

BYLAWS
Transplant Recipients International Organization, Inc.
(Bylaws as amended at the TRO Annual Meeting held on January 13, 2001)

ARTICLE 1: NAME

The name of the Corporation shall be Transplant Recipients International Organization, Inc., hereinafter referred to as TRIO or the Corporation.

ARTICLE II: EMBLEM

The Emblem of TRIO shall be a tree with two intertwining trunks signifying the union in life of a donor and a recipient. The official emblem shall be green.

ARTICLE III: OFFICES

The principal office of the Corporation shall be in Washington, DC, unless otherwise designated by the Board of Directors. This office shall be known as the "Headquarters." The Corporation may establish offices at such other locations as the Board of Directors may determine.

ARTICLE IV: PURPOSE AND OBJECTIVES

Section 1. TRIO. TRIO is an independent, non-profit international organization committed to improving the quality of life of transplant candidates, recipients, donors, and their families hereinafter referred to as members. Through the TRIO Headquarters and a network of Chapters, TRIO serves its members in the following areas:

Advocacy: Effectively communicating the concerns and needs, on issues in the field of transplantation that affect the welfare of transplant candidates, recipients, and their families and donor families, to international, federal, state, and local governmental bodies.

Education: Providing transplant candidates, recipients, and their families and donor families with current information on developments in organ and tissue donation, transplantation, medications, social issues and finances, as well as on initiatives in the transplantation field.

Awareness: Promoting organ and tissue donation as an important social responsibility. Developing and supporting mechanisms to improve the availability of organs and tissues, on an equitable basis, to meet the needs of transplant candidates.

Support: Providing support to transplant candidates, recipients, and their families, living donors and donor families to help alleviate the stresses and problems associated with the transplant process.

Section 2. Membership. Membership in TRIO is available through local Chapters and memberships at large. Such membership is provided without regard to race, creed, color, sexual orientation, gender or national origin.

Section 3. Charitable Purposes. In furtherance of these purposes, TRIO is organized solely for charitable purposes as a non-profit organization. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual.

Section 4. Prohibited Activities. TRIO shall not engage in fund raising activities on behalf of individual transplant candidates, recipients, and/or their families.

ARTICLE V: MEMBERSHIP

Section I. Categories of Membership:

- A. Active members shall be individuals who have either received or are awaiting an organ, tissue, or mechanical transplant and their family members, donor families, living donors or other interested individuals, including health care professionals, or any individual who has a desire to contribute time and assistance to meeting the goals and purposes of TRIO upon payment of TRIO dues directly to TRIO Headquarters.
- B. Other Categories of Members. Other membership categories may be created by the Board of Directors, which may also define the rights and obligations of each category so created.

Section 2. Voting. Active members shall have the right to vote in the election of Directors-at-Large of TRIO. Voting rights at meetings are described in Article X, Section 3 of these bylaws.

ARTICLE VI: DUES, FEES AND FINANCES

Section 1. Dues. The Board of Directors shall establish dues for membership categories. Dues shall be paid annually directly to TRIO Headquarters. The Board of Directors shall have the discretion to adopt a reduced dues rate in hardship cases. Failure of members to pay membership dues shall result in loss of membership in TRIO.

Section 2. Budget. A proposed budget for the next fiscal year shall be submitted annually by the Treasurer to the Board of Directors. The budget shall be adopted annually by the Board of Directors and ratified by the delegates at the TRIO Annual Meeting.

Section 3. Audit. The financial records of TRIO shall be audited annually and at other times as requested by the Board of Directors. The Board of Directors shall approve all audit reports.

Section 4. Fiscal Year. The fiscal year of TRIO shall be that directed by the Board of Directors.

ARTICLE VII. ORGANIZATION

TRIO is an organization operated by a Board of Directors, officers, and Executive Director, and individual incorporated chartered Chapters represented on the Board of Directors by the Chairperson of the Chapter Council. Memberships-at-large are available in areas where there are no Chapters.

Section 1. Chapters. TRIO Chapters may be established only with approval of the TRIO Board of Directors. Chapters so approved shall be contractual affiliates, but in no event shall be deemed to be agents of TRIO. Once approved, Chapters shall be incorporated under the laws of their jurisdictions and shall be issued thereafter a charter by TRIO. Chapters shall be authorized and required to use the TRIO emblem. No other bodies, groups or units other than those chartered, pursuant to the terms of this Section, shall be recognized as affiliates of TRIO.

- A. Policies. The policies of each Chapter shall be in harmony with the policies of TRIO through adherence to the purposes and objectives set forth in Article IV of these bylaws.
- B. Bylaws. Chapters shall adopt bylaws similar to those of TRIO as outlined in the chartering agreements, and as required by the laws of their own jurisdiction of incorporation. Chapters shall submit these bylaws to TRIO for approval. Chapters shall also comply with TRIO's Articles of Incorporation

and Bylaws, the Chapter chartering agreements, and Chapter regulations and other rules or policies adopted by the Board of Directors.

- C. Contributions. Each Chapter shall contribute annually to TRIO a percentage, directed by the TRIO Board of Directors, all of net fundraising dollars. The percentage shall be the same for all incorporated Chapters and determined on an annual basis by the TRIO Board of Directors.
- D. Fiscal Year. The fiscal year of each Chapter shall be in harmony with the TRIO fiscal year.
- E. Dues. In order to be a member in good standing, each member shall remit the annual TRIO National dues by March 31st of each year. The amount of the National TRIO dues will be set by the Board of Directors.
- F. Good Standing:
 - (1) Failure of any Chapter to be in good standing in TRIO (i.e., including compliance with Chapter and TRIO bylaws and Chapter regulations and compliance with not-for-profit statutes and regulations) may result in the revocation of the charter of said Chapter.
 - (2) When a Chapter's roster of dues paying members falls below 12 members, that Chapter shall be considered as "Inactive" and their dues paying members will become Members-at-Large.
- G. Surrender of Charter. A Chapter may voluntarily surrender its charter by notification to the Secretary of TRIO. Such surrender shall be effective thirty days after receipt of such notice from TRIO.
- H. Effect of Revocation of Charter. Upon revocation or voluntary surrender of a Chapter's charter does occur, all moneys in the treasury after paying or making provisions for payment of all liabilities of the Chapter, and all printed materials of the disassociated Chapter, shall revert to TRIO, unless otherwise provided by law in the jurisdiction of incorporation.
- I. Administration of Chapters. The Board of Directors may, in lieu of Chapter revocation as provided for in Subsection H. of this Article, appoint a representative of the Corporation, with full power to administer all the affairs and business of the Chapter (including access to and keeping of its books, files and records) until the Board of Directors determines that the Chapter is in good order or issues a notice of charter revocation, as the case may be.
- J. Duties and Liabilities. Every Chapter is required to comply with and observe all laws applicable to it. TRIO shall not be liable for any failure of any Chapter to comply with any such law, rule or regulation. TRIO shall not be liable for any act or any failure to act by any Chapter, of any member, Executive Committee, officer, or employee thereof, nor for any obligation assumed or incurred by any Chapter.
- K. Chapter Address. The principal mailing address of each Chapter shall be designated by the Chapter, and maintained in the files of TRIO.
- L. Annual Report. Each Chapter shall submit to TRIO a detailed report of its activities and financial status, as specified by the Board of Directors.

Section 2. Memberships-at-Large. For individuals who do not wish to affiliate with a local chapter there shall be memberships-at-large. The members-at-large shall have all the rights and duties of active members, as long as they are members in good standing. For the purposes of representation at the TRIO Annual Meeting, members-at-large shall be assigned to regions, which shall be defined according to Section 4 of this Article.

Section 3. Chapter Council. There shall be a Chapter Council which shall have one delegate and one alternate elected by each of the TRIO incorporated chartered Chapters.

- A. Delegates to Chapter Council. Each delegate and alternate shall be elected by the Chapters and serve for a term of one year or until their successors have been duly elected. Any vacancy in the position of Chapter delegate, occurring during the term, may be filled by the Chapter for the balance of the term.
- B. Meetings and Purpose. The Chapter Council shall meet at least once a year, in conjunction with the TRIO Annual Meeting. The Chapter Council may, at its discretion, hold additional meetings. The purpose of the Council is to advise the Board of Directors on membership, organizational and policy issues.
- C. Board Membership. The Chapter Council shall elect, from among the Chapter Council Members, a Chairperson for a three-year term or until his/her successor is elected. The Chairperson by virtue of his/her election shall be a full member of the TRIO Board of Directors during his/her term or until his/her successor is elected. A vacancy in the position of the Chapter Council Chairperson shall be filled by the Council in the manner set forth in Subsection D., Section 3 of this Article.
- D. Vacancies. A vacancy in the position of Chapter Council Chairperson shall be filled for the unexpired term by a vote conducted by mail, telephone or electronic conference of regional representatives. Any vacancy in the position of regional representative shall be filled within 30 days for the unexpired term by mail, telephone or electronic conference of the Chapter Council delegates from that region, and by certifying to the Secretary the results of such election.

Section 4. Regions. The Chapter Council shall recommend to the Board of Directors an equitable distribution of Chapters into defined regions, which the Board of Directors may approve or revise. The regions shall be used for the purposes of selecting the Chapter Council regional representatives and for regional representation of members-at-large at the TRO Annual Meeting.

ARTICLE VIII: OFFICERS

Section 1. Officers. The officers of TRIO shall be a President, a Vice-President, a Secretary, a Treasurer, the Immediate Past President and several categories of Directors of the Board, identified elsewhere in these bylaws.

Section 2. Qualifications. To be eligible for an office, a person must be a member of the Board of Directors and a member in good standing of TRIO.

Section 3. Elections. The President, Vice-President, Secretary and Treasurer shall be elected annually by the Board of Directors from among its members at its first meeting, from a slate of nominations developed by the Nominating Committee and/or nominations from the floor of the Board of Directors Meeting. The officers shall assume their duties immediately.

Section 4. Term of Office. The President, Vice-President, Secretary, Treasurer, and Past President shall serve for a term of one year or until their successors are elected. No individual may serve in the same office for more than two consecutive terms.

Section 5. Vacancies. A vacancy in the office of President, Vice-President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by the Board of Directors, at a Board Meeting or by mail ballot, telephone conference, or electronic means, as provided by Board of Directors policies and procedures.

Section 6. Duties of Officers. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, and in the adopted parliamentary authority.

A. The President shall:

1. Be the Chairperson of the Board of Directors and an official spokesperson of TRIO.
2. Appoint the chairpersons of all standing committees; sign contracts as required by the Board of Directors' policy and procedures.
3. Have such other duties as are usually incidental to the office of President or as may be assigned by the Board of Directors.

B. The Vice President shall:

1. Perform the duties of the President in the absence or temporary disability of the President.
2. Have such other duties as may be assigned by the President or Board of Directors.

C. The Secretary shall:

1. Record the minutes of meetings of TRIO, the Board of Directors and the Executive Committee and furnish a copy of the minutes of the TRIO Annual Meeting, Board meetings and Executive Committee meetings to members of the Board and to such persons as may be directed by the President or the Board within 15 days of the meetings.
2. Fulfill such other duties as may be assigned by the President or the Board of Directors.

D. The Treasurer shall:

1. Be custodian of all funds and disburse them under the direction of the Board of Directors or the Executive Committee.
2. Serve as Chairperson of the Finance and Budget Committee preparing the proposed annual budget by September 1 of each year or 60 days before the Annual Meeting, which ever occurs first.
3. Present a written financial report to the Board of Directors at each meeting, and at other times when requested by the President, the Board of Directors or the Executive Committee.
4. Annually present an audited annual report to the Board of Directors.
5. Have other duties as assigned by the President or the Board of Directors.

Section 7. Compensation. Officers shall not receive any compensation for their services as such.

Section 8. Resignation and Removal. Any officer may resign at any time by giving written notice to the Secretary of TRIO. Any officer may be removed by a two-thirds vote of the members of the Board of Directors present at any regular or special meeting at which a quorum is present, for such reasons and in accordance with such

procedures as the Board of Directors, in their sole discretion, shall determine while acting on the basis of reasonable and consistent criteria, with the objective of advancing the best interests of the Corporation.

ARTICLE IX: NOMINATIONS AND ELECTIONS OF DIRECTORS-AT-LARGE

Section 1. Nominations. A Nominating Committee of five members, including at least two members of the Board of Directors, shall be appointed by the President. The Committee shall be responsible for nominating candidates for the Directors-at-Large positions.

- A. The committee shall notify all TRIO members in order to solicit names of persons interested in serving as Directors-at-Large. Names shall be submitted to the Committee no later than the date established in the policies and procedures of the Board of Directors. The Committee shall consider the qualifications of all candidates proposed by members of TRIO or by the Nominating Committee.
- B. The Nominating Committee shall submit at least one name beyond the number of Directors-at-Large to be elected each year. Nominees for the position of Directors-at-Large must be members of TRIO.

Section 2. Elections. The following procedures shall be used in conducting elections of Directors-at-Large:

- A. Election of one third of the Directors-at-Large shall be conducted by mail ballot of the current membership each year by a specific date and process adopted by the Board of Directors as part of its policy and procedures. A plurality vote shall elect. The results shall be announced at the TRIO Annual Meeting. In case of a tie for any positions, the election shall be decided by lot at the TRIO Annual Meeting.

Section 3. Term of Office. Directors-at-Large shall serve for a term of three years or until their successors are elected. No individual may serve as a Director-at-Large for more than two consecutive terms.

Section 4. Vacancies. Any vacancy in the position of Director-at-Large shall be filled by the TRIO Board of Directors for the unexpired term.

ARTICLE X: MEMBERSHIP MEETINGS

Section 1. TRIO Annual Meeting. A TRIO Annual Meeting shall be held at a time and place determined by the Board of Directors for the purpose of receiving reports and transacting such other business as may properly come before the members.

Section 2. Notice. Written notice stating the time, date and place of the TRIO Annual Meeting shall be mailed or sent by electronic means to the last recorded address of each member at least 30 days prior to the meeting. The official notice of the TRIO Annual Meeting may be given instead in TRIO's official publication, provided the prescribed time for such notice is met.

Section 3. Voting Body. The voting body at a TRIO Annual Meeting shall be composed of delegate representation from each Chapter in good standing, and members-at-large in good standing from each defined TRIO region as provided below.

Delegate representation from each Chapter shall include one delegate for every twenty (20) members in good standing or major fraction thereof recorded with the Secretary of TRIO, as of a date determined by Board of Directors policies and procedures. Delegates shall be selected according to Chapter bylaws or policy. There shall be a minimum of one delegate from each chartered Chapter.

At-Large members' delegate representation from each region shall include one delegate for each twenty (20) at-large members or major fraction thereof, recorded as of a date and procedure determined by the Board of Directors as part of its policy and procedures. In each region with at least one Member-at-Large, there shall be a minimum of one delegate.

Section 4. Quorum. The quorum at any TRIO Annual Meeting shall be a majority of the delegates who have been registered with the Secretary of TRIO as in attendance.

Section 5. Special Meetings. Special meetings of the membership may be called at the direction of the President and shall be called at the request of a majority of the directors, or at the request of one-third of the Chapters in good standing, to be held at such time, date and place as shall be designated in the meeting notice which must be sent with a minimum of 5 days notice.

Section 6. Postponement or Cancellation. In the event of a national or other emergency, the Board of Directors, by two-thirds vote in session or by mail, telephone conference, or electronic means, may postpone or cancel a TRIO Annual Meeting. All members shall be notified of the postponement or cancellation and the election shall be announced in the official publication of TRIO.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Composition. Not less than twelve nor more than thirteen shall constitute the Board of Directors.

- A. Members of the Board of Directors from which the President, Vice-President, Secretary and Treasurer are elected shall be as listed below:
 1. Not more than eleven (11) Directors-at-Large
 2. Chairperson of the Chapter Council
 3. The Immediate Past President for one year after leaving office.

Section 2. Duties. The governance and management of TRIO shall be vested in its Board of Directors, who shall provide oversight and the policy direction of TRIO. The Board of Directors shall adopt such rules and regulations for the conduct of its business, as shall be deemed advisable insofar as authority is not inconsistent with the Articles of Incorporation or Bylaws of TROI or to any applicable law.

Section 3. Meetings.

- A. Regular Meetings: A minimum of four regular meetings of the Board of Directors shall be held each year. Regular meetings shall be scheduled at specified intervals to be decided by the Board of Directors.
- B. Special Meetings: Special meetings of the Board of Directors may be called by the President or upon request of a majority of the directors to be held a such time, date and place as shall be designated in the meeting notice with a minimum of 5 days notice.
- C. Means: Meetings may be conducted by telephone or electronic conference or similar communications equipment by means of which all Directors participating in the meeting can communicate with each other.

- D. Notice of the time, agenda, date and place of any regular meeting of the Board of Directors shall be given at least twenty-one (21) days prior to the meeting by mail, telephone, or other electronic communication. Five days prior notice shall be required for special meetings of the Board of Directors, except in the case of an urgent electronic conference meeting.

Section 4. Manner of Acting. The act of a majority of Directors, at a meeting at which a quorum is present, shall be the act of the Board of Directors. Each member of the Board shall be entitled to one vote. There shall be no proxy voting. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid, if subsequently confirmed by the Board of Directors, in conformance with the voting and quorum requirements previously stated.

- A. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all Directors and filed with the Secretary of TRIO.

Section 5. Quorum. Forty percent (40%) of the Directors in office shall constitute a quorum for conducting the official business of TRIO.

Section 6. Vacancies. Vacancies in the Board shall be filled as provided for each category in the corresponding sections of these bylaws.

Section 7. Resignation/Removal

- A. Any Director may resign at any time by notice to the Secretary of TRIO.
- B. Any Director may be removed by two-thirds vote of the Directors in office at a regular or special meeting at which a quorum is present, for such reasons and in accordance with such procedures as the Board, in its sole discretion, shall determine while acting on the basis of reasonable and consistent criteria with the objective of advancing the best interests of the Corporation.
- C. Any Director who misses three consecutive meetings of the Board of Directors without excuse may be removed from the Board of Directors.

Section 8. Compensation. Directors shall not receive any compensation for their services as such.

Section 9. Procedure. The Board of Directors may adopt its own policies, rules and procedures, which shall be consistent with these Bylaws.

Section 10. Annual Report to Membership. The Board of Directors shall present a report summarizing the activities of TRIO during the current or most recently ended fiscal year to the membership.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the Executive Committee shall be the President as Chairperson, the Vice-President, the Secretary, the Treasurer, the Chairperson of the Chapter Council and the Immediate Past President. The Executive Director, unless excused, shall attend all meetings of the Executive Committee in a non-voting capacity.

Section 2. Duties. The executive Committee shall:

- A. Exercise the authority of the Board of Directors when it is not in session and conduct the overall management of TRIO, subject to these bylaws or to Board of Directors' resolution.
- B. Provide direct policy and oversight to the Executive Director, when the Board is not in session.
- C. Conduct any business that may be referred to it by the Board of Directors.

Section 3. Meetings. The Executive Committee shall meet at the discretion of the President. The fiscal authority of the Executive Committee shall be defined to be within the limits of the annual budget approved by the Board of Directors. Meetings may be held by electronic or telephonic means by which all persons participating in the meeting can communicate with each other.

Section 4. Quorum. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the manner of acting provisions shall be the same as specified in Article XI, Section 5 of the bylaws.

Section 5. Reports. The Executive Committee shall submit minutes of all its meetings to the Board of Directors.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees

- A. The Standing Committees of TRIO shall be: Finance and Budget, Communications, Development, Membership/Chapter Development, Nominating, Public Policy, Strategic Planning and Annual Meeting.
- B. All committee Chairpersons shall be appointed by the President. Each committee Chairperson shall appoint members to the committee in consultation with the President of TRIO.
- C. Composition. Standing Committees may have members from the Board of Directors and member of TRIO.
- D. Ex-Officio Committee Members:
 1. The President of TRIO shall be an ex-officio member of all committees.
 2. The Chairperson of each standing committee shall be an ex-officio member of all subcommittees within the respective committee.
- E. The term for committee members shall be one year or until their successors are appointed. There is no limit on the number of terms a committee member may serve on the same committee.

Section 2. Finance and Budget Committee:

- A. The committee shall evaluate TRIO's ability to manage fiscal and accounting functions, and work with the Development Committee to set adequate TRIO funding goals.
- B. The committee shall prepare the TRIO proposed annual budget, in consultation with the Executive Director, to be presented to the Board of Directors.

Section 3. Development Committee:

- A. The committee shall work with the Finance and Budget Committee to develop a financial plan for TRIO, working with the Executive Director and

subject to the approval of the Board of Directors, and shall function as the fundraising arm of the Board of Directors.

- B. The committee shall develop and execute a business plan for fundraising in consultation with the Strategic Planning Committee and Executive Director, subject to the approval of the Board of Directors.

Section 4. Communications Committee. The Committee shall be responsible for overseeing TRIO publications and lead Board of Directors' efforts to enhance all type of TRIO communications.

Section 5. Chapter/Membership Development Committee

- A. The committee shall lead the Board of Directors' efforts in increasing membership by developing new Chapters and recommending Chapters for incorporation and chartering.
- B. The committee shall promote education programs.
- C. The committee shall work with the Chapter Council to help Chapters and to increase membership.
- D. Sub-Committees shall include Scholarship and Donor Family.

Section 6. Nominating Committee

- A. Composition. The nominating committee shall be composed of five members to be selected as provided in Article IX, Section 1 of these bylaws.
- B. In addition to the nominating duties of the committee described in Article IX, it shall:
 - 1. Lead the Board of Directors in identifying the type of members needed for the TROI Board of Directors.
 - 2. Recruit and propose new Directors for election by the TRO membership or, in the case of vacancies, for appointment by the Board of Directors.
 - 3. Nominate candidates for President, Vice-President, Treasurer, and Secretary for election by the Board of Directors at its first session.

Section 7. Public Policy Committee

- A. The committee shall keep the Board of Directors informed of legislation and policy, pending before the U.S. and state legislatures, regulatory bodies and international bodies, which is of interest to TRIO and they shall develop proposed responses or plans of action for the Board of Directors and Executive Committee to consider.
- B. Time permitting, the committee shall use its best efforts to survey Chapters, before recommending public policy or legislative positions that may be controversial.

Section 8. Strategic Planning Committee. The committee shall coordinate TRIO's strategic planning process, by developing TRIO's goals and objectives.

Section 9. Additional Duties and Committees. The Board of Directors may assign additional duties to any standing committee and may appoint additional standing committees, as needed.

Section 10. Ad Hoc Committees. Ad Hoc committees may be created, as necessary, by the President.

ARTICLE XIV. EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Executive Director shall be appointed by the TRIO Board of Directors and shall be paid a salary and benefits recommended by the Executive Committee and approved by the Board of Directors. The Executive Director shall be responsible for administering and implementing the business of TRIO to accomplish its mission, reporting to the Executive Committee and subject to oversight of the Board of Directors.

- A. The Executive Director shall serve as an ex-officio member of the Board of Directors. The Executive Director shall be counted for quorum purposes.
- B. The Executive Director shall direct and perform such other duties as stated in the bylaws, policy and procedures, and as directed by the TRIO Board of Directors.

ARTICLE XV. PUBLICATIONS

The name of the official publication of TRIO shall be LIFELINES.

- A. The purpose of LIFELINES shall be to:
 1. Promote the purposes and objectives of TRIO
 2. Exchange information on Chapter activities.
 3. Inform the members of the progress of the work of the Board and Committees.
 4. Provide TRIO members with current information on developments relevant to transplantation.
 5. Additional publications may be authorized by the Board of Directors.
- B. The names of TRIO publications may be changed by the Board of Directors.

ARTICLE XVI: INDEMNIFICATION AND LIABILITY

Section 1. Limitation of Liability. A director or officer of TRIO shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his role as such director or officer; provided, however, that this provision shall not eliminate or limit the liability of a director or officer to the extent that such elimination or limitation of liability is expressly prohibited under laws of the Commonwealth of Pennsylvania, as from time to time amended.

Section 2. Indemnification. TRIO shall indemnify directors and officers against all reasonable expenses incurred by them in defending claims made or suits brought against them as directors or officers and against all liability in such suits, including any civil, criminal, administrative or investigative action, arising from any action taken, or failure to take any action, as such directors or officers, both with respect to third party actions, as well as derivative action by or in the right of TRIO, unless otherwise prohibited by Pennsylvania law, as from time to time amended. Such indemnification shall extend to the payment of judgments against such directors and officers and to the reimbursement of amounts paid in settlement of such claims or actions, and may apply to judgments in favor of the Corporation or amounts paid in settlement to the Corporation.

Section 3. Employees and Agents. The Board of Directors of TRIO, in its discretion, shall have the power to indemnify any employees or agents of the Corporation against all reasonable expenses incurred by them in defending claims made or suits brought against them as employees or agents and against all liability in such suits, including any civil, criminal, administrative or investigative action arising from any action taken, or failure to take any action as such employees or agents, both with respect to the third party actions as well as derivative actions by or in the right of TRIO, unless otherwise prohibited by Pennsylvania law, as from time

to time amended. Such indemnification shall extend to the payment of judgments against such employees or agents and to the reimbursement of amounts paid in settlement of such claims or actions, and may apply to judgments in favor of the Corporation or amounts paid in settlement to the Corporation.

Section 4. Counsel Fees and Expenses. The indemnification provided for in this Article shall also extend to the payment of counsel fees and expenses of suit of directors, officers, employees or agents in such suits, and the Board of Directors shall have the power to advance such fees and expenses to the full extent authorized by Pennsylvania law, as from time to time mended.

Section 5. Insurance. The Board of Directors of TRIO has the authority to purchase insurance on behalf of any director, officer, employee, agent or any other person acting as a representative of the Corporation or any affiliated institution, against any liability asserted against him and incurred by him in any such capacity arising out of his status as such.

Section 6. Contract. The provisions of this Article shall be deemed to be a contract with each of TRIO's directors and officers, who serve as such at any time during which such provisions are in effect.

ARTICLE XVII: GENERAL PROVISIONS

Section 1. Non-Discrimination. In administering its affairs, TRIO shall not discriminate against any person on the basis of race, creed, color, sexual orientation, national or ethnic origin, sex, age, or physical disability.

Section 2. Notice and Mailings. Whenever written notice is required by statute or by terms of these bylaws, said notice shall be deemed to have been given upon deposit in the U.S. Mail, or sent by electronic means. Nomination ballots, election slates and other documents, to be mailed in accordance with the terms of these bylaws, will be deemed to have been properly mailed upon deposit in the U.S. Mail or sent by electronic means.

ARTICLE XVII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, as amended from time to time, shall govern the proceedings of TRIO in all cases in which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order adopted by TRIO or any applicable statutes.

ARTICLE XIX: AMENDMENTS

These bylaws may be amended by a majority of those present and voting at the TRIO Annual Meeting or other meeting held for this purpose provided that the amendment or amendments:

- A. Shall have been submitted to the Board of Directors for review at least forty-five (45) days prior to the meeting, where said amendments will be considered.
- B. Shall have been submitted to the members via the official TRIO publication, by direct mail, or electronic means at least thirty (30) days prior to the meeting where said amendments will be considered.