

Approved December 5, 2022

**RESTATED BY-LAWS OF
THE ASSOCIATION FOR THE ADVANCEMENT OF SUSTAINABILITY
IN HIGHER EDUCATION, INC.**

PREAMBLE

The Association for the Advancement of Sustainability in Higher Education, Inc. (AASHE) is a member association of colleges and universities worldwide. Our mission is to promote sustainability in all aspects of higher education, from governance and outreach, through education, communication, research and professional development. Businesses, nonprofit organizations and government agencies can also join AASHE.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is The Association for the Advancement of Sustainability in Higher Education, Inc. (hereinafter “AASHE” or “Corporation”). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

ARTICLE II –MISSION AND GOALS

The Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), and within the meaning of Massachusetts General Laws, c. 180 (“M.G.L. ch 180”), Section 4, as amended.

As stated in its MA 2005 Articles of Amendment, AASHE’s corporate purposes are: to carry out charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and in furtherance, and without limitation of said purposes, it shall implement such programs as to have all professionals understand the relationship of the physical, natural and social environment to human health, prosperity and sustainability and to utilize that knowledge in their professional practice.

AASHE furthers its corporate purposes with emphasis on promoting sustainability in all aspects of higher education, from governance and outreach, through education, communication, research and professional development.

In connection therewith, AASHE may engage in other charitable and educational activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L. ch 180 and described in Section 501(c)(3) of the Code as amended.

ARTICLE III - MEMBERS AND MEMBERSHIP

1. Membership – The membership of this Corporation shall consist of:
 - a. *Members* – Members are those organizations supportive of higher education and/or sustainability including a college or university, business, non-governmental organization or government agency approved for membership by the Board of Directors or by a process

approved by the Board of Directors and who have voting rights and powers as enumerated in this Article III. Each Member shall have one (1) vote and shall exercise its rights and powers through an individual designated by the Member as the Primary Point of Contact. It is each Member's responsibility to ensure contact information for Notices in accordance with this Article III (5), below, is accurate.

- b. *Honorary Members* – Persons of outstanding achievement in the advancement of sustainability (including equity and justice) may be elected by the Board of Directors for honorary membership. Honorary Members have no term, voting or other powers, and cannot run for elected office.

2. Terms and Dues – The typical period of membership shall be twelve (12) calendar months or such other period as the Board of Directors may from time to time determine. Membership shall terminate at the end of the membership period unless the membership dues for the succeeding period have been paid in full. Members in good standing must have paid their dues, in full, thirty days prior to the Annual Meeting in order to vote.

3. Meetings of the Membership

a. *Annual Meeting* – The Membership shall meet annually each year on such date and time as the Board of Directors shall determine, for the purposes of electing Directors, consulting with the Board regarding policy matters affecting the Corporation, and any other matters brought before the Annual Meeting. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

b. *Special Meetings* – Other Meetings may be called by the President or the Board of Directors, and shall be called by the Secretary / Clerk, or in the case of the death, absence, incapacity, or refusal of the Secretary / Clerk, by any other officer, upon the written application of Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at the Annual Meeting of Members. In case none of the officers is able and willing to call a special meeting, the Massachusetts Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

4. Rights and Powers of the Membership – Members in good standing shall have the following powers:

a. *Voting Privileges.*

- (1) Members shall have the right to elect Directors of the Corporation in accordance with Article IV, Section 2(b) below.
- (2) Members shall also have the right to vote on each of the following matters, which shall be decided in accordance with this Article III, unless otherwise required by these bylaws or by law:
 - a. on proposed amendments to, or restatement of the Articles of Organization (which shall be decided by a two-thirds vote of all Members, or as otherwise required by law);

- b. on merger of the Corporation (which shall be decided by a two-thirds vote of all Members, or as otherwise required by law);
- c. on any other matters that are required to be decided by Members as required by state or federal law;
- d. on any other matters that are referred by the Board to the Members for a vote.

b. *Other Rights and Powers of Members*

- (1) Any individual of a Member organization may submit an application proposing a candidate for Director, consistent with the provisions of these By-laws.
- (2) Members have the right to propose an agenda item to the Annual or Special Meetings of the Membership from the floor of the meeting.
- (3) Members are entitled to notice as required by state or federal law.
- (4) Each Annual Meeting shall include an open session for the Membership to make inquiries, express concerns, and provide guidance for the work of the Board.
- (5) Members and Honorary Members may, in the Board's sole discretion, serve on standing committees and ad hoc committees of the Board.

5. Notice – Members shall be entitled to notice of all meetings of the Membership. Not less than fourteen (14) days' written notice, by mail, email, or other electronic means, addressed to the Member's designated Primary Point of Contact, as their contact information appears in the records of the Corporation shall be given of all meetings stating the date, purpose, time and place of such meeting.

6. Waiver of Notice – Whenever any written notice of a meeting is required to be given by these By-laws, a Member can waive their right to receive such notice, either before or after the meeting in question, and the waiver shall have the effect of written notice. Attendance at a meeting by a Member who has not received a written notice of a meeting, but who attends said meeting without protest as to non-receipt of a written notice, shall have the effect of a waiver of notice.

7. Quorum and Voting – Each Member shall have one vote at a meeting at which a quorum is present. On any matter presented to the Members, ten [10] percent of the Membership shall constitute a quorum. When a quorum is present, voting shall be by majority vote, unless otherwise provided herein. An abstention shall not be counted as a vote. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

8. Proxies – Voting by Members may be either in person or by proxy dated not more than six months before the meeting named in the proxy. All proxies shall be filed before being voted with the Secretary / Clerk or other person responsible for recording the proceedings of the meeting.

9. Remote Participation by Telecommunications or Electronic Means – Members of the Corporation may, if permitted by and in accordance with Massachusetts law, participate in a meeting of the Members by remote participation utilizing a conference telephone, video electronic technology such as Zoom, or similar communications equipment such that all persons participating in the meeting can hear and speak

with each other at the same time, and participation by such means shall constitute presence in person at the meeting.

10. Action without a Meeting – Any action that is required or permitted to be taken, may be taken without a meeting, if all those entitled to vote consent in writing, and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

11. Resignation – Any Member may resign at any time by giving written notice of such resignation to the President, Secretary / Clerk or Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

12. Suspension and Removal – A Member may be suspended or removed for cause, including for use of the AASHE name or association in a manner inconsistent with the goals of AASHE or misrepresentation of AASHE in any way, by an affirmative vote of two thirds of the Directors then in office at a meeting called for such purpose; provided (i) that such Member shall be given at least seven (7) days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Member's contact information as it appears in the records of the Corporation; (ii) that notice of the proposed suspension or removal is given in the notice of meeting; and (iii) that the Member is given an opportunity to be heard at the meeting. Removal of a Member shall not entitle any such Members to a refund of any Member Dues and the Member shall remain liable after loss of Member status for any unpaid Member Dues or other agreement to which the Member may have committed.

13. Dispute over Membership – Any dispute over Membership, including, but not limited to, admission, selection, removal, powers, voting rights, dues, and/or procedures, shall be referred to the Governance Committee for review and formulation of a recommendation for resolving the dispute. All disputes regarding membership shall be decided by the Board of Directors in their sole discretion.

ARTICLE IV DIRECTORS

Section 1. Powers. The affairs of the Corporation shall be overseen by a fiduciary board of directors (collectively the "Board" and individually "Director"), who shall exercise all of the powers of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Number, Election and Tenure.

(a) Except as otherwise provided by in the Articles of Organization or in these By-Laws, the number of Directors that constitutes the whole Board of Directors shall be fixed at a minimum of seven (7) and a maximum of fifteen (15) seats, 50% of whom shall be elected by the Members pursuant to Section 2(b) of this Article. The precise number of Directors shall be determined by the Board of Directors from time to time in its sole discretion.

(b) Each Member shall have one (1) vote in elections, which shall be exercised by the individual designated by the Member as the Primary Point of Contact. Elections shall be conducted electronically as part of Annual Meeting of the Membership pursuant to procedures adopted from time to time by the Board of Directors, provided that no election shall be effective unless and until votes are received by at least ten (10) percent of Members. Any individual who is a Director, Officer, employee, or owner of a Member organization may submit an application proposing a candidate for Director (including

themselves). All applications for Elected Director seats shall be reviewed by the Governance Committee which shall nominate, in its sole discretion, candidates to be elected by the Membership. Elected Directors shall serve one, non-renewable, term of five (5) years, provided Article IV, Section 2, Item (d) of the current Bylaws.

(c) Directors may also be appointed by the Board at the Corporation's Annual Meeting, regular or special meeting in numbers such that Appointed Directors comprise no more than 50% of the Board. At the time of adoption of these Restated Bylaws, the Board shall initially appoint Directors for 1, 2, 3, 4 or 5 year terms to begin a system of staggered appointed terms.

(d) Up to three Board of Directors positions may be a one-year term (instead of the standard 5-year term), which may be renewed up to five consecutive years.

(e) All Elected and Appointed Directors shall be affiliated with a Member organization which the Director represents. If a Director ceases to be affiliated with the Member organization they represent, the Director shall notify the President and Secretary / Clerk of their disaffiliation in a timely manner. In such event, the Board may fill the vacancy for the remainder of the term of such Director.

Section 3. Resignation. Any Director may resign by delivering their written resignation to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Section 4. Removal. A Director may be removed from office with or without cause by vote of a majority of the Board. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove them. Unexcused absence of a Director from Board meetings for at least six months is cause for the President to bring the matter to the attention of the Board for review and possible removal of the inactive Director, provided reasonable notice has been given to the Director.

Section 5. Annual and Regular Meetings. An annual meeting and other regular meetings of the Directors may be held at such times and places as the Board of Directors may from time to time determine. If the annual meeting of directors cannot be held as scheduled, a special meeting shall be held in lieu thereof with the same force and effect as the annual meeting. Any such special meeting shall be called and notice shall be given as provided in Section 8. Regular meetings of the Directors may be held without call or notice at such times and places as the Board of Directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors. The Board of Directors shall hold a minimum of four meetings per year, including the Annual Meeting.

Section 6. Special Meetings. Special meetings of the Directors may be called by the President of the Board, by the Secretary / Clerk, or two or more Directors, designating the date, hour and place thereof.

Section 7. Notices of Meetings. Except as otherwise expressly provided, notices of meetings of the Directors shall be given to each Director by the President of the Board or the Secretary / Clerk (or Executive Director on their behalf): (a) by delivering such notice by hand or fax or email to all board members at least forty-eight (48) hours before the meeting, or (b) by giving notice to such Director in person or by telephone at least forty-eight (48) hours in advance of the meeting.

If a special meeting is called otherwise than by the President or Secretary / Clerk, such notice may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the President or Secretary / Clerk (or Executive Director on their behalf) shall constitute a call of the meeting

by them. If the President or Secretary / Clerk refuses or neglects for more than twenty-four (24) hours after receipt of a call to give notice of such special meeting, or if the offices of President and Secretary / Clerk are vacant or the President and Secretary / Clerk are absent from the country or incapacitated, such notice may be given by the Officer or one of the Directors calling the meeting (or Executive Director on their behalf).

Notice need not be given to any Director if a written waiver of notice, executed by them before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A notice or waiver of notice of a Director's meeting need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting by law, by the Articles of Organization or these By-laws.

Section 8. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

Section 9. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 10. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 11. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such a committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 12. Compensation of Directors. Directors shall not receive any salary or compensation for their services as director.

Section 13. Minutes of Meetings. A record of all Board actions and meeting minutes shall be given to the Executive Director and shall be maintained as part of the official records of the organization.

Section 14. Committees. The Board of Directors may elect or appoint as Standing Committees of the Board an Audit Committee, a Finance Committee, an Executive Committee, an Executive Compensation and Evaluation Committee, a Governance Committee and Nominating Committee. Unless otherwise specified below, the President of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board of Directors.

Section 15. Remote Participation. Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

Section 16. Electronic Transmission. Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the Secretary / Clerk or other officer or agent having custody of the records of proceedings of Directors. Any copy, facsimile or other reliable reproduction of a vote, consent, waiver or other action by a director may be substituted or used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 17. Honorary Directors. The Board may designate persons and groups of persons as honorary Directors, sponsors, benefactors, contributors, advisors or friends of AASHE (or such other title as it deems appropriate). In such capacity these persons and groups shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

Section 18. Duties. A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of AASHE, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more officers or employees of AASHE whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other person as to matters which the Director believes to be within such person's professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 29. Inspection. Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of AASHE.

ARTICLE V OFFICERS

Section 1. Enumeration. The officers of the corporation shall be a President, a Vice President, a Treasurer, and Secretary / Clerk and other officers as may from time to time be determined by the Directors (collectively "Officers"). Secretary / Clerk shall be a resident of the Commonwealth of

Massachusetts unless the Corporation shall have a duly appointed resident agent pursuant to M.G.L. ch 180 Section 6A. All Officers shall be Directors.

Section 2. Election and Vacancies. President, Vice President, Treasurer and Secretary / Clerk shall be elected annually by the Directors at the Annual Meeting of the Board of Directors (“Annual Meeting of the Directors”), or the special meeting held in lieu thereof. Other Officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy in an office may be filled by the Directors in mid-year and such successor in office shall hold office for the unexpired term of their predecessor. The Governance Committee shall collect nominations for any officer position which is vacant or shall be vacant after the next regular board meeting, and shall publish a slate of nominees at least fifteen (15) days in advance of any vote. Officers must be elected by a majority vote of Directors present at a meeting duly called and a quorum being present.

Section 3. Qualification. The President shall be a Director. No person may simultaneously hold more than one office.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the President, Vice President, Treasurer and Secretary / Clerk shall hold office until the next Annual Meeting of the Directors or until a successor is chosen and qualified. The term of the Secretary / Clerk and Treasurer may be renewed up to four (4) consecutive years. The President and Vice-President shall hold office from January to December, unless a shorter term is specified in the vote choosing or appointing them. To provide continuity in Board leadership, after one year of service, the Vice President will, subject to a confirmatory vote by the Board, assume the role of President, given their term has not expired. The outgoing President will, subject to a confirmatory vote by the Board, serve on the Executive Committee, given their term has not expired.

Section 5. Resignation. Any officer may resign by delivering their written resignation to the President (or if the President is resigning, to the Secretary / Clerk), and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Section 6. Removal. The Directors may remove any officer appointed by the Directors with or without cause by a vote of a majority of the entire number of Directors then in office; provided that an officer being removed for cause may be removed only after reasonable notice and opportunity to be heard before the body proposing to remove them.

Section 7. President. The President of the Board when present shall preside at all meetings of the Directors. They shall be the chief executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be the President’s duty and they shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within their knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 8. Vice President. In the absence or disability of the President, their powers and duties shall be performed by the Vice President. The Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate. The Vice President may succeed the President if the President resigns.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. The

Treasurer shall have custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. They shall promptly render to the President and other Directors such statements of transactions and accounts as the President and other Directors may require from time to time. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Secretary / Clerk. The Secretary / Clerk shall keep a record of the meetings of the Directors and shall serve the functions of a clerk as specified in Massachusetts law. In the Secretary / Clerk's absence a Temporary Secretary / Clerk designated by the person presiding at the meeting shall perform the duties of the Secretary / Clerk. The Secretary / Clerk shall succeed the Vice President if both the President and Vice President resign.

Section 11. Other Officers. Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

Section 12. Other Powers and Duties. Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to their office.

ARTICLE VI EXECUTIVE COMPENSATION AND EXECUTIVE DIRECTOR

The Board of Directors shall adopt an Executive Compensation policy and procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts if an Executive Director is hired. The Board shall supervise the Executive Director who, subject to the direction of the Board, shall have authority over and be responsible for the day-to-day management of the Corporation, including the hiring and management of all other staff.

ARTICLE VII CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporation operating in Massachusetts.

ARTICLE VIII CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by the Treasurer or the President, or by others authorized to do so by the Board, including the Executive Director. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so. No individual shall sign a check issued to himself.

ARTICLE IX NON-DISCRIMINATION AND COMMITMENT TO DIVERSITY, EQUITY AND INCLUSION

AASHE does not discriminate on the basis of, but not limited to: race, color, creed, religion, gender, gender identity, national origin, age, mental or physical disability, marital status, sexual orientation, veteran status, political affiliation, language, family structure, socio-economic status, geographical background, education, and professional experience or any other status protected by law. AASHE commits to promotion of Diversity, Equity and Inclusion in all the areas of its operation, and the Board shall adopt a policy to guide the Corporation.

ARTICLE X NO PERSONAL LIABILITY AND INDEMNIFICATION

Section 1. No Personal Liability. The Directors and Officers of AASHE shall not be personally liable for any debt, liability, or other obligation of AASHE.

Section 2. Indemnification

- a. AASHE shall, to the extent legally permissible, indemnify any Director or Officer, or former Director or Officer, of AASHE against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
- b. This provision does not apply to a proceeding voluntarily initiated by such person unless they are successful on the merits and the proceeding was authorized in advance by AASHE.
- c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that their action was in the best interests of the Corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such Director or Officer, unless there be an adjudication of freedom there from.
- d. Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if they shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.
- e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by AASHE in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.
- g. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the corporation, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation might indemnify them against such liability. No vote of the Directors to purchase or maintain any such insurance shall be invalid solely because any Director participating therein is or may be a person insured by any such insurance.

ARTICLE XI AMENDMENTS

These Restated By-laws may be amended or restated in whole or in part by a two-thirds vote of the Board of Directors then in office provided the meeting notice thereof includes the proposed amendment.

ARTICLE XII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. Except as from time to time otherwise determined by the Board of directors, the fiscal year of AASHE shall end on the last day of December in each year.

Section 2. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of AASHE in its behalf shall be signed by the President or the Treasurer except as the Board of directors may generally, or in particular cases, otherwise determine. No individual shall sign a check issued to themselves.

Section 3. Corporate Records. The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the directors, which shall contain the names and the record address of all directors and Officers, and any other legally required records shall be kept in Pennsylvania at the principal office of AASHE or at an office of its Secretary / Clerk, or Resident Agent. Said copies and records need not all be kept in the same office.

Section 4. Evidence of Authority. A certificate by the Secretary / Clerk as to any action taken by the Directors or any Officer or representative of AASHE shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 5. Ratification. Any action taken on behalf of AASHE by a Director or any Officer or representative of AASHE, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

ARTICLE XIII - EFFECTIVE DATE

These Restated By-laws were adopted on December 5, 2022 and shall remain in full force and effect, unless and until further amended or restated by the Board of Directors as provided in ARTICLE XI above.