that the Executive Committee shall not have the power to amend the bylaws or elect officers of the Friends. All members of the Executive Committee present in person or by telephone shall constitute a quorum. Decisions of the Executive Committee shall require a majority vote of its members.

Section 3. Election and Term: The officers of the Friends shall be elected by the Board of Directors. Such elections may be held at any regular meeting or special meeting of the Board of Directors or by the written consent of the Board of Directors. Each officer may serve multiple terms, to coincide with the fiscal year, or for a lesser term in the case of death, resignation, retirement, incapacity, removal or disqualification.

Section 4. Removal: Should removal of an officer be the preferred course of direction, the other members of the executive committee should have a conversation with the officer in question, at which time they could ask that the officer step down. If he/she doesn't wish to resign the officer position, the executive committee could recommend to the rest of the Board to remove them from office, stating the reasons. The officer may then be removed with or without cause from the Friends by a two-thirds vote of the Directors. The vote on removal cannot be done in absentia, and Directors must be present in order to vote on the removal of an officer. However, the vote may proceed in the absence of the

officer who is being removed. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Early Termination of Office: If for any reason an office becomes vacant, including the removal of an officer, before the officer's term has expired, the Board of Directors may elect a successor to fill the expired term at any regular or special meeting of members or by the written consent of the members of the Board of Directors in lieu of a meeting; provided that the successor officer shall be elected by the majority of the members of the Board of Directors.

If the office of President is vacated, the Vice President will automatically assume the duties of President and a new Vice President will be elected. If the Vice President cannot fulfill the role of President, a new President will be elected.

Section 6. Duties of Officers:

a. President

The President shall preside at all meetings of the Friends and have such other powers and duties as the Board of Directors may direct. The President shall serve as chief executive officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise the general management of the Friends in accordance with these bylaws and the licensing requirements established by law. The President is authorized and empowered to assign to any officer or agent of the Friends such specific duties as he/she may deem advisable, and to change the duties of the officers and agents of the Friends as he/she may deem advisable, subject, however, to the duties specifically assigned by the bylaws to any officer.

In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. The Vice President

At the request of the President, or in his/her absence or disability, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

In general, the Vice President shall assume the duties and authority of the President during his/her absence, and any other duties for the good of the Friends as requested by the President.

c. Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He / She shall give all notices required by law and by the bylaws. He / She shall have general charge of the Friends' books and records and of the corporate seal, and he/she shall affix the corporate seal to any lawfully executed instrument requiring it. He/she shall have and shall keep, at the registered or principal office of the Friends, a record of member showing the name and address of each member. He / She shall sign such instruments as may require his/her signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors. The Secretary may, from time to time, delegate his/her duties to any Assistant Secretary.

In general, the duties of the Secretary shall include, but are not limited to recording and maintaining minutes of the Friends meetings; preparing and providing materials to the membership for the meetings; initiating correspondence as required by the Friends; and conducting any other business as directed by the President.

d. Treasurer

The Treasurer shall keep full and accurate accounts of receipts and disbursements in the financial record books of the Friends and shall deposit all monies and other valuable effects in the name and to the credit of the Friends in such depositories as may be designated by the Board of Directors. He / She shall disburse the funds of the Friends under the direction of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at annual meetings or whenever directed by the President an account of all or any part of his/her transactions as Treasurer, and of the financial condition of the Friends, and shall also perform all other duties imposed upon him/her by the Board of Directors, the President, the Executive Committee, or by law.

The Treasurer will make a full financial report to the Friends annually and make other reports from time to time to the Board at meetings as may be required. An accounting firm may be selected by the Board of Directors to perform an annual audit, if deemed necessary.

Section 7. Delegation of Duties of Officers: In the case of the absence of any officer of the Friends or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer as approved by the entire Board of Directors.

Section 8. Surety Bonds: If the Board of Directors shall so require, any officer or agent of the Friends shall execute to the Friends a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties of the Friends; and, in such case, a new bond of like character shall be given at least every five (5) years after the date of the bond immediately preceding.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, GRANTS, ETC.

Section 1. Contracts: All contracts, deeds, mortgages, bonds or other instruments which may be lawfully executed on behalf of the Friends shall be signed by the President and one other officer, or agent authorized by the Board of Directors or the Executive Committee, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All notes, drafts, acceptances, checks and endorsements or other evidence of indebtedness or orders for the payment of money issued in the name of the Friends shall be signed by such officers, agent or agents, of the Friends and in such manner as shall from time to time be determined by resolution of the Board of Directors. Regarding the Activities of this section, the Board of Directors may authorize staff members of the Friends or the CACB to perform this function.

Section 3. Deposits: All funds of the Friends not otherwise employed shall be deposited from time to time to the credit of the Friends in such depositories, as the Board of Directors shall direct.

Section 4. Grants: The Friends was established for the purpose of seeking the financial resources needed to provide grants to the CACB for facility acquisition, construction or renovation, new and replacement equipment, education, and for the creation of new programs and services and the enhancement of existing programs and services.

Friends' funds may be accessed for use if the request meets the criteria mentioned above. Grants are made pending availability of funds, approval of the appropriate administrative staff, and an affirmative vote of the Friends' Board of Directors, or President, as appropriate.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Seal: The corporate seal of the Friends shall be in such form as shall be approved from time to time by the Board of Directors.

Section 2. Operation: The Friends will ensure that its activities are in support of the CACB and in compliance with the Mission of the Friends and will monitor the needs of the CACB so that appropriate action may be taken to obtain the resources necessary to meet those needs.

The Friends will monitor the pulse of the community to help the Operations Board remain responsive to the unserved areas of need that are central to the CACB's mission.

The Friends will keep financial and fund-raising information confidential in compliance with Development Policies and Procedures.

The Board of Directors has an obligation to lead by example; to safeguard and advance the integrity and reputation of the organization; to avoid even the appearance of impropriety; and to take whatever actions are necessary to correct to prevent the inappropriate conduct of others on the Friends' Board of Directors.

The Friends will safeguard their ability to make independent professional judgments by scrupulously avoiding undue influence and conflicts of interest.

The Friends will be accountable to its constituency.

Section 3. Waiver of Notice: Whenever any notice is required to be given to any Director under the provisions of applicable state law or under the provisions of the Articles of Incorporation or bylaws of the Friends, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Fiscal Year: The fiscal year of the Friends shall be selected by the Board of Directors.

Section 5. Amendments: Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws be adopted by the affirmative vote of more than fifty percent (50%) of the members represented in person at any regular or special meeting of the Board of Directors, or by a written consent to action in accordance with Section 9 of Article V of these bylaws.

Written prior notice of a proposed amendment shall be sent by U.S. Mail, electronically, or sent via facsimile at least ten (10) days prior to a meeting at which the amendment will be presented for a vote.

Section 6. Indemnification:

- (A) The friends shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Friends to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his/her capacity as Director, officer, employee, or agent of the Friends, or of any other corporation, partnership, joint venture, trust, or other enterprise with he/she served as such at the request of the Friends, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Friends, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Friends or that he/she had reasonable grounds for belief that such action was unlawful.

- (2) By or in the right of the Friends to procure a judgment in its favor by reason of his/her being or having been a Director, officer, employee, or agent of the Friends, or of any other corporation, partnership, joint venture, trust, or other enterprise with he/she served as such at the request of the Friends, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the Friends. Such person shall not be entitled to indemnification in relation to matter as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Friends unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

(3) To the extent that a Director, officer, employee, or agent of the Friends has been successful on the merits or otherwise in defense of any defense of any claim, issue, or matter therein, he/she shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection therewith.

(4) If a determination is made that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Subsection 6 (A), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either 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 by the members who were not parties to such action, suit, or proceeding.

- (B) The Friends may pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided

in paragraph (4) or Subsection 6 (A) 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/she is not entitled to be indemnified by the Friends as authorized in this Section 6.

- (C) The Friends shall indemnify any person, if the requirements of Subsections 6 (A) and 6 (B) are met, without affecting any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in such persons' 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 of the Friends and shall insure to the benefit of the heirs, executors and administrators of such a person.
- (D) The Friends may purchase and maintain insurance on behalf of any person who is or was as Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Friends would have the power to indemnify him/her against such liability under the provisions of Subsection 6 (A).
- (E) The Friends indemnity of any person, including a person who may have served at its request as a Director, officer or employee of another corporation, shall be reduced by any amounts such person may collect from the Friends or from such other corporation.
- (F) The Friends may provide further and additional indemnity not inconsistent with applicable law.
- (G) If any part of this Section 6 shall be found in any proceeding to be invalid or ineffective, the validity and effect of the remaining provisions shall not be affected.