

BY-LAWS
MIDWEST AQUATIC PLANT MANAGEMENT SOCIETY,
INCORPORATED
(A Corporation not for profit)

ARTICLE I
NAME

The name of the Society shall be **THE MIDWEST AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED.**

ARTICLE II
PURPOSE

The purpose of the Society shall be to assist in promoting management of aquatic vegetation, to provide for the scientific and educational advancement of members, to encourage scientific research, to promote an exchange of information among members, and to extend and develop public interest in the discipline.

ARTICLE III
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE II ("Purposes") above.

ARTICLE IV.
TAX EXEMPT

It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). These Bylaws shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE V
MEMBERS

Section A. All memberships shall be subject to the approval of the Board of Directors. There shall be the following classes of membership:

- a) Active members. Any person who is interested in the advancement of the Society and its goals.
- b) Student members. Any full-time (degree seeking) student. Applications may require the signature of a faculty advisor.

- c) Retired members. Any member who has held ten (10) or more year's prior membership may apply for retired membership upon retirement from active professional duties. Application should include dates of initial membership and of retirement from active service.
- d) Governmental members. Any Federal, State or Local member of government (employed or elected) who is interested in the advancement of the Society and its goals.
- e) Honorary members. Before being considered for honorary membership a person must meet the following criteria:
 1. the nominee must have contributed significantly to the field of aquatic vegetation management during his/her career.
 2. the nominee must have been a voting member of the Society for no less than five years.
 3. the nominee must have actively promoted the Society and its affairs during their membership.
 4. The criteria in Article II(e)1 through Article II(e)3 above may be waived in conferring honorary membership to deserving persons who are not members of the Society.
 5. Honorary members shall hold in perpetuity all rights of active membership. Nominations for honorary membership shall be submitted to the Membership Committee in the form of a petition signed by no less than ten (10) active members or may originate with the Membership Committee. Nominees will be evaluated by the Membership Committee to ascertain that they meet the criteria for eligibility as an honorary member and prepare a biographical sketch of the nominee(s). Eligible nominees will be presented by the Membership Committee to the Board of Directors. Honorary members shall be elected by a unanimous vote of the Board of Directors.

Honorary membership will be bestowed on the nominee(s) at the next annual meeting of the Society after acceptance by the Board.

The Society may issue certificates evidencing membership therein. However the Corporation is formed on a non-stock basis and membership certificates shall not constitute stock, nor shall they have a par value assigned.-

Section B. All active, retired and honorary members shall have the right to vote.

Section C. Term and Transfer of Membership. Unless otherwise specified herein, the term of office of any member shall be one (1) year or at the conclusion of the annual business meeting, whichever is shorter. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice to the Secretary of the Society (any resignation to take effect

as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the other members.

Section D. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, be authorized by the affirmative vote of a majority of the votes present and voted, either in person or by proxy at a meeting at which a quorum is present. Members entitled to vote may provide for the casting of their votes by signing an agreement for that purpose.

Section E. Proxies. A member entitled to vote may vote in person or, unless otherwise provided by the Articles of Incorporation or these Bylaws, by proxy executed in writing by the member or that member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The election of directors or officers may be conducted by mail.

Section F. Informal Action. Informal Action by Members Entitled to Vote. Unless otherwise provided in the Articles of Incorporation or these Bylaws, any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken without a meeting and without a vote, if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions: (1) Is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and, (2) Is delivered to the corporation for inclusion in the minutes or filing with the corporation's records. Requests for written consents must be delivered to all members

Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, members entitled to vote may participate in and act at any meeting of the members through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section G. Termination of Membership. A member's rights hereunder may be terminated by the Board of Directors, for good cause shown at a meeting called for that purpose pursuant to these Bylaws. Said member shall be provided written notice of not less than (15) days which notice shall include the reasons for the termination. Upon provision of said written notice, and not less than five (5) days prior to the effective date of the termination, said member shall be provided an opportunity to be heard either orally or in writing by the Board of Directors. A member who has been terminated may still be liable for dues as a result of obligations incurred prior to the termination.

ARTICLE VI BOARD OF DIRECTORS

Section A. The Board of Directors shall consist of not less than thirteen (13) individuals. The Board of Directors shall consist of all active officers and at least six (6) members-at-large. The President of the Society shall serve as chair of the Board of Directors.

Section B. Meetings. The Board of Directors shall meet upon either the call of the President or upon the request of three or more members of the Board of Directors in writing to the Secretary. At least fifteen (15) days prior notice in writing or electronically shall be given to all members of the Board of Directors as to any meetings. The time and place of meetings shall be designated by the President. The Board of Directors shall meet no less than two (2) times annually. One meeting shall be held immediately before the annual meeting of the Society and one meeting immediately after the annual meeting. Additional meetings will be called as necessary.

Section C. The Board of Directors shall manage the affairs of the Society and shall have the power to: (1) fill any vacancies among the officers of the Society including the membership of the Board of Directors; except as provided in Article VII; (2) prescribe the duties of the officers of the Society not otherwise prescribed in the By-laws of this Society; (3) provide rules and regulations for the conduct of the affairs of this Society are not inconsistent with the provisions of the By-laws; (4) and, accept or reject applications for membership in this Society. The Board of Directors shall have full power of the Society in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Society a report of all actions taken by them under authority of this section.

Section D. Term of Directors. Each director shall be elected to a term of three (3) years and until the next meeting of members entitled to vote on directors at which directors are elected. The term of a director elected as a result of an increase in the number of directors expires at the next annual meeting of members entitled to vote. A decrease in the number of directors does not shorten an incumbent director's term. The term of a director elected or appointed, as the case may be, to fill a vacancy expires at the next annual meeting of the members entitled to vote at which his or her predecessor's term would have expired. Board of Directors members-at-large shall serve three (3) year terms of office with two (2) members-at-large elected at each annual meeting.

Section E. Removal of Directors. One or more of the directors may be removed with or without cause at a meeting of the members at which a quorum is present by the affirmative vote of two-thirds (2/3) of the votes present and voted, either in person or by proxy, provided that written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such a meeting. A director may only be removed by the same class of members entitled to vote which elected the director. The director who is the subject of the removal vote shall not be qualified to vote on the matter of said director's removal.

Section F. Resignation of Directors. Any director may resign at any time by written notice to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Section G. Quorum of Directors and Action of the Board. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a quorum shall consist of no less than seven (7) of the directors then in office. Unless a greater number is required by the Articles of Incorporation or these Bylaws, the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors. No director may act by proxy on any matter.

ARTICLE VII **OFFICERS**

Section A. All directors and officers shall be active members in good standing. The officers of the Society shall be: President, President-Elect, Vice President, Immediate Past President, Secretary, Treasurer and Editor.

The Board of Directors shall consist of thirteen members which shall include the active officers of the Society and at least six (6) members-at-large.

Section B. President. The President shall preside at all business meetings of the Society, annual, special, and all meetings of the Board of Directors. The President shall discharge such other duties as usually pertains to such office and upon completion of his/her term shall become the Past President.

Section C. President-Elect. The President-Elect shall exercise the powers and perform the duties of the President in the absence, disability, or a vacancy in the office of President. The President-Elect shall also perform such duties as may be assigned by the President or the Board of Directors and will serve as Chairperson of the Program Committee. The President-Elect or his/her designee shall also attend the annual meeting of the Aquatic Plant Management Society and act as the authorized representative of the Society. The President-Elect shall succeed to President upon ratification of the active members present and voting.

Section D. Vice President. The Vice President shall exercise the powers and perform the duties of the President Elect in the absence or disability of the President Elect or in case of a vacancy in the office of the President Elect. The Vice President shall also perform such duties as may be assigned by the President or Board of Directors. The Vice President shall succeed to President-Elect upon ratification of the active members present and voting.

Section E. Secretary. The Secretary shall keep full and complete minutes of all meetings of the Society and of the Board of Directors. The Secretary is responsible for the maintenance of membership records and shall issue notices of meetings and conduct such correspondence as is usually conducted by such office of similar organizations. The Secretary is further responsible for authenticating the records of the Society.

Section F. Treasurer. The Treasurer shall collect and receipt all dues, assessments and other income and deposit promptly all funds of the Society in such depository as approved and designated by the Board of Directors. The Treasurer shall sign checks in payment of obligations of the Society and shall pay all bills and make such other disbursements as are necessary to the operations of the Society. The Treasurer shall prepare an annual budget for the society that insures the long-term fiscal health of the society. The Treasurer shall, at the annual meeting of the Society, make a true and full report of the financial condition of the Society. The Treasurer shall provide all books and fiscal documents of the Society to the Internal Audit Committee within 15

days of a written request. The financial statement as prepared during the audit shall be included as part of the annual proceedings of the Society. The Treasurer shall be responsible for the maintenance of the membership directory.

Section G. Editor. The duties of the Editor shall be to publish and distribute all publications of the Society and to serve as Chairperson of the Editorial Committee.

Section H. Members-at-large. The Members-at-large shall assist in administering the affairs of the Society.

ARTICLE VIII TERM OF OFFICE

The officers of the Society shall hold office for the following terms: President, President-Elect, Vice President and Past President, one (1) year, Secretary, Treasurer, and Editor, three (3) years. The Secretary, Treasurer, and Editor elections shall be held on alternate years to ensure Society continuity and uniformity. Members-at-large shall serve three year terms of office, with two (2) Members-at-large elected at each annual meeting. No officers except the Secretary-Treasurer, Editor, and Members-at-large may succeed themselves.

ARTICLE IX ELECTION OF OFFICERS

Officers of the Society shall be elected by majority vote of the voting members present at the annual meeting. The election shall be held as part of the business meeting of the annual meeting, and officers will begin their duties at the close of the meeting at which they are elected. Vacancies in the Office of President between terms shall automatically be filled through succession in the following order: President-elect, Vice President, Secretary, Treasurer and Editor. The Board of Directors shall fill all other vacancies except President through appointment.

ARTICLE X VOTING AND QUORUM

Section A. Record Date for Voting. For the purpose of determining members entitled to notice of or to vote at any meeting of the members, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days, immediately preceding such meeting. If no such record date is fixed, the date on which notice of the meeting is delivered shall be the record date for such determination of members. The record date for purposes of determining members entitled to notice of or to vote at any meeting of the members shall be thirty (30) days before any special or regular meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section B. Quorum. Unless otherwise provided herein, a quorum for any meeting of the membership of the Society shall consist of not less than fifteen (15) voting members, or ten percent (10%) of the membership, whichever is smaller and at least two (2) of whom shall be officers of the Society.

Section C. Member Entitled to Vote. A member is entitled to one (1) vote on each matter voted on by the members. If a membership stands of record in the names of at least two (2) persons, the acts of the persons with respect to voting where a vote is cast by one (1) person, the vote binds all persons.

ARTICLE XI MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Society; provided however, that should any matter require immediate action by the Society, such matters may be considered immediately by consent of three-fourths (3/4) of the active members present and voting.

ARTICLE XII MEETINGS

Section A. There shall be an annual meeting of the Society for the election of officers, the presentation and discussion of pertinent information on aquatic plant management, uses of aquatic vegetation and related subjects and such other business as may be properly brought before it. Such annual meeting shall be held in such time and place as the Board of Directors may decide. At least thirty (30) days' notice shall be given in writing to all members as to time and place of the annual meeting. At the annual meeting the President and Treasurer shall report on the activities and financial condition of the Society.

Section B. Special meetings of the Society may be held whenever the Board of Directors deems such meetings necessary or whenever at least 10% of active membership shall make a written request thereof presented to the Secretary. Such request shall be placed with the Board of Directors, which shall designate a time and place for such special meeting. The Secretary shall give written notice of all special meetings of the Society to all members at least two (2) weeks prior to the date of such special meeting.

ARTICLE XIV COMMITTEES

Section A. General Provisions. A majority of the entire Board of Directors may create one or more committees and appoint directors or such other persons as the Board designates, to serve on the committee or committees. Each committee shall have one or more directors, and all committee members shall serve at the pleasure of the Board.

Section B. Authority of Committees; Prohibited Acts. To the extent specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, each committee shall have and may exercise the authority of the Board in the management of the affairs of the Society; but no such

committee shall have the power or authority to: adopt a plan for the distribution of the assets of the Society, or for dissolution; approve or recommend to members any act required by the Act to be approved by members; fill vacancies on the Board of Directors or any of its committees; elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; adopt, amend, or repeal the Bylaws or the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another society, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Society; or amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section C. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for Committee action. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a committee by majority vote of its members shall determine the time and place of its meetings and the notice required therefore. A committee may act by unanimous written consent in writing without a meeting, and unless otherwise prohibited by law or resolution of the Board, any one or more members of such committee may participate in and act at any meeting of the committee through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section D. Standing Committees:

1. Membership Committee: This committee shall consist of at least three (3) members, one of whom shall be the Secretary.
2. Editorial Committee: This committee shall be chaired by the Editor and consist of at least two (2) other members who shall assist the Editor in generating and distributing newsworthy and educational items of the Society.
3. Program Committee: The program committee shall consist of the members of the Board of Directors, chaired by the President-elect and its duty shall be to provide programs for each Annual Meeting.
4. Nominating Committee: The nominating committee shall be chaired by the immediate Past President, and consist of at least two (2) members, who shall recommend to the Society candidates for election to the several offices.
5. By-laws Committee: This committee shall consist of at least three (3) members.
6. Local Arrangements: This committee shall consist of at least three (3) members, one of whom shall be the President of the Society.
7. Publicity Committee: This committee shall consist of at least three (3) members.

8. Internal Audit Committee: This committee shall consist of at least two (2) members who shall audit the books and fiscal documents of the Society annually, prior to the annual meeting. Internal Audit Committee members cannot be the Treasurer or members of the Finance Committee.
9. Governmental Affairs Committee: This committee shall consist of at least two (2) members who shall act as liaison between the regulating agencies of government and the Society with the intent of improving communication between the two groups.
10. Student Affairs Committee: Shall consist of at least three (3) members who accept and consider applications for MAPMS scholarships and grants. The Committee shall consider all applications submitted on the proper forms approved by the Board of Directors and make recommendations to the Board of Directors at the pre-conference Board Meeting. The Committee shall also investigate and promote membership of students into the Society and make recommendations to the Board of Directors as to means of enhancing and encouraging student participation in the Society.
11. Exhibits Committee: Shall consist of at least two (2) members.
12. Past-Presidents Advisory Committee: Shall consist of all Past-Presidents and be chaired by the immediate Past-President.
13. Finance Committee: Shall consist of at least three (3) members one of which is the Treasurer. The committee will oversee the investment accounts of the Society including reviewing and monitoring quarterly returns, provide reports to the Board of Directors at the spring and fall Board of Directors meetings, and propose any changes to the investment accounts for approval by majority vote of the Board of Directors.
14. Special Committees as needed for the conduct of Society business.

ARTICLE XIV
AWARDS

The Board of Directors shall establish and present awards as deemed appropriate to further the purpose and goals of the Society.

ARTICLE XVI
RULES OF ORDER

Business sessions of the Society shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XVII
AMENDMENTS

These By-laws may be amended by three-fourths (3/4) vote of the active members present at any annual meeting, provided the notice of the proposed amendment has been given in writing or

electronically to the Secretary and transmitted by him/her to active members thirty (30) days before the annual meeting.

ARTICLE XVIII **DISSOLUTION**

Upon termination or dissolution of the Midwest Aquatic Plant Management Society, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating of dissolving corporation. The organization to receive the assets of the Midwest Aquatic Plant Management Society, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Midwest Aquatic Plant Management Society, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Midwest Aquatic Plant Management Society, Inc. by one (1) or more its managing body which verified petition shall contain such statements as reasonably indicate of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Indiana. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund. In order to dissolve the Society, a majority vote of the board of directors must recommend dissolution to the members and a vote of the members entitled to vote hereunder must approve said proposal. Notice of any meeting to consider dissolution must be provided in writing pursuant to the notice provisions herein, which notice shall specify that the meeting is for the purpose of considering dissolution.

ARTICLE XIX **MISCELLANEOUS**

Section A. Fiscal Year. The fiscal year of the Society shall be the calendar year or such other period as may be fixed by the Board of Directors

Section B. Dues. The annual dues of members shall be determined by a majority vote of the membership at the Annual Meeting upon recommendation of the Board of Directors.

Section C. Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Society's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section D. Books and Records. The Society shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Society, minutes of the proceedings of the Board of Directors and any committee of the Society, and a current list of the

members, directors and officers of the Society and their residence addresses. Any of the books, minutes and records of the Society may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section E. Indemnification. Indemnification and Insurance. The Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a director [trustee], officer, committee member, employee or agent of the Society, or who is or was serving at the request of the Society, as a director, officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, and unless, only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Expenses (including attorney's fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, or officer, to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Society as authorized under this Section.

Any indemnification under this Section (unless ordered by a court) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the directors who were not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, (3) if there are no such directors, or if the directors so direct by independent legal counsel in a written opinion, or (4) by the members entitled to vote, if any.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

If the Society has paid indemnity or has advanced expenses under this Section to a director, officer, employee or agent, the Society shall report the indemnification or advance in writing to

the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another society, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Section.

In no case, however, shall the Society indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in

effect or as may hereafter be amended ("the Code"). Further, if at any time the Society is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code. Moreover, the Society shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c) (3) of the Code.

If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

The above and foregoing By-laws of the Midwest Aquatic Plant Management Society, Incorporated, were adopted on January 28, 1980, revised March 19, 1984; March 14, 1989; March 22, 1993; March 20, 1995; March 19, 1998; March 10, 2003; March 5, 2007; March 10, 2009; February 28, 2012. March 7, 2016.