

RESTATED BYLAWS OF MINNESOTA ASSOCIATION OF DEAF CITIZENS

ARTICLE ONE Offices

Section 1.01. Registered Office. The city, town or other community in which the registered office of this corporation (sometimes referred to herein as “MADC” or this “Association”) is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of the Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Executive Board of this Association changing the registered office.

Section 1.02. Other Offices. The principal place of business of this Association shall be in the City of St. Paul, in the State of Minnesota. This Association may have offices, within or outside of the State of Minnesota, as the Executive Board may from time to time determine.

ARTICLE TWO Membership

Section 2.01. Qualification. Any individual resident of Minnesota wishing to become a member of this Association shall be qualified to become a member of MADDC.

Section 2.02. Categories (classes) of Members; Voting Rights. The members of this Association shall be divided into two categories (classes), namely Primary Members (Deaf) and Secondary Members (Non-Deaf). Subject to Sections 2.04 and 2.05 of these Bylaws, Primary Members who are 18 years of age or older shall have full voting rights on all matters of business at meeting of the members of MADDC. Primary Members younger than 18 years of age and Secondary Members shall have voting rights.

Section 2.03. Membership Application and Approval; Removal. Any person who desires to become a member of MADDC shall submit an application setting forth his/her name, address and birth date, such other information as the Executive Board may require, accompanied by payment of the annual membership dues in the amount then due. Applicants for membership shall be considered by the Executive Board at its next regular meeting, and such persons shall become a member of MADDC upon the majority affirmative vote of the Executive Board. The Executive Board shall have sole discretion in determining whether to admit an applicant as a member and the decision of the Executive Board shall be final. At the time of such vote, the Executive Board shall determine, in its sole discretion, whether the applicant shall be a Primary Member or Secondary Member, and the decision of the Executive Board as to the classification of a member shall final. Any person who is not accepted as a member by the Executive Board shall be entitled to a refund of his/her payment of the annual membership dues. The Executive Board, on the affirmative vote of two-thirds (2/3) of all of the Directors, may remove any member upon reasonable cause as determined by the Executive Board, and no member who is so removed shall be entitled to a refund of his or her annual previously paid.

Section 2.04. Annual Membership Dues. Effective at the commencement of the 2001 Conference of the Association, all members will pay annual dues to the Association. Effective immediately upon adoption of these Bylaws, all new members shall pay the annual membership dues. The amount of the annual membership dues shall be determined by the Executive Board, which may from time to time change the amounts of the annual dues, establish waivers from paying such amounts, and adopt such other policies applicable thereto. Any member who is delinquent in the payment of annual membership dues shall be immediately terminated as a member of MADDC. Upon payment of annual dues, such person shall be reinstated immediately as a member in the same category (class) in which he or she was previously without further action or approval by MADDC or the Executive Board.

Section 2.05. Meetings of Members.

(a) Regular Meetings. The regular biennial meeting of the members of this Association (sometimes referred to herein as the “Conference”) shall be held during each odd-numbered year, at such place, time, and date as the Executive Committee determines. Each Conference shall consist of at least two sessions, which may occur on the same day or on succeeding days. The purpose of the Conference shall be to elect officers and elected directors whose terms are scheduled to expire at the end of the Conference, to receive reports from officers and committees of the Association, and to conduct any other business that may properly come before the members at the Conference.

(b) Special Meetings. Special meetings may be called by the President or the Executive Board and shall be called upon the written request of ten members of the Association with voting rights. The date, time and place of the meeting shall be set forth in the notice of the meeting, provided, that a special meeting held at the written request of members with voting rights shall be held in Ramsey County, Minnesota, or in such other county where the registered office of this Association is then located. The purpose(s) of the meeting shall be stated in the notice of the special meeting, and no business other than as stated in the notice of the special meeting shall be conducted at the special meeting. Within thirty days after receiving a request from members with voting rights for a special meeting, the Executive Board shall cause written notice of the meeting to be given and such meeting shall be held within ninety days after the receipt of the request from the members with voting rights for the special meeting.

(c) Notices of Meetings. The Board shall cause notice of the Conference to be given at least thirty days before the Conference by written notice to each member with voting rights as of the record date and may be given at any time before the Conference by publication in the *Deaf Advocate*, any printed or electronic publication(s) in the state of Minnesota approved by the Executive Board. The written notice of Conference shall state the date, time, and place of the Conference. Written notice of special meetings of the members, stating the date, time, place and purpose of the meeting, shall be given at least three days prior to the meeting to all members with voting rights as of the record date. Persons who are members with voting rights as of the date that written notice is given (the “record date”) are entitled to notice of the meeting (including both Conferences and special meetings) and to vote on any matter of business before the meeting.

(d) Quorum and Manner of Acting. Thirty members with voting rights shall constitute a quorum for the transaction of business at any meeting of the members, and the act of a majority of the members with voting rights present at any meeting at which a quorum is present shall be the act of the Association. In the absence of a quorum, a majority of the members present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given. Proxies shall not be allowed or used.

(e) Organization of Meetings. At each meeting of the members of MADC called and held as provided herein, the President of MADC, or in his/her absence, the Vice President of MADC, shall preside. If both the President and Vice President are absent, the members with voting rights present for the meeting, if there is a quorum, shall elect a person to preside at the meeting. The Secretary or such other person whom the presiding officer shall appoint, shall act as secretary of the meeting and take accurate minutes of all actions taken at such meeting.

(f) Conference Proceedings. The minutes of each Conference (the “Conference Proceedings”) shall be corrected and approved by the Executive Board after consultation with the Conference Proceedings Committee within 90 days after the conclusion of the Conference. The Executive Board shall arrange to have the Conference proceedings published in pamphlet form within nine (9) months after adjournment of the Conference. The Secretary shall mail the Conference proceedings to Association members with voting rights who attended that Conference and to non-attending Association members with voting rights and to Association members without voting rights who submit a written request for the Conference proceedings to the Secretary.

Section 2.06. Membership Certificate; Transferability. MADC shall not issue membership certificates or capital stock, but may issue membership cards or other identification as the Executive Board determines. Memberships in this Association are not transferable.

ARTICLE THREE

Officers

Section 3.01. Officers; Qualifications. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. Any member of the Association with voting rights who is present at the Conference and not in arrears in the payment of membership dues, who has been for two years a member in good standing of the Association, and who has been for two years a resident of Minnesota shall be eligible to become a candidate for any office. An absent member, qualified and eligible in other respects may be nominated for office, provided that his or her written consent is presented with his or her name.

Section 3.02. Election; Terms. Each officer shall be elected at the regular biennial meeting of the Association by the affirmative vote a majority of members with voting rights present at the meeting, and shall hold office for a term of two years or until his or her successor is duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. The terms of officers shall commence at the end of the Conference and shall end at the end of the next biennial meeting of the members.

Section 3.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Executive Board, or to the President of this Association. Any such resignation shall take effect at the later of the time specified in the written notice or the time when it is received on behalf of this Association, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. Removal. Any officer may be removed at any time, with or without cause, by a vote of two thirds (2/3) of the members of MADC with voting rights at a special a meeting called for that purpose (and to elect a successor, if necessary). The officer whose removal is being considered may attend the meeting and make a statement to the members, but he or she may not otherwise participate, continue in attendance, or vote at such meeting. Any officer, who fails to attend three consecutive meetings of the Executive Board without good cause, as determined by the Executive Board, shall be automatically removed from office. The removal of an officer shall not automatically terminate or affect the rights and obligations of any party to any agreement relating to the officer who was removed. All such matters shall be resolved in accordance with the terms of such agreement.

Section 3.05. Vacancies. A vacancy in any office because of death, resignation, disqualification or any other cause except removal shall be filled for the unexpired portion of the term either by the affirmative majority vote of the Executive Board or at a special meeting of the members called for that purpose by the Executive Board. A vacancy in any office arising as a result of the removal of an officer by the members shall be filled for the unexpired portion of the term at the same special meeting of the members at which the question of removal was considered. If the members fail to elect a successor for an officer who was removed by the members, then the Executive Board may do so.

Section 3.06. President. It shall be the duty of the president to preside at all meetings of the Association and of the Executive Board, to enforce order at meetings, and to decide all questions of procedure, subject to an appeal to the Association by a two-thirds vote. The President shall be chief executive officer of MADC and he or she shall see that all orders and resolutions of the Executive Board are carried into effect. He or she shall, except as the Executive Board or these Bylaws otherwise specifically direct, execute and deliver in the name of this Association any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Association, including, without limitation, any instruments necessary or appropriate to enable this Association to carry out its purposes as described in the Articles of Incorporation of this Association, and, in general, shall perform all duties usually incident to the office of the president.

Section 3.07. Vice president. It shall be the duty of the Vice President to perform the duties of the President, in his or her absence, and to perform such other duties as set forth in these Bylaws or as assigned by the Executive Board.

Section 3.08. Secretary. It shall be the duty of the Secretary to correctly record the minutes of all meetings of the Association, and to prepare the same for publication and to record all minutes of all meetings of the Executive Board. In case he or she is unable to attend any meeting of the Executive Board, the Board shall choose of one of its other members to act as secretary *pro tem* for that meeting. The Secretary shall perform such other duties as set forth in these Bylaws or as assigned by the Executive Board. The Secretary shall have charge of all papers, except those that are the responsibility of the Treasurer, pertaining to the Association and the Executive Board and to prepare correspondence for the Association. He or she shall, when directed to do so, give, or arrange for, proper notice of

meetings of the Executive Board and of the Association. The Secretary shall perform such other duties as set forth in these Bylaws or as assigned by the Executive Board.

Section 3.09. Treasurer. The Treasurer shall be the chief financial officer of the Association and shall be supervised and directed by the President. He or she shall keep or cause to be kept, accurate accounts of all moneys of this Association received or disbursed; shall deposit all moneys, drafts and checks in the name of, and to the credit of, this Association in such banks and depositories as a majority of the Executive Board shall from time to time designate. He or she shall have power to endorse for deposit all notes, checks and drafts received by this Association. He or she shall disburse the funds of this Association as ordered by the Executive Board, making proper vouchers therefore. He or she shall render to the Executive Board, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this Association and shall perform such other duties as may from time to time be ordered by the Executive Board or the President; and, in general, shall perform all duties incident to the financial management of the Association.

Section 3.10. Other Officers. This Association may have such other officers, or assistants thereto, and agents, with such qualifications as may be deemed necessary by the Executive Board. The Executive Board shall by resolution determine the qualifications, the manner of election or appointment, the terms of office, and the duties and responsibilities of these other officers, notwithstanding any other provision of these Bylaws. Without limiting the generality of the foregoing sentence, the Executive Board may reserve to itself the authority to appoint and remove these other officers.

Section 3.11. Bond. The Executive Board of this Association shall from time to time determine which, if any, officers, agents or employees of this Association shall be bonded and the amount of each bond.

ARTICLE FOUR

Executive Board

Section 4.01. General Powers. Except as otherwise provided by law, by the Articles of Incorporation of this Association, or by these Bylaws, the property, business, affairs, and operations of MADC, including the Deaf Minnesotans Charitable Fund, shall be under the direction and control of the Executive Board of this Association (hereinafter sometimes referred to as "Board"). The Executive Board shall have general supervision of the affairs of the Association between meetings of the members of the Association, may fix the date, time and place of meetings, make recommendations to the members of the Association, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the members of the Association.

Section 4.02. Number and Qualifications of Directors. The Board shall consist of nine (9) members, five directors elected by the members of MADC (the "elected directors"), and four *ex officio* directors, consisting of the persons who are the officers of MADC listed in Section 3.01 of these Bylaws from time to time and serving for the terms that they are officers, pursuant to Article Three of these Bylaws. The elected directors shall be subject to the same qualifications as apply to the officers of the Association, as set forth in Section 3.01 of these Bylaws. In addition, the Executive Board may by resolution adopt other qualifications applicable the elected directors; provided, that no such qualification shall be applied retroactively to disqualify any elected director who is then serving on the Executive Board.

Section 4.03. Term of Office. Each elected director shall serve for a term of four (4) years, with such term expiring at the adjournment of the biennial regular meeting of the members of MADC in the appropriate year, or until his or her earlier death, disqualification, resignation or removal. The terms of the elected directors shall be staggered so that the terms of two of the elected directors shall expire together in one year, and the terms of the other three elected directors shall expire together two years later. The officers of MADC shall serve as *ex officio* directors for so long each of them is an officer.

Section 4.04. Election. The successor for each elected director whose term is scheduled to expire shall be elected at the regular biennial meeting of the Association by the affirmative vote of a majority of voting members present at the meeting. The term of each elected director shall commence at the end of the Conference at which he or

she is elected and shall end at the end of the biennial meeting of the members in the year his or her term is scheduled to expire.

Section 4.05. Removal or Resignation of Elected Directors; Vacancies.

(a) Removal. An elected director may be removed at any time, with or without cause, upon the affirmative vote of two-thirds (2/3) of the voting members of MADC at a special meeting called for that purpose (and to elect a successor, if necessary). The elected director whose removal is being considered may attend the meeting and make a statement to the members, but he or she may not otherwise participate, continue in attendance, or vote at such meeting. Any elected director, who fails to attend three consecutive meetings of the Executive Board without good cause, as determined by the Executive Board, shall be automatically removed from office.

(b) Resignation. Any elected director may resign at any time by giving written notice of his or her intention to resign to the Executive Board or to any officer of this Association. A resignation shall take effect at the later of the time specified in the written notice or the time when it is received on behalf of this Association. Unless otherwise specified in the written notice, the acceptance of a resignation shall not be necessary to make it effective.

(c) Vacancies. Upon the death, resignation, disqualification or removal of an elected director, the vacancy shall be filled in the same manner as for vacancies in any office, as set forth in Section 3.05 of these Bylaws.

Section 4.06. Voting Rights. All directors shall have full and equal voting rights on all general business matters coming before the Executive Board.

Section 4.07. Meetings. The Executive Board meetings shall be held quarterly, with dates agreed upon by the members of the Board. Announcement at a meeting of the Executive Board of the date, time and place of the next quarterly meeting of the Executive Board shall constitute notice of the next quarterly meeting.

Section 4.08. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws. Five out of the total nine board members shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Executive Board present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of adjourned meeting need to be given. Proxies shall not be allowed or used.

Section 4.09. Meetings by Electronic Communication. Members of the Executive Board may participate in a meeting through use of electronic conference communications equipment for all matters, except personnel, so long as all directors participating in such meeting can communicate with one another. Participation in such a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 4.10. Special Meetings. The President or three (3) members of the Executive Board may call a special meeting of the Executive Board no less than 48 hours before the start of said special meeting.

Section 4.11. Notice of Meetings. Notice of each such special meeting shall be mailed to each director addressed to him or her at his or address as shown on the books of the Association, or be delivered personally or by telephone or facsimile or electronic transmission, not later than 48 hours before the day on which the meeting is to be held. Each such notice shall state the time, place and purpose of the meeting. Notice of any meeting of the Board need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors of this Association then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 4.12. Place of Meetings. The Executive Board may hold its meetings at such place or places, within or outside of the State of Minnesota, as it may from time to time determine. Unless otherwise stated in the notice of the meeting, all meetings of the Executive Board shall be held at the principal business office of the Association.

Section 4.13. Organization of Meetings. At each meeting of the Executive Board called and held as provided herein, the President, or, in his or her absence, the Vice President, shall preside. If both the President and

the Vice President are absent, the directors present for the meeting, if there is a quorum, shall elect a person to preside at the meeting. The Recording Secretary of this Association or such other person whom the presiding officer shall appoint shall act as secretary of the meeting.

Section 4.14. Written Actions of Directors. Any action which the Executive Board could take at a meeting may be taken without a meeting when authorized by a written action signed by all of the directors; provided, that to the extent that the Articles of Incorporation of this Association, these Bylaws and applicable law so permit, any written action shall be effective when signed by a majority of all directors, provided that all directors are notified of the text of the written action prior to the signing by any of the directors. The written action is effective when signed by the required number of the directors, unless a different effective time is specified in the written action. All directors shall be notified of the effective date of any written action.

Section 4.15. Extraordinary Actions. The Board may not take any extraordinary action (as hereinafter defined) unless such action is approved by the affirmative vote of at least two thirds (2/3) of the voting members present at an Association Conference. For the purposes of this Section, an "extraordinary action" means and includes: any amendment of this Association's Articles of Incorporation or Bylaws; the sale or transfer of all substantially all of the Association's assets; or the removal of members, directors, and/or officers; or dissolution of the Association.

Section 4.16. Compensation; Reimbursement of Expenses. The officers, elected directors, and agents of this Association may be paid such reasonable compensation as their services rendered to this Association indicate, and shall be reimbursed for such reasonable expenses necessarily incurred by them in rendering services as the Executive Board may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, this Association, and as otherwise in accordance with policies adopted by the Executive Board from time to time.

Section 4.17. Deaf Minnesotans Charitable Fund. The authority and responsibility for the operations and affairs of the Deaf Minnesotans Charitable Fund shall be exclusively with the Executive Board and the officers of MADC.

Section 4.18. Chapters. MADC may have local chapters, as authorized and determined from time to time by the Executive Board. All policies relating to the authorization, recognition, governance, membership, finances, and operations of any chapter affiliated with MADC shall be exclusively within the authority of the Executive Board.

ARTICLE FIVE

Committees

Section 5.01. Committees Generally. For each committee listed in this Article Five, the Executive Board shall appoint members of MADC, and shall designate one of those members for each committee as the chairperson of such committee, unless otherwise provided in these Bylaws. The Executive Board shall have the sole authority to remove or discipline any member of any committee, unless otherwise provided in these Bylaws. The act of a majority of the members of each committee present at any meeting at which a quorum of two-thirds of total committee membership is present shall be the act of the committee. Copies of the committee meeting minutes shall be promptly furnished to all members of the committee and to the Executive Board. All reports and recommendations by a committee of this Association shall be in writing.

Section 5.02. Finance Committee. The Finance Committee shall consist of the Treasurer and three other persons versed in financial matters. It shall be the duty of this committee to audit the Treasurer's accounts at least sixty (60) days prior to the Biennial Conference, and to submit such audit report for approval to the Executive Board before the Conference, and to present such report, as approved or modified by the Executive Board, at the Biennial Conference. The Finance Committee is also responsible for developing an annual budget, to be approved by the Executive Board. All expenditures must be within this budget. The Executive Board may also assign such other duties to this committee as it may determine from time to time.

Section 5.03. Fundraising Committee. The Fundraising Committee shall consist of three persons and shall be responsible for developing and making plans and recommendations to the Executive Board regarding the fundraising activities of MADDC, which may include special events, solicitation efforts, and other similar activities.

Section 5.04. Membership Committee. The Membership Committee shall consist of the Corresponding Secretary and three other persons. The duties of this committee shall include evaluating and recommending to the Executive Board programs and presentations for the Conference and developing and recommending to the Executive Board strategies for expanding the membership of the Association.

Section 5.05. Miss Deaf Minnesota Pageant Committee. MADDC shall operate a Miss Deaf Minnesota Pageant with such membership, rules, procedures, and policies as are required to comply with the applicable rules of the National Association of the Deaf (“NAD”) for such events. In the absence of such NAD rules for this committee, this committee shall consist of three members and shall operate according to such rules and procedures established from time to time by the Executive Board. The committee shall submit a report at each meeting of the Executive Board.

Section 5.06. NAD Delegates. At a Conference of the members next preceding a convention of the National Association of the Deaf (“NAD”), the Association may elect such number of representatives and alternates as the Association may be entitled to at the National Conference. In case the members fail to act at the Conference, the Executive Board may appoint such representatives and alternates. Such representatives shall have power to represent the Association at NAD Council of Representative activities, including the National Conference of NAD. Their term expires at the completion of following biennial Conference of the Association.

Section 5.07. Conference Proceedings Committee. The Conference Proceedings Committee shall consist of former members of the Executive Board following the Conference and its sole purpose shall be to consult with the Executive Board with regard to the Conference Proceedings. Upon the Executive Board’s approval of the Conference Proceedings as provided in Section 2.05(f) of these Bylaws, this committee shall be disbanded.

Section 5.08. Other Committees. The Executive Board may from time to time appoint such other committees for such purposes, with such membership, and with such authority and responsibilities as the Executive Board may determine. Such committees may be temporary or permanent, and unless the resolution of the Executive Board establishing each such committee provides otherwise, such committee shall be subject to Section 5.01. of these Bylaws and such other policies adopted by the Executive Board from time to time those are applicable to committees generally.

ARTICLE SIX

Rules of Order

The proceedings of all meetings of the Association and of the Executive Board shall be held according to common parliamentary law, as set forth in *Robert’s Rules of Order* (Latest Edition).

ARTICLE SEVEN

Amendments

Amendments to these Bylaws and the Articles of Incorporation of the Association, or entire restatements of either these Bylaws or the Articles of Incorporation, may be made for any lawful purpose. Any such amendment or restatement may be purposed either upon the resolution of the Executive Board or upon the written petition of at least fifty (50) members of the Association with voting rights, and any such amendment or restatement shall be adopted if it is approved by the affirmative vote of at least two-thirds (2/3) of all the active members with voting rights in attendance at any Conference of the members of MADDC. Any proposed amendment or restatement shall be submitted in writing, and its adoption shall be moved and be seconded at least one session during the Conference before a vote is taken thereon.

ARTICLE EIGHT

Seal, Executive of Instruments, Fiscal Year, Books and Records

Section 8.01. Seal. This Association shall have no seal.

Section 8.02. Promissory Notes; Other Instruments. All promissory notes, bills of exchange or other evidence of indebtedness given or accepted by the Association, and all other instruments shall be executive by the President and Corresponding Secretary as such officers.

Section 8.03. Accounting Period. The annual accounting period of the Association, including the Deaf Minnesotans Charitable Fund, shall be as currently in effect on the date these Restated Bylaws are adopted or as otherwise determined by the Executive Board from time to time.

Section 8.04. Books and Records. The Executive Board of this Association shall cause to be kept records of all proceedings of the Executive Board and all committees; and such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 8.05. Documents Kept at Registered Office. The Executive Board shall cause to be kept at the registered office of this Association originals or copies of records of all proceedings of the Executive Board and all committees; all financial statements of this Association; and Articles of Incorporation and Bylaws of this Association and all amendments and restatements thereof.

ARTICLE NINE

Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE TEN

Indemnification

The Association shall indemnify persons to the extent required by the Minnesota Nonprofit Association Act, as amended from time to time, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law. Without limiting the foregoing, pursuant to and otherwise in accordance with Minn. Stat. 317A.521, the Association shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person has not been indemnified by any other person or organization, has acted in good faith, has not received any improper personal benefit, did not have reasonable cause to believe the conduct was unlawful (in the case of a criminal proceeding), and reasonably believed that the conduct was in the best interests of the Association.