

BYLAWS (Draft)

of

[THE KOREAN AMERICAN BAR ASSOCIATION OF PHILADELPHIA, INC.]¹

(a Pennsylvania nonprofit corporation)

Adopted [•], 2026

¹ Notet to Draft: Name availability to be confirmed.

TABLE OF CONTENTS

[To be added.]

[THE KOREAN AMERICAN BAR ASSOCIATION OF PHILADELPHIA, INC.]

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1.01 Name. The name of the Association is “The Korean American Bar Association of Philadelphia, Inc.” (hereinafter referred to as the “Association”).

Section 1.02 Purpose. The Association was incorporated on [•] under the Pennsylvania Nonprofit Association Law of 1988, as amended (the “Act”), for the following purposes (a) to promote the professional development and advancement of attorneys and law students, including those with an interest in or connection to the Korean American legal community; (b) to provide networking, mentorship, and leadership opportunities for members of the Association; (c) to expand access to legal services and legal education, including for underserved communities and communities with connections to the Korean American community; (d) to foster collaboration among attorneys, judges, law students, and the broader legal community; and (e) to promote the common professional interests of attorneys and members of the legal profession, including those engaged with or supporting the interests of the Korean American legal community; in each such case, exclusively for charitable, educational, historical and/or civic purposes, as set forth in the Articles of Incorporation of the Association (as amended from time to time, the “Articles”), such that the Association shall duly maintain its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any equivalent future U.S. tax law, the “Section 501(c)(3)”). In pursuing such purposes, the Association shall not act in a manner to impair its eligibility for exemption under Section 501(c)(3). The Association may engage in any lawful act or activity for which nonprofit corporations may

be organized under the Act, and shall conduct such activities in compliance with applicable federal, state, and local laws.

ARTICLE II

OFFICES

Section 2.01 Registered Office. The registered office of the Association shall be located within the Commonwealth of Pennsylvania as set forth in the Articles. The Board of Directors of the Association (the “Board”) may from time to time change the registered office by making the appropriate filing with the Secretary of the Commonwealth as provided by the Act.

Section 2.02 Principal Place of Business and Other Offices. The principal place of business of the Association may be designated by the Board within or outside the Commonwealth of Pennsylvania and may be changed at any time by the Board. The Association may have such other offices, both within and outside of the Commonwealth of Pennsylvania, at such places as the Board may designate, as the business of the Association may require, or as may be desirable.

ARTICLE III

MEMBERS

Section 3.01 Class of Members. The Association shall have the following classes of members (collectively, the “Members”): (i) “Attorney Members,” consisting of individuals currently or formerly admitted to practice law in any jurisdiction; (ii) “Law Student Members,” consisting of individuals currently enrolled in an accredited law school; (iii) “Associate Members,” consisting of individuals who are not admitted to practice law and are not law students but are interested in and support the mission of the Association; and (iv) “Honorary Members,” consisting of individuals recognized by the Board for distinguished service to the legal profession or the community.

Section 3.02 Voting Rights. Attorney Members shall constitute the “Voting Members” of the Association and shall have the exclusive right to vote on all matters submitted to the Members of the Association under these Bylaws or applicable law, including the election of the Executive Officers and At-Large Directors. Law Student Members, Associate Members, and Honorary Members shall be “Non-Voting Members” and shall have no voting rights.

Section 3.03 Eligibility; Termination. Admission to membership shall, in addition to the requirements set forth in these Bylaws, be subject to such application procedures, qualifications, and criteria as may be established by the Board from time to time. The Board may suspend or terminate any Member for failure to meet membership requirements or for conduct inconsistent with the purposes of the Association, in accordance with policies and procedures adopted by the Board. The Board may establish dues, fees, or assessments for any class of membership and may establish different dues levels for different classes of Members.

Section 3.04 Annual Meeting of the Members. Each year following the date hereof, the Board shall organize an annual meeting of the Voting Members at such time and place as determined by the Board for the purposes of electing the Executive Officers and At-Large Directors of the Association for the ensuing year and transacting such other business as may be permitted by these Bylaws.

Section 3.05 Special Meetings of the Voting Members. Special meetings of the Voting Members may be called at any time by the President or the Board, to be held at such place and on such day and time as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Voting Members shall be given by the Secretary to each Voting Member at least three (3) days before the meeting and shall include the time and date of the meeting, the place of the meeting (if any), and the means of any remote communication by which

Voting Members may participate in the meeting (if any). Attendance by a Voting Member at a meeting shall constitute a waiver of notice of such meeting, except when the Voting Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any special meeting regardless of whether the notice of such meeting contains a reference thereto.

Section 3.06 Quorum; Action by the Voting Members; Minutes.

(a) Quorum. At all meetings of the Voting Members, the presence, in person or by proxy, of at least [10]% of the Voting Members shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Voting Members present until a quorum shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Voting Members not present, either by e-mail or other permitted means, at least eight hours prior to the time of reconvening.

(b) Action by the Voting Members. Any action of the Voting Members upon any matter shall be valid and effective if approved by the affirmative vote of a majority of the votes cast at a meeting duly convened and at which a quorum is present, unless a greater vote is required by applicable law, the Articles, or these Bylaws. The President shall preside at each meeting of the Voting Members. In the absence of the President, the Vice President shall preside, and in the absence of the President and the Vice President, a Director designated by the President shall preside at a meeting of the Voting Members.

(c) Minutes. The Secretary shall be responsible for ensuring that minutes of all meetings of the Voting Members are recorded in a reasonable manner and maintained in the books

and records of the Association. In the absence of the Secretary, the presiding officer shall designate an individual to record the minutes of the meeting of the Voting Members.

Section 3.07 Remote Communication. The Association may permit any or all Voting Members to participate in any meeting by, or conduct the meeting through the use of, conference telephone, videoconference, or other electronic communications technology by which all participants can hear each other simultaneously. Participation in a meeting in this manner shall constitute presence in person for all purposes under these Bylaws.

Section 3.08 Action Without a Meeting. Any action required or permitted to be taken by the Voting Members may be taken without a meeting upon the signed consent of Voting Members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting. Such written consent shall be filed with the minutes of the proceedings of the Voting Members.

Section 3.09 Non-Discrimination. Membership in the Association, participation in the Association's programs, services, scholarships, mentoring, networking, fellowships, and leadership opportunities, and eligibility for election or appointment as a Director or Officer shall be open to all qualified individuals without regard to race, color, ethnicity, national origin, ancestry, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, veteran status, or any other characteristic protected by applicable federal, state, or local law. Nothing in these Bylaws shall be construed to authorize any program, event, benefit, or membership practice that is restricted or allocated on the basis of any characteristic protected by applicable law.

ARTICLE IV

DIRECTORS

Section 4.01 Authority and Responsibilities. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board, except as otherwise expressly required by applicable law, the Articles, these Bylaws of the Association (as amended from time to time, these “Bylaws”).

Section 4.02 Number, Election and Term.

(a) Number. The number of Directors which shall constitute the full Board (each member thereof, a “Director”) shall be fixed by the Board and shall consist of no more than fifteen (15) Directors and no fewer than seven (7) Directors. The initial number of Directors shall be fixed at [•] ([•]). Notwithstanding the foregoing, no decrease in the number of Directors shall have the effect of shortening the term of any existing Director. Each Director must be an Attorney Member and need not be a resident of the Commonwealth of Pennsylvania.

(b) Election and Term. The Board shall be comprised of (i) the Executive Officers of the Association, each of whom shall serve as a Director during such Executive Officer’s term of office, and (ii) such additional Directors elected at large (“At-Large Directors”) by the Voting Members as may be necessary to constitute the full Board. For the avoidance of doubt, Additional Officers appointed by the Board pursuant to Article VI shall not be Directors unless separately elected as such by the Voting Members. Each Director shall hold office for a term of 2 years or until such Director’s earlier death, resignation, or removal.

(c) Nominations. Nominations for Executive Officers and At-Large Directors may be submitted by any Voting Member in accordance with policies and procedures established by the Board from time to time at least [three] weeks before any election vote will be taken.

Section 4.03 Resignations; Removal; Vacancies.

(a) Resignations. A Director may resign from the Board by submitting such Director's written resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary, unless such resignation specifies a future date. Acceptance of the resignation shall not be required to make the resignation effective.

(b) Removals. A Director may be removed from the Board by the Board, only for cause, upon the affirmative vote of at least three-fourths (3/4) of the remaining Directors then in office. If the Director subject to removal is also serving as an Executive Officer, removal from the Board shall also constitute removal from such Executive Officer position, unless otherwise determined by the Voting Members.

(c) Vacancies. Any vacancy on the Board by reason of death, resignation, removal, increase in the number of Directors or any other cause whatsoever may be filled as follows: (i) any vacancy resulting from the departure of an Executive Officer shall be filled by the Voting Members at the next annual meeting or at a special meeting of the Voting Members called for such purpose; provided, that the Board may appoint an interim Director to serve until such time; and (ii) any vacancy with respect to an At-Large Director may be filled by a majority of the then existing Directors, whether or not a quorum, at a regular meeting or special meeting of the Board or by written consent in accordance with Section 4.08. A Director elected or appointed to fill a vacancy shall hold office for the remaining term of the predecessor and until a successor is duly elected and qualified. Nominations for new Directors shall be made in the same manner as set forth in Section 4.02(c).

Section 4.04 Regular Meetings; Notice. Regular meetings of the Board shall be held at such time and place as shall be designated by the Board from time to time by resolution, but in no event less than once every calendar quarter. To the extent the time and place of regular meetings

have been fixed by the Board, no further notice shall be required. Otherwise, reasonable notice of such meetings shall be given to each Director. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business within the authority of the Board may be transacted at any regular meeting.

Section 4.05 Special Meetings; Notice. Special meetings of the Board may be called at any time by the President, or by a majority of the Directors, to be held at such place and day and time as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board shall be given by the Secretary to each Director at least three (3) days before the meeting and shall include the time and date of the meeting, the place of the meeting (if any), and the means of any remote communication by which Directors may participate in the meeting (if any). Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business within the authority of the Board may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto.

Section 4.06 Quorum; Action by the Board; Minutes.

(a) Quorum. At all meetings of the Board, the presence of at least a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not

present, either by being sent by e-mail or given personally or by telephone at least eight (8) hours prior to the hour of reconvening.

(b) Action by the Board. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a meeting duly convened and at which a quorum is present, unless the act of a greater number is required by applicable law, the Articles, or these Bylaws. The President shall preside at each meeting of the Board. In the absence of the President, the Vice President shall preside, and in the absence of the President and the Vice President, a Director designated by the President shall preside at a meeting of the Board.

(c) Minutes. The Secretary shall be responsible for ensuring that the minutes at all meetings of the Board are recorded in a reasonable manner and maintained in a physical or electronic minute book of the Association. In the absence of the Secretary, the presiding officer shall designate an individual to take the minutes of the meeting of the Board.

Section 4.07 Remote Communication. The Board may permit any or all Directors to participate in any meeting by, or conduct the meeting through the use of, any means of conference telephone, videoconference, or other electronic communications technology by which all participants in the meeting can hear each other during the meeting. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 4.08 Unanimous Consent. Any action required or permitted to be taken by the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board or the committee consent in writing to the adoption of a resolution

authorizing such action. The written consent by the members of the Board or such committee shall be filed by the Secretary with the minutes of the proceedings of the Board or of such committee.

Section 4.09 Compensation. Directors shall not receive compensation for their services, but the Board may from time to time provide, by resolution, a reasonable fixed sum and/or reimbursement of reasonable expenses of attendance, if any, for attendance at a non-Association meeting or event as a representative of the Association. A Director shall not be precluded from serving the Association in any other capacity and receiving compensation for services in such other capacity.

Section 4.10 Committees of the Board. By resolution adopted in accordance with Section 4.06 or Section 4.08, the Board may from time to time designate one or more standing or temporary committees, which may include an Executive Committee, each comprised of at least [one (1) Director], to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee and permitted by applicable law. Committees, except for an Executive Committee, may include individuals who are not Directors; provided, however, that any such individuals shall serve on the committee in a non-voting or advisory capacity unless otherwise permitted by applicable law, and a majority of the voting members of any committee exercising authority of the Board shall be Directors. Notwithstanding the foregoing, a committee of the Board shall not have the authority to (a) create a vacancy, either by removing a Director or increasing the number of Directors, or fill a vacancy on the Board; (b) adopt, amend, or repeal any provision of these Bylaws or the Articles; (c) reverse or repeal any resolution of the Board; or (d) take any action on matters for which exclusive authority is reserved to the Board or another committee under these Bylaws or by resolution of the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board.

ARTICLE V

LIABILITY

Section 5.01 Limitation of Liability.

(a) To the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, as the same exist or may hereafter be amended, no Director or Officer of the Association shall be personally liable to the Association for monetary damages for any action taken, or any failure to take any action, as a Director or Officer, except to the extent that such liability may not be eliminated under applicable law.

(b) The provisions of this Section 5.01 shall be deemed to be a contract with each Director and Officer of the Association who serves as such at any time while this Section is in effect, and each such Director and Officer shall be deemed to be serving in reliance on the provisions of this Section.

(c) Any amendment or repeal of this Section 5.01 or adoption of any provision of these Bylaws or the Articles which has the effect of increasing liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to such amendment, repeal, or adoption becoming effective.

Section 5.02 Indemnification.

(a) The Association shall indemnify, to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania, any person who was or is a Director or Officer of the Association, and may indemnify any employee or agent of the Association, against any and all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was serving in such capacity.

(b) The Association may advance expenses incurred by such person in defending any such action, suit, or proceeding in advance of its final disposition, to the extent permitted by applicable law, upon such terms and conditions as the Board may determine. The indemnification provided by this Section shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of such person's heirs, executors, and administrators.

(c) The rights of indemnification provided in this Section shall not be deemed exclusive of any other rights to which any such person may be entitled under any agreement, vote of the Board, or otherwise.

(d) The Association may purchase and maintain insurance on behalf of any such person against any liability asserted against such person in such capacity, whether or not the Association would have the power to indemnify such person against such liability under applicable law.

ARTICLE VI

OFFICERS

Section 6.01 Executive Officer. The executive officers of the Association shall include a President, Vice President, Secretary, and Treasurer (each, an "Executive Officer" and collectively, the "Executive Officers"). The Executive Officers shall be elected by the Voting Members at the annual meeting of the Voting Members and, upon election, shall serve as Directors of the Association for so long as they hold such office. Any two or more offices of an Executive Officer may be held by the same individual. Each Executive Officer shall serve for a term of 2 years, or until such Executive Officer's successor is duly elected and qualified, or until such Executive Officer's earlier death, resignation, or removal. Each Executive Officer must be an Attorney Member and need not be a resident of the Commonwealth of Pennsylvania.

Section 6.02 Additional Officers. The Board may appoint such additional officers and assistant officers as the Board may from time to time deem advisable (each, an “Additional Officer” and, together with the Executive Officers, the “Officers”). Additional Officers shall not be required to be Directors of the Association. Any two (2) or more offices may be held by the same individual. Each Additional Officer shall serve at the pleasure of the Board, unless otherwise specified by the Board at the time of appointment, and in all cases until such Additional Officer’s successor is duly appointed and qualified, or until such Additional Officer’s earlier death, resignation, or removal. Each Additional Officer must be an Attorney Member and need not be a resident of the Commonwealth of Pennsylvania.

Section 6.03 Removal and Resignation. Any Executive Officer may be removed from such office by the Board, with cause, upon the affirmative vote of the Board. Any Additional Officer may be removed by the Board, with cause, upon the affirmative vote of the Board. Any Officer may resign at any time by delivering notice in writing (including by electronic transmission) to the Secretary of the Association. Such resignation shall be effective upon receipt unless a later effective date is specified. Any vacancy in an Executive Officer position shall be filled by the Voting Members at the next annual meeting or at a special meeting of the Voting Members called for such purpose; provided that the Board may appoint an interim replacement to serve until such time. Any vacancy in an Additional Officer position may be filled by the Board.

Section 6.04 Powers and Duties.

(a) **General.** The powers and duties of the Executive Officers shall be as provided below, and as further provided from time to time by resolution of the Board or by direction of an Executive Officer authorized by the Board to prescribe the duties of other Officers. Additional Officers shall have such powers and duties as may be assigned to them from time to

time by the Board or the President. In the absence of prescribed powers and duties in these Bylaws or separate resolutions, the respective Executive Officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of non-profit associations similar in organization, size and purpose to the Association, subject to the control of the Board.

(b) President. The President shall be the chief executive officer of the Association. Subject to the control and direction of the Board, the President shall have general supervision and executive management and executive powers over all the property, operations, business and affairs of the Association, and shall see that the orders, resolutions, policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board.

(c) Vice Presidents. If there shall be any Vice Presidents, each Vice President, in order of their rank as designated by the Board, shall perform the duties and exercise the powers of the President in the absence or disability of the President, and shall perform other duties, as the Board or the President shall assign, subject to the control and direction of the President, concerning one or more or all segments of the operations of the Association.

(d) Secretary. It shall be the duty of the Secretary to (i) keep an original or duplicate record of the proceedings of the Board, and a copy of the Articles and these Bylaws; (ii) give and accept such notices and resignations as may be required by law or these Bylaws; (iii) be the custodian of the corporate records of the Association; (iv) exercise all powers and duties incident to the office of Secretary; and (v) have such other powers and fulfill such other duties as from time to time may be prescribed in these Bylaws or by the Board or the President.

(e) Treasurer. It shall be the duty of the Treasurer to (i) keep the Association's contracts, insurance policies, and other business records; (ii) see that the Association's financial

and tax returns are properly prepared, kept and filed; (iii) be the principal officer in charge of tax and financial matters, budgeting and accounting of the Association; (iv) cause the funds of the Association to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Association, and to cause to be taken and preserved proper records for such disbursements; (v) render to the President and the Board whenever they may require it an account of the Association's transactions, and reports as to the financial position and operations of the Association; (vi) keep appropriate, complete and accurate books and records of account of all the Association's financial or tax-related business and transactions; (vii) exercise all powers and duties incident to the office of Treasurer; and (viii) have such other powers and fulfill such other duties as from time to time may be prescribed in these Bylaws or by the Board or the President. Notwithstanding the foregoing, the Treasurer shall have authority to approve and cause the disbursement of funds on behalf of the Association in an aggregate amount not to exceed \$750 per calendar day without prior approval of the President; provided that (A) such limit shall apply to the total amount of all disbursements authorized by the Treasurer on any single calendar day, whether made in a single transaction or a series of related transactions, and (B) the Treasurer shall not divide or structure any transaction for the purpose of circumventing such limitation. Any disbursement in excess of such amount shall require the prior approval of the President or, to the extent required for non-ordinary course expenditures, the Board (or a committee thereof duly authorized by the Board).

Section 6.05 Delegation of Duties. The Board may, in its discretion, temporarily delegate, by resolution in accordance with these Bylaws, some or all of the power and authority of an Officer to another Officer or person whom the Board may select.

ARTICLE VII

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 7.01 Execution of Notes, Checks, Contracts and Other Instruments. Subject to Section 6.04(e) and any policies of the Association, all notes, bonds, drafts, checks, endorsements (other than for deposit), guarantees and other instruments for the payment of money or evidence of indebtedness of the Association, and all deeds, mortgages, contracts and other instruments requiring execution by the Association, may be signed by the President or any other officer authorized by the Board or in accordance with policies adopted by the Board. The Board may, by resolution or through such policies, confer authority to sign any such instrument, which may be general or limited to specific instances. Any such authorized person may delegate such authority in writing if permitted by the Board. Electronic signatures may be used to the extent authorized by the Board

Section 7.02 Validation of Certain Contracts. No contract or transaction between the Association and any person shall be void or voidable solely because any Director (including any Director serving as an Executive Officer) has a direct or indirect interest in such contract or transaction, provided that: (a) the material facts of such interest are disclosed in good faith to the Board and recorded in the minutes of the Board; (b) such contract or transaction is approved by a majority of the disinterested Directors present at a meeting duly convened and at which a quorum is present; and (c) such contract or transaction is fair and reasonable to, and in the best interests of, the Association at the time it is authorized. Any interested Director may be counted for purposes of determining the presence of a quorum, but shall abstain from voting on the approval of such contract or transaction. No such interested Director shall be liable to the Association for any profit realized from such contract or transaction if such contract or transaction is approved in accordance

with this Section 7.02. As used in these Bylaws, the term “person” includes an individual, Association, partnership, limited liability company, firm, association, or other entity.

ARTICLE VIII

CONFLICT OF INTEREST

Section 8.01 Policy. It is the policy of the Association that the Association shall not enter into any contract or transaction involving a conflict of interest except in accordance with Section 7.02 of these Bylaws. The Board may adopt a written conflicts of interest policy applicable to all Directors (including those serving as Executive Officers) and Additional Officers. Any amendment to such policy shall require approval of the Board.

ARTICLE IX

GENERAL PROVISIONS

Section 9.01 Fiscal Year. Unless otherwise determined by the Board, the fiscal year of the Association shall be the calendar year.

Section 9.02 Annual Report. The Board shall present, verified by the President and Treasurer or by a majority of the Directors, an annual report to the Members in accordance with Section 5554 of the Act.

Section 9.03 Conflict with Applicable Law or Articles. Unless the context or the provisions hereof require otherwise, the general provisions, rules of construction, and definitions of the Act shall govern the construction of these Bylaws. The Bylaws are adopted subject to any applicable law and the Articles. In the event (and to the extent) that these Bylaws conflict with any applicable mandatory law or the Articles, such conflict shall be resolved in favor of such law or the Articles, as applicable.

Section 9.04 Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable,

the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

ARTICLE X

AMENDMENTS

Section 10.01 Amendments. These Bylaws may be amended, altered, or repealed, and new bylaws may be adopted, by the Board at any regular or special meeting of the Board at which a quorum is present; provided, however, that any amendment that materially affects the rights of Voting Members, including voting rights or eligibility to vote, shall require approval by the Voting Members.

