

Pacific Intermountain Parking & Transportation Association Bylaws
(as revised and adopted, 022516)

ARTICLE I – NAME & ASSOCIATION

The name of the organization shall be the Pacific Intermountain Parking & Transportation Association, hereinafter referred to as the “Association”. This Association is a nonprofit Association for the public benefit and is chartered under the provisions of the State of Washington. The Association shall observe all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c) (6) of the Internal Revenue Code. The Association shall maintain an affiliation with the International Parking Institute and other organizations deemed beneficial to its purpose.

ARTICLE II – PURPOSE

The purpose of this Association shall be to provide a mutual support network and environment for the professional interaction, growth and development of officials directly involved in the operation of parking and transportation programs, to including but not limited to colleges and universities, municipalities, transit agencies, airport authorities, medical centers, civic centers and other owner-operated providers of public parking generally in the states of Alaska, Colorado, Hawaii, Idaho, Montana, Oregon, Utah, Washington, Wyoming and contiguous areas of the Northwest.

It is the specific intent of this Association to provide an open forum for discussion of common problems, sharing information and technical knowledge, and staying abreast of parking and transportation related issues.

Notwithstanding the above sections, the Association shall be nonpartisan and nonsectarian; shall take no part in, or lend its support to, the election of any candidate for public office; shall not endorse competing models of parking equipment, supplies or services; and shall not tender preference for, or endorse any specific management professional or consultation service provider or agent.

ARTICLE III – MEMBERSHIP

Section 1. Classes

There shall be four classes of membership: Regular, Associate, Affiliate, and Frontline/Student. To be eligible in any class in addition to other requirements as set forth in these bylaws, the purpose of a member must not be in conflict with the objectives of the Association.

A. **Regular Members** shall be municipalities and other government bodies, parking authorities, boards, bureaus, commissions, departments, colleges, universities, airports, hospitals, private operators and transit agencies or other institutions having similar responsibility for the establishment, operations, maintenance, control or direction of public or private parking or transportation.

B. **Associate Members** shall be additional representatives of the Regular or Affiliate members or any other individual, association or organization that the Board of Directors may elect.

C. **Affiliate Members** shall be associations, consultants, businesses or individuals engaged in supplying goods or services in the parking and transportation fields or interested in, or connected with the operation and development of public parking or transportation, whether for profit or otherwise, and who support the objectives of the Association.

D. **Frontline/Student Members** shall be individuals who qualify for membership in the Regular or Affiliate membership classes and are classified as “non-exempt” under the Fair Labor Standards Act and that have no supervisory responsibilities. Members of this class may also be a student engaged in an educational two or four year degree accredited program. Student members cannot be presently employed in the parking, transportation, or supporting industries except for positions classified as student employment by the institution they are attending.

Section 2. Voting Rights

Regular, Affiliate and Associate Members shall have the right to vote on any matter submitted to a vote of the members.

Section 3. Motions

Regular, Affiliate and Associate Members shall have the right to move a proposal at the annual or special meetings of the Association. Any member may participate in discussion at annual or special meetings of the Association.

Section 4. Dues

Annual dues shall be as established by the Board of Directors.

All members shall pay dues annually. Dues are not refundable other than for inadvertent duplication or unauthorized admission. Termination for nonpayment of dues and reinstatement where payment of the current year’s dues is made shall be in accordance with Section 6 of this article.

Section 5. Admission

Application for membership shall be submitted to the Association Secretary. Admission shall be subject to the approval of the Board of Directors. The Board of Directors shall report to the annual meeting on those applications accepted for membership.

Section 6. Termination

A. Membership in any class may be terminated by the member upon written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

B. The Board of Directors may, by vote of two-thirds of all members of the Board, suspend or expel a member for cause after a hearing at which the member has the opportunity to respond to the charges Cause shall include, but not be limited to, circumstances where a member is found to have acted in a manner as to be prejudicial to the objectives or successful operation of the Association. Suspension shall be for such period of time as the Board of Directors deems appropriate.

C. Any member who is 30 days past due on their association dues will have their membership automatically suspended. If a member is within the 30 day period after their payment due date for their annual dues, and has not yet paid their dues, their voting right will be suspended until their dues are paid for the current year.

D. The Board of Directors may, by a vote of two-thirds of all members of the Board, reinstate a former member who was suspended or expelled for cause under Section 6 B above.

Section 7. Transfer of Membership

Membership in this Association is not transferable or assignable.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting

The membership shall meet at least once a year at such time and such place as may be determined by the Board of Directors. The membership shall be advised either by assembly or by mail a reasonable time in advance of the site and time of the annual meeting.

Section 2. Annual Business Meeting

The annual business meeting may consist of one or more sessions at the annual meeting for the purpose of selecting directors and such other business as may come before the meeting.

Section 3. Special Meetings

The Board of Directors may call special meetings of the members at such time and place as may be deemed necessary. Written notice of the place, date, and house of a special meeting shall be delivered to each member entitled to vote at such meeting not less than thirty days before the date of such meeting. The purpose for which the special meeting is called shall be stated in the notice.

Section 4. Notice of Meetings

Notice of a meeting shall be deemed delivered when deposited in the United States mail or sent via electronic mail, so long as it is addressed to the member at their address as it appears on the records of the Association.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall manage the affairs of the Association.

Section 2. Composition

A. Number

The maximum number of Directors shall be seventeen. The number of Directors, whether being increased or decreased, shall be fixed by resolution of the Board of Directors. Along with officers, there shall be two types of Directors: Regular Member Directors and Affiliate Directors. Affiliate members shall fill a minimum of two (2) positions on the Board. The board shall consist of no less than fifty-one percent of regular members.

No decrease in the number of Directors shall have the effect of shortening the term of any Director. In the event that the number of Directors is increased and new Directors are appointed, the term will extend to the next annual meeting of the membership.

B. Qualifications

Except as provided in this Article, Regular, Affiliate or Associate Members may be elected to, or serve as a member of, the Board of Directors. No more than two members representing each municipality, college or university campus, hospital

or medical center, airport or other membership types shall serve concurrently as a member of the Board of Directors.

Section 3. Term of Office

Except as hereinafter provided, the directors shall be elected for a term of three years. The elections shall be conducted in such a manner that the terms of approximately one third of directors expire each year. If a director is elected to fill an unexpired term after a resignation, their term will only be for the remainder of that unexpired term.

For the purpose of this section, a year shall comprise the period from the end of one annual meeting to the end of the next annual meeting.

Section 4. Election of Board Members

A. Nominations

At least ninety days before the annual meeting, the Secretary shall determine the number of vacancies to be filled and the terms of office thereof.

The Finance and Administration Committee shall prepare a list of nominees from the list of members in good standing providing at least two more nominees than vacancies, and, when feasible, two nominees for each vacancy, and shall secure the consent of each nominee. In preparation of the list of nominees, the Finance and Administration Committee shall take into consideration and attempt to reflect in its selection of nominees from the membership the ratio of municipal, institutional, airport, and hospital members to the total membership. The Finance and Administration Committee's final report shall be subject to approval of the Board of Directors.

C. Ballots

Not later than twenty days before the annual meeting the Secretary shall forward to all Regular, Affiliate and Associate Members a ballot listing those individuals of the appropriate membership class nominated according to these bylaws.

D. Return of Ballots

Ballots shall be returned to the Secretary by the ballot due date.

E. Required Votes

Those candidates receiving the highest number of votes sufficient to fill the number of vacancies declared under Section 4(A) of this Article, shall be declared elected.

In the event of a tie for the final vacancy, the outgoing Board of Directors shall decide by a majority vote between the tied candidates and declare the candidate elected.

F. Additional Items on the Ballot

The Board of Directors may instruct the Secretary to include a ballot on such issue or issues which the Board deems advisable.

Section 5. Election of Affiliate Members

The method of election of Affiliate Members of the Board of Directors shall be held in accordance with Section 4 of this Article.

In preparation of its list of nominees for Affiliate members of the Board of Directors, the Finance and Administration Committee may solicit nominees from among all members in good standing of this membership class. The Finance and Administration Committee's final list of nominees for each position shall contain no more than five nominees.

Section 6. Meetings

There shall be at least one meeting of the Board of Directors to be held in conjunction with the annual meeting. No notice other than these bylaws is required.

Section 7. Special Meetings

Special meetings may be called by a majority of the Board of Directors or by the Chair of the Board and Association.

Section 8. Notice

Notice of special meetings of the Board of Directors shall be given at least ten days previously thereto by written notice to each director at the address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If notice is given by electronic mail (e-mail), such notice shall be deemed to be delivered when the e-mail is posted by the originator. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except

where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except where otherwise provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver or notice of such meeting, unless specifically required by law or these bylaws.

Section 9. Quorum

A majority of directors shall constitute a quorum.

Section 10. Manner of Acting

Each director shall have one vote. Except where otherwise provided, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; however, in no case shall a motion be passed unless there are at least a number of affirmative votes equal to a majority of Directors, i.e. equal to a quorum.

Votes may be cast by proxy for a member absent from the meeting at which the proxy vote is cast. Such proxy votes as the absent member may wish to cast must be specified in writing and shall be limited to items appearing on the formal agenda of that meeting. Such proxy votes must be submitted to the Secretary who shall cast the votes in accordance with the written instructions of the absent member.

Section 11. Vacancies

When a vacancy on the Board of Directors occurs, it may be filled for the balance of the unexpired term by a member from the appropriate membership class selected by the Board.

ARTICLE VI - OFFICERS

Section 1. General

The officers of the Association shall be: Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and Chief Technology Officer. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

Section 2. Election and Term of Office

The Board of Directors shall elect from its membership the Chair, the Vice Chair, the Secretary and the Treasurer of the Association. The election of the officers

shall be at the first meeting of the newly elected Board of Directors which shall be called by the Chair as soon as feasible, and in any case not more than sixty days after the annual business meeting. All officers may be reelected to the same office or any other office which they have previously held, with the exception of the Chair, who may not be elected to that office for more than two consecutive two-year terms.

Officers shall serve until the first meeting of the Board of Directors following the next annual election.

Section 3. Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 4. Chair of the Board and Association

The Chair shall be the principal elected officer of the Association. The Chair is the chief executive officer of the Association and is responsible to the Executive Committee and the Board for the implementation and administration of policies set by those bodies. He or she provides overall guidance on all Association matters and provides leadership to the volunteer activities of the members.

The Chair is the chief spokesperson for the Association and has primary responsibility for maintaining cooperative relationships with other organizations. He or she should put strong emphasis on maintaining a cooperative relationship between the Association and its partners.

The Chair, in concert with the Vice Chair, is responsible for maintaining continuity of ongoing programs and initiating new programs as required. He or she will work to set coordinated goals and objectives, both short-term and long-term that will be carried forward. The Chair reports to the Executive Committee periodically regarding these matters and is responsible to see that the goals and objectives are communicated to the membership, including reports at the annual meeting and various Board meetings.

The Chair has final authority and responsibility for all matters of the Association not specifically reserved by and to the Executive Committee and the Board.

Except as otherwise provided in the Bylaws, the Chair is responsible for calling and conducting meetings of the Board, the Executive Committee, and membership, as well as establishing the agendas.

The responsibilities of the Chair are to:

- Identify current professional issues and proposed resolutions and see that basic procedures and programs that further the goals and objectives of the Association are planned, formulated, and executed
- Make policy decisions on behalf of the Board, but only when it is not possible to consult the Board or the Executive Committee, in which case the Chair should seek ratification from the Board or Executive Committee at the next available opportunity
- Support and direct implementation of policies and programs adopted by the Board and Executive Committee
- Communicate to the Board progress in achieving the goals and objectives of the Association
- Appoint committee chairs.
- Serve in ex-officio capacity on all committees.
- Provide direction for the Past Chairs Council

Section 5. Vice Chair of the Board and Association

The *Vice Chair of the Board and Association* shall assist the Chair in the discharge of the duties of the office as the Chair may direct and shall perform such other duties as from time-to-time may be assigned by the Chair, by the Board of Directors or by these bylaws. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all restrictions upon the Chair.

The responsibilities of the Vice Chair are to:

- Assume the duties of the Chair in the event of his or her absence or unwillingness or inability to serve.
- Serve on the Executive Committee
- Assume responsibilities delegated or assigned by the Chair
- Chair the Conference Committee and, subject to delegation of contracting authority from the Executive Committee or Board of Directors, exercise all duties and responsibilities necessary to that role.
- Serve in ex-officio capacity on all committees.

Section 6. Secretary

The Secretary shall perform all duties incident to the office of the Secretary and such other duties as from time-to-time may be assigned by the Chair, by the

Board of Directors, or by these bylaws. In the absence of the Chair and Vice Chair, the Secretary shall preside.

The responsibilities of the Secretary are to:

- Ensure compliance with the Association's current Records Retention Policy
- Prepare the minutes of all meetings of the Board, and Executive Committee, and ensure that copies of these minutes are mailed to members of Board.
- Collect the minutes of all committee meetings and ensure that copies of these minutes are mailed to members of Board.
- Determine that quorum requirements, as prescribed by the Bylaws, are met for all meetings of the Board and Executive Committee.
- Co-chair the Finance and Administration Committee.
- Maintain the Association's Bylaws, and Board Handbook and Policy Manual
- Oversee the Association's election process, unless doing so would present a conflict of interest.

Section 7. Treasurer

The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time-to-time may be assigned by the Chair, by the Board of Directors or by these bylaws.

The Treasurer shall have charge of the funds, accounts, and fiscal affairs of the Association, subject to direction or review by the Executive Committee, and Board of Directors. The Treasurer shall furnish such reports and statements as the Executive Committee or Board may direct.

It shall be the duty of the Treasurer to:

- To have charge of all monies, securities and valuable papers of the Association.
- To collect all amount due to the Association and deposit same in the name of the Association in a bank or trust company to be designated by the Board .
- To make disbursements of funds upon presentation of vouchers approved in the manner directed by the Executive Committee.
- To invest available funds of the Association in such investments as may be designated by Board in accordance with such investment policy or policies as may be adopted by Board.
- To keep suitable books of account, which books shall be closed annually as the last day of the fiscal year and submitted to the Auditor as soon as complete.

- To submit interim financial statement to the Board or the Executive Committee as may be appropriate and to report on matters affecting the finances of the Association.
- To surrender all funds and property of the Association to his/her successor when duly elected.
- Oversee administration of the budget and periodically present the financial statements with explanation of budget variances to the Executive Committee and Board
- Submit proposed annual budget to Board for approval
- Serve as a member of the Executive Committee and assume other duties as delegated by the Chair, Executive Committee, or Board
- Plan for current and future financial resource requirements, making appropriate reports to the Executive Committee
- To serve as Co-Chair of the Finance and Administration Committee
- To ensure that federal and or state reporting requirements required by the Association's 501c(6) status are met.
- To support audit processes outlined in the Bylaws, the Association's Policies, or instituted on an ad hoc basis by the Board.

Section 8. Immediate Past Chair

The Immediate Past Chair shall serve as an ex-officio, nonvoting member of the Board and advise the Chair in the discharge of the duties of the office as the Chair may direct and shall perform such other duties as from time-to-time may be assigned by the Chair, by the Board of Directors or by these bylaws. The Immediate Past Chair will chair the Past Chairs Council. The term of the Immediate Past Chair will end at the point of succession of the office of Chair. In the event that the outgoing Chair or the incumbent Immediate Past Chair is unwilling or unable to serve as Immediate Past Chair, the position will remain vacant until another succession of the office of Chair occurs.

In the case that the past chair is member of the Board, then the past chair will be a voting member of the Board.

Section 9. Chief Technology Officer

The Chief Technology Officer (CTO) is appointed annually by the Association Chair and confirmed by the Board. The CTO acts as a consultant to the Board of the Association as an ex-officio, nonvoting member.

The Chief Technology Officer is responsible for the specification and administration of the Association's information technology resources, including association management software and website.

ARTICLE VII- COMMITTEES AND DIVISIONS

Section 1. General

Committees shall be established as provided in these bylaws. Except as otherwise provided, the Chair shall name the Chairperson and members of all committees; however, the Chair may delegate to the Chairperson of any committee the appointment of additional members. If a person specified by the bylaws to act as Chairperson of a committee is unable or unwilling to act, the Chair shall appoint another member subject to the approval of the Board of Directors. Except as otherwise provided in the bylaws, individuals of any membership class may be appointed to a committee.

Section 2. Executive Committee

A. Composition

The Executive Committee, comprised of the Chair, the Vice Chair, the Secretary, and the Treasurer shall meet as necessary at the call of the Chair for the purpose of conducting business between meetings of the Board of Directors.

B. Duties

The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association, but all actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting. The only exceptions to this authority shall be revisions to the bylaws and adoption of the Association budget.

C. Selection

The Executive Committee is elected from the membership of the board with each position serving a term of two (2) years. When an individual is elected to the executive committee their term on the board is automatically extended for a period of time sufficient to allow the completion of their term on the Executive Committee.

Section 3. Finance and Administration Committee

A. Composition

The Finance and Administration Committee shall be co-chaired by the Treasurer and the Secretary. Additional members, appointed by the Chair, shall consist of a

member of the Board of Directors who does not currently serve on the Executive Committee and a member of the Association that does not currently serve on the Board of Directors.

B. Duties

The Finance and Administration Committee administers the elections process, in accordance with Article IV. The Finance and Administration Committee shall make nominations for the Board of Directors in accordance with Article V of these Bylaws.

The Finance and Administration Committee shall regularly review the Articles and bylaws of the Association and may recommend changes or amendments to the Board of Directors. Any proposed business, which affects the Articles or bylaws, may be referred to the Finance and Administration Committee for report. The Finance and Administration Committee is responsible for the maintenance of the Board Handbook and Policy Manual.

The Finance and Administration Committee shall support the Treasurer in the development and oversight of the Association budget and auditing of the Association books.

Section 4. Education and Training Committee

A. Composition

The Chair of the Education and Training Committee shall be a Board Member that does not serve on the Executive Committee and who is appointed by the Chair subject to approval of the Board of Directors. Additional members may be drawn from the Board of Directors or Association membership.

B. Duties

The Education and Training Committee is charged with delivery of timely and diverse professional training throughout the year across the represented PIPTA states. This will include a range of delivery options beyond the conference program.

The Education and Training Committee, subject to funding availability, shall conduct an annual and ongoing campaign to solicit scholarship applicants as outlined in the Association's Board Handbook (Policy Manual) and the current Association Budget. The Education and Training Committee shall make recommendations to the Board regarding the award of scholarships and the Board shall authorize the award.

Section 5. Communication and Member Engagement

A. Composition

The Chairperson of the Communication and Member Engagement Committee shall be a member of the Board of Directors that does not currently serve on the Executive Committee and is appointed by the Chair subject to approval of Board of Directors. Additional members may be drawn from the Board of Directors or Association membership.

B. Duties

The Communication and Member Engagement Committee shall be responsible for developing content for the Association web page, newsletters and other information associated with promoting the Association. The Communication and Member Engagement Committee shall work closely with the officers and chairs of committees to develop and coordinate dissemination of communication materials necessary for the good of the Association.

The Communication and Member Engagement Committee shall maintain a list of potential members for recruitment. The Communication and Member Engagement Committee shall conduct an annual and ongoing campaign to solicit new members from among parking and transportation professionals and other eligible interested individuals and organizations.

The Communication and Member Engagement Committee is responsible for the development of additional programs and services of value to Association members.

The Communication and Member Engagement Committee shall conduct an annual Call for Volunteers to populate the Association's committees.

Section 6. Trade and Vendor Relations Committee

A. Composition

The Chairperson of the Trade and Vendor Relations Committee shall be a member of the Board of Directors that does not currently serve on the Executive Committee and is appointed by the Chair subject to approval of Board of Directors. Additional members may be drawn from the Board of Directors or Association membership.

B. Duties

The Trade and Vendor Relations Committee is charged with developing programs that ensure that the Association continues to deliver value to Affiliate members and create opportunities to engage their expertise. The Trade and Vendor Relations Committee is further charged with growing Affiliate membership.

Section 7. Conference Committee

A. Composition

Each year, the Vice Chair will convene and Chair a Conference Committee comprised of the Chairs and Co-chairs of the Trade and Vendor Relations Committee, the Communication and Member Engagement Committee, and the Education and Training Committee. Additional members will be drawn from the Board of Directors and Association membership.

B. Duties

The Conference Committee shall be responsible for all activities necessary to produce the Association's annual conference and membership meeting.

Section 8. Other Committees

Standing committees, other than those presently established may be established by these bylaws.

Special committees may be established by bylaw, by resolution of the membership, by resolution of the Board of Directors, or by the Chair subject to the approval of the Board of Directors.

Section 9. Past Chairs Council

A. Composition

The Chair of the Past Chairs Council shall be the immediate past Chair of the Board and who is appointed by the Chair subject to approval of the Board of Directors. The Council is composed of the Past Presidents/Chairs of the Association.

B. Duties

The Council serves as a resource to support the activities of the organization, Boards and Committees as directed by the Chair from the expertise resulting from the knowledge and wisdom of the Past Presidents/Chairs of the Association.

ARTICLE VIII - AMENDMENTS

Except as otherwise provided, the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular meeting, or at a special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

ARTICLE IX - RULES AND PROCEDURES

The rules contained in "Roberts Rules of Order, Revised" shall govern the meeting of the Board of Directors in all cases in which they are applicable and in which they are not inconsistent with the bylaws.

ARTICLE X - FISCAL YEAR

The Fiscal Year of the Association shall be from the first day of January to the thirty-first day of December.

The Board of Directors shall appoint a Certified Public Accountant to audit the financial records and accounts of the Association and prepare an annual financial report. The report shall be summarized and read at the next annual business meeting.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Alaska Statutes for Nonprofit Associations or under the provisions of the Articles or the bylaws of the Association, 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 deemed equivalent to the giving of such notice.

ARTICLE XII - INDEMNIFICATION

No Director, Officer, member, agent or employee of this Association now or hereafter elected or appointed shall be personally liable to the creditors of this Association for any indebtedness or liability thereof.

Except as otherwise limited by state or federal law, this Association may pay all reasonable expenses incurred by, and satisfy any civil judgment or fine rendered or levied against, any persons who has been or is a Director, Officer, member, agent or employee of this Association in any civil action brought by a third party against such person, whether or not this Association is joined as a third party defendant, in connection with any act alleged to have been committed or omitted

either by such person while a Director, Officer, member, agent or employee of this Association, or by the Association itself, or both, provided that the Board of this Association determines in its sole and unfettered discretion that such Director, Officer, member, agent or employee was acting in good faith within what he reasonably believed to be the scope of this employment or authority and for purpose which he reasonably believed to be in the best interest of the Association.

Payments provided for herein shall include amounts paid and reasonable expenses incurred in settling any such action or threatened action. The provisions of the Article also shall apply in connection with any criminal actions or proceedings in which any Director, Officer, member, agent or employee had no reasonable cause to believe his or her conduct was unlawful. These provisions shall further apply to actions or proceedings commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption of these By-Laws, and shall insure to the benefit of the heirs, executors and administrators of any Director, Officer, member, agent or employee against whom such action or proceeding is brought.