



ARTICLE X. Indemnification

- A. The Corporation shall indemnify a director, officer, employee, agent, volunteer or member of this Corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of such person's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such person shall be adjudged liable to the Corporation.
- B. The Board of Directors may indemnify those of the Corporation's employees, agents, members or volunteers who are not directors in all instances - including those which are excluded from mandatory indemnification under paragraph 1 - as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.
- C. No amendment to or repeal of this Article X shall apply to or have any effect on the indemnification's hereunder of any director, officer, employee, agent, volunteer or member of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.