

12 INDEMNIFICATION AND INSURANCE

12.1 Indemnification. The Corporation shall indemnify each member of the Board of Directors ~~, as described in Article IV hereof, and each of its officers as described in Article V hereof,~~ for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

12.1.1 The Corporation shall indemnify each of its ~~Directors and officers,~~ as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties; provided that such determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose that he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful. ~~The Corporation will make periodic advances for legal fees incurred by an officer, Director or Executive Committee member, if necessary prior to a settlement. A nonjudicial determination that the director or~~

~~officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceedings; (2) if a quorum cannot be obtained under (1), by majority vote of a committee duly designated by the Board of Directors (in which designation, directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (3) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2); or (4) by special legal counsel if a quorum of the Board of Directors cannot be obtained under (1) and a committee cannot be designated under (2), selected by majority vote of the full Board of Directors, in which selection, directors who are parties may participate.~~

12.1.2 Every reference herein to a member of the Board of Directors ~~or officer~~ of the Corporation shall include every ~~d~~Director ~~and officer~~ thereof and former ~~d~~Director ~~and officer~~ thereof. This indemnification shall apply to all the judgments, fines, accounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any ~~d~~Director ~~or officer~~ of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

12.2 Insurance. The Board of Directors will make all reasonable efforts to procure liability insurance for each ~~officer,~~ member of the Board of Directors, and and any other member who may need such insurance ~~of the Executive Committee.~~