

DignityUSA Bylaws

A concerned member requested a clarification regarding the process and meeting current bylaw requirements, which we are now providing to our members.

DignityUSA's Board of Directors voted on November 8, 2018 to submit proposed amended bylaws for consideration at the July 2019 Membership meeting, and for a vote by the membership following that meeting.

The DignityUSA Board of Directors voted on February 23, 2019 to submit the following proposed revised bylaws to the membership for review at the July 2019 Membership meeting, and for a vote following that meeting.

ARTICLE I. NAME.

The legal name of this Non-Profit Corporation is **Dignity, Inc.** and since it commonly uses the assumed names of Dignity and **DignityUSA**, it is hereinafter usually referred to as **DignityUSA**.

ARTICLE II. INCORPORATION.

- A. DignityUSA or Dignity Inc. is organized under the laws of the District of Columbia. It shall designate a person to serve as the registered agent for the District of Columbia. The board may change the agent from time to time.
- B. Neither the location of its principal offices, nor the meetings of its Board of Directors or Membership need to occur within Washington, DC.
- C. DignityUSA is established and shall operate exclusively for religious, educational, and charitable purposes. In accordance with IRS Publication 557 Section 501(c)(3) of the United States Internal Revenue Code of 1986, herein referred to as the Nonprofit Code, Dignity shall maintain a tax-exempt status.

ARTICLE III. STATEMENT OF POSITION AND PURPOSE

Section 3.01: BELIEFS

We believe that gay, lesbian, bisexual, transgender, queer, and intersex Catholics in our diversity are members of Christ's mystical body, numbered among the People of God. We have an inherent dignity because God created us, Christ died for us, and the Holy Spirit sanctified us in Baptism, making us temples of the Spirit, and channels through which God's love becomes visible. Because of this, it is our right, our privilege, and our duty to live the sacramental life of the Church, so that we might become more powerful instruments of God's love working among all people.

We believe that gay, lesbian, bisexual, transgender, queer, and intersex persons can express their sexuality and gender identities and expressions in a manner that is consonant with Christ's teaching. We believe that we can express our sexuality physically, in a unitive manner that is loving, life-giving, and life-affirming. We believe that all sexuality should be exercised in an ethically responsible and unselfish way. We believe that our transgender and queer communities can express their core identities in a sincere, affirming and authentic manner.

Section 3.02: PURPOSE

DignityUSA is organized to unite gay, lesbian, bisexual, transgender, queer, and intersex Catholics, as well as our families, friends and loved ones in order to develop leadership, and be an instrument through which we may be heard by and promote reform in the Church.

To be such an organization, we accept our responsibilities to the Church, to our Catholic heritage, to society, and to individual gay, lesbian, bisexual, transgender, queer, and intersex Catholics.

- A. To the Church: We work for the development of sexual and gender theology leading to the reform of its teachings and practices regarding human sexuality, gender identities, and gender expressions, and for the acceptance of gay, lesbian, bisexual, transgender, queer, and intersex people as full and equal members of the one Christ.
- B. To Society: We work for justice and equality through education and by supporting social and legal reforms.
- C. To Individual Gay, Lesbian, Bisexual, Transgender, Queer and Intersex Catholics: We reinforce their sense of self-acceptance and dignity and encourage full participation in the life of the Church and society.

Section 3.03 ACTIVITIES

As members of Dignity, we promote causes of interest to gay, lesbian, bisexual, transgender, queer, and intersex Catholics. We have five primary areas of concern and commitment:

- A. Spiritual Development: We strive to achieve Christian maturity through the sacraments, Scripture, prayer, an active love of neighbor as ourselves, and liturgical celebrations, especially the Mass.
- B. Education: We inform ourselves in all matters of faith and of interest to our communities, so that we may grow in maturity and may nurture fulfilling lives in which our sexuality, gender identities, gender expressions and spirituality are integrated.
- C. Social Justice: As Catholics and members of society, we involve ourselves in those actions that bring the love of Christ to others and provide the basis of social reform in the Church and society. We are actively involved with:
 - 1. Individuals: We lead a life of service to ourselves and others, rendering visible the love of Christ and assisting in the creation of love centered communities.
 - 2. Gay, Lesbian, Bisexual, Transgender, Queer, and Intersex Groups: We work with a variety of other groups to seek justice for all persons and to promote a sense of solidarity within the communities.
 - 3. Religious and Secular Groups: We work with many groups and organizations so that their members might better understand gay, lesbian, bisexual, transgender, queer, and intersex persons and thus recognize and eliminate present injustices.
 - 4. Health Care: We work to promote equal access and justice in all areas of health care and healing.
 - 5. Women's Justice Issues: We strive to eradicate sexism and patriarchy in all areas of Church and secular life so that women, both cisgender and transgender, are wholly included, accepted, and welcome.

- D. Equality Issues: We dedicate ourselves to develop the potential of all persons to become more fully human. To do this, we work toward the eradication of all constraints on our personhood based on the ascribed social roles of women and men, transgender and queer persons to promote inclusivity in all areas of liturgical and community life.
- E. Social Events: We provide activities of a social and recreational nature in an atmosphere where friendships can develop and mature, and where our sense of self-acceptance and dignity is affirmed.

ARTICLE IV. MEMBERSHIP.

Section 4.01 MEMBERSHIP ELIGIBILITY

All members of DignityUSA, both individual and communal, shall endorse the Statement of Position and Purpose of DignityUSA, and shall do nothing to jeopardize these values, the legal incorporation or tax-exempt status of the organization. Violation of these requirements may lead to termination of Membership by the Board, with regard for due process. The Board shall have the authority to establish and refine categories of membership.

Section 4.02 CATEGORIES OF MEMBERSHIP

A. Voting Members

1. A Regular Member is any individual who pays any required dues, and shall have the Rights of Members granted within these Bylaws, including the right to vote on all matters brought before DignityUSA.
2. A Chartered Chapter is an affiliation of Regular Members that has been granted Chartered Chapter status by the Board. Each Chartered Chapter shall have two (2) votes granted in these Bylaws. Chapters shall not be used in applying any quorum requirements.
3. A Caucus is a group of Regular Members who unite to discuss and promote shared interests and is granted Caucus status by the Board. Each caucus shall have two (2) votes. Caucuses shall not be used in applying any quorum requirements.
4. Perpetual members are those designated by the Board as Regular Members whose financial support has reached a significant level so that annual dues have been

waived in perpetuity. These Members have all the voting rights of Regular Members.

B. Non-Voting members

These Members shall enjoy Membership status but shall not have the right to vote in DignityUSA matters; nor shall they be counted in determining a quorum.

1. Organizational Members shall be any organization that endorses the Statement of Position and Purpose of DignityUSA and pays the dues established for Organizational Membership. These members shall have the right to participate in the discussion of all matters brought before the Membership of DignityUSA.
2. Honorary Members shall be any person(s) granted such status by the Board for outstanding contributions in support of DignityUSA's mission and ministry and the advancement of Lesbian, Gay, Bisexual, Transgender, Queer and Intersex causes. Honorary Members shall be exempt from the payment of dues.

C. Responsibility and authority of Membership

All voting members and voting communities shall have the responsibility and authority to vote in the following matters:

1. Election of Directors except those Directors who are Board-elected;
2. Election of the President and Vice President of DignityUSA;
3. Recall of a Director, including Officers;
4. Amendments to the Statement of Purpose and Position;
5. Rescinding of an action of the Board of Directors;
6. Bylaw amendments.

D. Availability of Membership Lists.

DignityUSA Membership Lists are not available for copying or distribution.

ARTICLE V. MEMBERSHIP MEETINGS.

Section 5.01 ANNUAL MEETINGS

DignityUSA Membership shall meet annually. In years when there is a DignityUSA Conference, the meeting shall occur during the Conference. On years when there is no Conference, the meeting shall be conducted with a technology chosen by the Board to maximize participation of Members. The Board shall determine the date, time and frequency of Conferences and

Membership Meetings. Notice of this Meeting shall be sent to Members a minimum of ninety (90) days prior to the gathering.

- A. At the annual meeting, the Board of Directors shall present to the Membership information and reports on status, finances and the current priorities of DignityUSA.
- B. Participants shall express themselves on any matters of importance to them.
- C. Failure to hold the annual meeting does not invalidate DignityUSA's existence or affect any otherwise valid corporate acts.
- D. To provide optimal access, all meetings and all voting described in these bylaws may occur in person and/or by electronic means.

Section 5.02 SPECIAL MEETINGS.

The Board may schedule special Membership Meetings at locations throughout the country facilitated by the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.01 FUNCTION OF THE DIRECTORS.

The governing body of DignityUSA shall be a Board of Directors (the Board), which shall determine all matters of policy in accord with the provisions of DignityUSA's Articles of Incorporation, these Bylaws, and the Nonprofit Code. Each Director, except where defined in these Bylaws, shall have one vote on all matters brought before the Board. No proxy votes are allowed.

Section 6.02 COMPOSITION.

The Board of Directors shall consist of a minimum of nine (i.e. four officers and five Directors) and a maximum of seventeen (i.e. four officers and thirteen Directors) people whose terms are staggered to assure continuity. The Executive Director of DignityUSA serves as an *ex officio* member of the Board. No other employee of DignityUSA may be a member of the Board of Directors.

- A. Any Member in good standing of DignityUSA, i.e., one who actively supports the Statement of Position and Purpose, (see Article III) and maintains current membership dues, is eligible to run for a position of Director.
- B. President and Vice President shall be elected as a slate by all DignityUSA voting Members (see 4.02.A) in a national election. In all situations, gender diversity of this slate should be a guiding principle, unless no viable candidate is identified or agrees to

assume this role. In the event that there is only one nominee for President, and that nominee can find no one who is available for Vice President or who also meets the gender diversity requirement, the Board, by a two-thirds vote, may allow the Presidential nominee to run with no Vice President nominee to fill the slate. This exception shall be granted to allow the national election to occur in a timely manner. The Board of Directors shall fill the position of Vice President, providing for gender diversity, by the end of the calendar year (December 31) of the vote.

- C. Both the Secretary and Treasurer shall be nominated by the President-elect and Vice President-elect and elected by the Board of Directors. Neither position requires previous Director status, but may be chosen from Regular or perpetual Members.
- D. Directors eligible to vote during a meeting are those who have been elected by DignityUSA Membership or the Board of Directors prior to the beginning of the meeting.

Section 6.03 TERMS OF OFFICE, REPLACEMENT OF DIRECTORS.

- A. All Directors terms shall follow the fiscal year, beginning on October 1 and concluding September 30 two years later unless otherwise stated in these Bylaws.
- B. Directors may serve a maximum of four consecutive two-year terms in any single capacity. The President, Vice-President, Secretary and Treasurer will be elected in odd-numbered years. These four (4) members shall serve as the Board's Executive Committee along with the Executive Director in this person's capacity as an ex officio member of the Board of Directors.
- C. The minimum of five (5) Directors-at-large shall be elected by a vote of all voting Members in a national election; these terms of service may be staggered. To provide continuity and to maximize the number of Member-elected positions, directors' terms may be staggered with approximately half of the seats open annually for election.
- D. The number of Board-elected, voting Directors shall always be less than the number of Directors elected by Membership. Up to six (6) Directors may be elected by a simple majority of the Board to ensure diversity and continuity, to fill vacancies, and to meet special needs of the organization. Those Directors elected by the Board shall serve until the end of an unexpired term or until the end of the first full fiscal year in which they were Board-elected, the fiscal year being October 1 through September 30.

- E. When votes are taken, should there be an unanticipated and short-term majority of Board-elected members, the Board-elected Director with least service shall abstain from voting.
- F. In the event of a vacancy in the role of President, the Vice-President shall assume the office of President.
- G. If the offices of the President and Vice-president are both vacant, the Board of Directors, by a simple majority vote, may appoint a Regular Member to complete the remainder of the term of President.
- H. The current president and Vice-president shall remain in office, even if term-limited, until their successors are properly elected or until they resign or are recalled.
- I. In the case of a vacancy of a member-elected Officer or Director for whatever reason, including the unavailability of anybody to run for election to any of these positions, the Board by a simple majority vote may appoint a Regular member to complete the remainder of the term.
- J. If a director moves into the role of President, Vice President, Treasurer or Secretary (Executive Office) prior to the completion of their term, a Director shall be nominated by the President-elect and Vice President-elect, for endorsement by a simple majority of the Board to complete that unexpired term.
- K. Members of the Board may resign or be recalled as provided in these bylaws.

Section 6.04 RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

Except for those matters reserved explicitly for Membership, the Board has full authority to conduct all business of DignityUSA, subject to applicable laws, the Articles of Incorporation and these Bylaws. In addition, the Board shall:

- A. Have authority to establish rules, regulations and/or procedures consistent with these bylaws to govern its organization and procedures.
- B. Have the responsibility to set an annual budget and allocate funding for all actions of DignityUSA.
- C. Have the authority to direct the President, by a two-thirds vote of the Board to call for Special Meetings of its Members.
- D. Have the authority to name Perpetual, Honorary and Organizational Members with the rights and voting privileges described in 4.02.A & B.
- E. Have the authority to appoint the personnel of DignityUSA, define the responsibilities of these positions and fix compensation; as well as to terminate.
- F. Provide direction to the Executive Director.

- G. Have the authority to issue Chapter Charters and Caucus designation or to revoke or suspend a Chapter Charter and Caucus designation.
- H. Create procedures for the conduct of matters assigned to it by these Bylaws.
- I. Have the authority to establish Membership dues and applicable classifications of Membership and organizational dues, i.e., couples, family, etc.
- J. Support the financial health of the organization.

Section 6.05 MEETINGS OF THE BOARD OF DIRECTORS.

- A. The Board shall hold a minimum of two regular meetings each fiscal year. They may be either in person or by electronic means.
- B. The Board may also hold special meetings, called according to the procedures established by the Board for its optimal functioning.
- C. Unless contrary to the Articles of Incorporation, the Nonprofit Code or these Bylaws, the Board may hold other fixed meetings.
- D. A quorum is reached for all Board Meetings when a simple majority (half plus one) of Board Members participate.
- E. Unless otherwise specified, a simple majority of votes shall determine the outcome of the motion when all votes cast equal or exceed the quorum.
- F. The Secretary shall create an accurate record of the Board meeting as the official transaction of the Board.

Section 6.06 COMPENSATION.

No member of the Board of Directors shall receive a salary from DignityUSA, but may be reimbursed for out of pocket expenses related to performing Board duties.

ARTICLE VII. BOARD COMMITTEES.

The Board may establish committees: standing, special and advisory, to facilitate the work of DignityUSA. Board committees shall have at least one Director and may include Members in good standing who have the interest, time and talents to engage in the work. Directors may be appointed or self-selected for committees, again based on the interest and talents of each and the needs of DignityUSA. The president shall be an *ex officio* voting member of all committees. All committee meetings may take place in person or electronically. All terms for committee members shall be until September 30, the end of DignityUSA's fiscal year, unless otherwise warranted. No committee shall have final decision-making power, but shall present recommendations based on their work to the entire Board for action. No Committee Member shall be compensated for their service, except to cover out of pocket expenses incurred in their

work as DignityUSA committee member. Nominations, Elections and Conference Committees are established as standing committees of the DignityUSA Board.

Section 7.01 NOMINATIONS COMMITTEE.

- A. The Board shall annually appoint a Nominations Committee, consisting of a minimum of three Members, one of which must be a Director. No Board Member with or without Director status who is seeking election, shall serve on this committee. The committee shall seek out the needed talent, skills and leadership qualities within the Membership and provide nominations for candidates for elections to the Board of Directors. They shall seek the widest representation of Membership including but not limited to:
 - 1. Geographic location
 - 2. Diversity of gender identity and sexual orientation
 - 3. Cultural, racial and language variety
 - 4. Both affiliated and non-affiliated with a local chapter.
- B. The committee is tasked not only with surfacing talent for Directors of the Board, but in odd-numbered years, also for the President and Vice-president of DignityUSA.
- C. The Nominations Committee shall not endorse any candidate for any office.
- D. Compliant with the established time line, the committee shall ensure that all candidates have submitted their applications to the Elections Committee for timely execution of the election process.

Section 7.02 ELECTIONS COMMITTEE.

- A. Annually the Board shall appoint an Elections Committee, consisting of a minimum of three Regular members. No Board Member whether Officer or Director status seeking election shall serve on this committee.
- B. The Committee shall establish a ballot from the nominations, and publicize the qualifications of each candidate.
- C. Candidate statements as well as actual ballots shall be available both in written and electronic form.
- D. All voting members whose start of Membership is at least thirty (30) days prior to the start of the balloting shall have the right to vote according to the rules established in these Bylaws.
- E. The Board of Directors shall annually establish the dates for the election of Member-elected Directors, and the President/Vice President slate to occur three to six (3-6) months prior to the close of the fiscal year.

- F. The counting of the ballots shall take place in the presence of at least three persons. If there is a tie vote, the Committee will notify the Board who will vote to break the tie.
- G. Although the annual purpose of the Committee is the election of new Directors, this Committee shall also be responsible for all voting processes of Membership. In all matters, the committee shall assure that both paper and electronic means of voting are available; that the established timeline for voting is followed; and that a minimum of three persons counts the actual ballots.

Section 7.03 NATIONAL CONFERENCE COMMITTEE

This committee's responsibilities are detailed in ARTICLE IX. THE NATIONAL CONFERENCE, Section 9.03.

ARTICLE VIII. CONDUCT OF OTHER BUSINESS AND RELATED VOTING

Section 8.01 RECALL OF A DIRECTOR.

A. Removal Initiated by Membership

A Director may be removed from office for 'cause', i.e., any conduct or action considered to be in violation of the Statement of Purpose and Position, the Articles of Incorporation, the Nonprofit Code or these Bylaws. The recall shall occur according to the procedures established by the Board of Directors and in accordance with the following.

1. A written complaint stating the 'cause', as defined above, and requesting the recall of a Director and/or Officer shall be submitted to the Board Secretary either by a vote of the Board or by fifteen (15) percent of individual Voting Members representing at least twenty (20) percent of all voting groups.
2. The Board by a two-thirds (2/3) vote shall decline any request for recall of a Director based on unfounded, inaccurate or disparaging material. The Secretary shall communicate the decision of the Board in writing to the Members seeking the recall.
3. Pending the resolution of the complaint, the Board of Directors, by a two-thirds (2/3) vote, shall have the right to suspend the Director/Officer until the completion of the recall process.
4. Within thirty (30) days of the receipt of recall motion and certification of the complaint by the Board Secretary or other designee appointed by the Board, the Election

Committee shall provide to the voting members candidate statements or pro and con statements along with a ballot for the recall. All votes shall be submitted thirty (30) days from the ballot being sent.

5. The Election Committee shall report the results to the Membership within twenty-one (21) days of the close of balloting, with a two-thirds (2/3) majority of those voting necessary for adoption of the recall.

B. Removal by the Board of Directors

The Board of Directors, by an affirmative three quarters (3/4) vote may remove a director for cause. For cause is defined as:

1. Inability to meet one's board member responsibilities for any reason, or
2. Three or more unexcused absences from Board meetings in a fiscal year, or
3. Documented misconduct that affects the integrity of the Board and its ability to conduct business.

Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. No director shall be removed without the opportunity to be heard prior to the proposed action, but no formal procedure needs to be followed.

Section 8.02 RESCINDING A DECISION OF THE BOARD.

The process for rescinding a decision of the Board parallels that for removal of a Director/officer.

- A. A written motion or complaint to rescind a decision of the Board shall be sent to the Board Secretary by fifteen (15) percent of the voting Members no later than one hundred twenty (120) days after the decision is made known to Membership.
- B. The Board shall suspend, where possible, the decision in question until voting is complete.
- C. Within thirty (30) days of the motion's receipt and certification, the Election Committee shall submit to voting Members a ballot. All votes shall be submitted thirty (30) days from the ballot being sent.
- D. The Election Committee shall report the results to the Membership within twenty-one (21) days of the close of balloting, with a two-thirds (2/3) majority of those voting needed for adoption.

ARTICLE IX. NATIONAL CONFERENCE

Section 9.01 PURPOSE.

The National Conference of DignityUSA is established to: a) foster and enrich the organization's learning and engagement with its Mission and Statement of Position & Purpose; b) build and strengthen community across all generations, locales, backgrounds and experiences of the DignityUSA family; and c) provide guidance and direction for current and future initiatives and activities.

Section 9.02 TIMING AND BOARD DISCRETION.

- A. The National Conference is conducted biennially at a time and place confirmed by the Board of Directors, with the assistance and guidance of the National Conference Committee (NCC) and site consultations. During a National Conference, the next Conference site and dates shall be confirmed and promoted, assuming the Board in consultation with the National Conference Committee have agreed to conduct this next Conference.
- B. The Board of Directors has the option to choose not to conduct, or to defer, a National Conference, based on rigorous consultations with the NCC and in response to overall financial, environmental or organizational issues suggesting a deferment of the two-year cycle.

Section 9.03 NATIONAL CONFERENCE COMMITTEE.

The National Conference Committee is established as a standing committee of DignityUSA with the responsibility of assisting the Board of Directors in the oversight, planning and conducting of the National Conference. The Board of Directors is responsible for the oversight of the NCC in support of ensuring the Committee has the talent, experience and resources required to be successful.

Section 9.04 BUDGET AND FINANCIAL OVERSIGHT.

The National Conference Committee shall prepare a budget for the National Conference and submit it to the Board of Directors for its approval no later than one year in advance of the next National Conference dates. DignityUSA has overall fiscal responsibility for the National Conference.

ARTICLE X. BYLAW AMENDMENTS

Section 10.01 THE AMENDMENT PROCESS

- A. Amendments to these Bylaws may be submitted to the Secretary of the Board
 1. By motion of the Board of Directors or
 2. By ten (15) percent of the individual voting Members representing at least twenty (20) percent of the groups eligible to vote, i.e., chapters, caucuses.
- B. No proposed amendment changes shall be accepted that:

1. Provide that some Members have different rights from other Members;
 2. Relate to the termination or suspension of Membership rights;
 3. Require change in the definition of 'cause' for the removal of a Director selected by Membership.
- C. When proposals are submitted by the required percentage of voting Members and groups, the Secretary shall inform the Board. Within fourteen (14) days, and using both electronic and/or paper media, the Secretary shall send the proposal to all voting members and provide thirty (30) days for comments from voting Members to be shared with all such Members. The same time frames shall be used for Board-initiated amendments.
- D. At the end of thirty days, the Board shall have fourteen (14) days to receive the comments and return them with the proposed Bylaws amendment to the Members for a vote. These additional comments and ballot shall be sent using both electronic, and paper media where requested. Comments will not be published if they contain spurious material or do not adhere to the guidelines in 10.01 B.
- E. Membership will then have thirty (30) days to study and vote in approval or opposition to the Amendment.
- F. The Elections Committee shall ascertain the voting results within fourteen (14) days of this deadline and provide that information to the Secretary. At such time the disposition of the Amendment shall be announced by the Secretary to the Board and to all voting members and groups. If change is approved, it shall become effective on the date of the announcement.

XI. INDEMNIFICATION.

Section 11.01. STATUTORY MANDATORY INDEMNIFICATION.

DignityUSA shall indemnify Board Officers and Directors for reasonable expenses after the successful resolution of legal proceedings undertaken because the Board Member was serving in an official DignityUSA capacity.

Section 11.02. ADDITIONAL INDEMNIFICATION.

- A. Indemnification may be available to members of the DignityUSA Board against liability incurred because of their official capacities if the individual:
1. Acted in good faith;
 2. Reasonably believed that the conduct was in the best interest of, or at least not opposed to the best interests of DignityUSA;
 3. In the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful;

4. In the case of an employee benefit plan, reasonably believed choices to be in the best interests of the beneficiaries.

B. Any such determination shall be made in accordance with the Nonprofit Code

1. By a simple majority vote of the disinterested Directors, i.e. those who are personally unaffected by the legal matter, at a duly called meeting with a quorum;
2. By appointed legal counsel if there are no disinterested Directors, to determine if indemnification is permissible because the Board Member meets the standard of conduct in these bylaws and the Nonprofit Code;
3. By a vote of the Board at a duly called meeting when there is a quorum present;
4. By a court of competent jurisdiction, if so requested by the Board.

C. The termination of proceedings resulting in a judgement, order, settlement or conviction, or upon a plea of *nolo condendere* does not determine that the Board Member failed to meet the standards of conduct described in 8.02.A.; therefore the Board may decide whether to indemnify in these legal determinations also.

D. The Board may not indemnify a Board Member if it is prohibited by law.

Section 11.03 ADVANCEMENT OF EXPENSES.

DignityUSA may advance funds to pay for or reimburse a Board Member who incurs expenses in proceeding arising because of their Board Membership. In making their request, the Board Member shall

- A. Provide a written statement signed by the applicant setting forth their belief that they have met the relevant standard of conduct described in these bylaws and the Nonprofit Code;
- B. Assume the obligation to repay DignityUSA the funds granted, if it is determined that they are not entitled to indemnification under these bylaws.

Section 11.04 SELECTION OF COUNSEL.

DignityUSA shall have the right to select attorneys and to approve any legal expenses incurred with any suit, action or proceeding to which indemnification applies. Unless DignityUSA waives this right, it shall not be required to indemnify any Board Member for expenses of counsel not selected by the President.

Section 11.05 NOT EXCLUSIVE RIGHT.

The indemnification provided by these bylaws shall not be exclusive of other rights already enjoyed by any Board Member and DignityUSA.

Section 11.06 SEVERABILITY.

Every provision of this Article XI shall be severable, and if any term or provision is invalid for whatever reason, such lack of validity shall not affect the validity of the remainder of this Article XI.

XII. ACCEPTANCE OF DONATIONS

Section 12.01 ADOPTION OF GUIDELINES.

The Board may establish guidelines governing the conditions under which DignityUSA will accept donations from the living as well as from testamentary sources, for use by DignityUSA at its own discretion to promote its tax-exempt Purposes (Article II).

Section 12.02 DONATIONS AND MAINTENANCE OF TAX EXEMPTION STATUS.

DignityUSA shall not accept any donation that is subject to conditions, expressed or implied, if reception of such funds would jeopardize DignityUSA's tax exempt status.

ARTICLE XIII. MISCELLANEOUS.

Section 13.01 Conflict of Interest

Because all DignityUSA Employees and members of the Board of Directors owe a duty of fidelity to DignityUSA, they shall be guided by this Conflict of Interest policy. As such these individuals shall:

- A. Manage their affairs to avoid situations that might lead to a conflict or even the appearance of a conflict between their self-interest and duty to DignityUSA.
- B. Disclose any material, financial or other beneficial interest, that might compromise the reputation or financial interests of DignityUSA.
- C. Disclose any transactions to DignityUSA that would result in any benefit to themselves, their immediate family, or any entity in which they hold a significant financial ownership or other interests.
- D. Maintain the highest ethical standards in conducting any and all of DignityUSA affairs. Annually sign a statement of commitment to this policy.

Section 13.02 MAINTENANCE OF TAX-EXEMPT STATUS.

- A. DignityUSA shall not carry on any activities impermissible:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent United States internal revenue law), the "Code," or
 2. By a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of a subsequent United States internal revenue law), the "Code."
- B. Upon termination, dissolution or final liquidation of DignityUSA in any manner or for any reason, its assets (if any) remaining after payment (or provision for payment) of all liabilities of DignityUSA shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent United States internal revenue law), the "Code," as the Board shall determine (by majority vote). Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation.
- C. In no event shall any such assets/property be distributed to any member, Director, or officer, or to any private individual.

Section 13.03 FISCAL YEAR.

The fiscal year of DignityUSA shall be the twelve-month period that begins October 1 and ends September 30 of the following year, unless otherwise designated by the Board.

Section 13.04 CORPORATE SEAL.

The Board of Directors shall provide a suitable seal, bearing the name of Dignity, Inc. which shall be in the charge of the Secretary. The Board may authorize one or more duplicate seals and decide who shall provide custody. If DignityUSA is required to place its corporate seal to a document, the word "Seal" shall be written adjacent to the signature of the person authorized to sign the document on behalf of DignityUSA.

Section 13.05 EXECUTION OF DOCUMENTS.

A person who holds more than one position in DignityUSA may not act in more than one capacity when the legal requirement to execute, acknowledge, or verify an instrument requires more than one officer.

Section 13.06 PARLIAMENTARY AUTHORITY.

The latest edition of Robert's Rules of Order shall govern in all matters not otherwise covered within these Bylaws.

CERTIFICATE OF CORPORATE SECRETARY

I, [Secretary Name], certify that I am the current duly-elected and acting Secretary of Dignity, Inc., also referred in these bylaws as DignityUSA, and that the above bylaws are adopted by both Regular Members and the Board of Directors on [Date] without amendments.

This revision shall supersede all prior versions of the bylaws previously approved including but not limited to those of 1/85; 8/85; 7/87; 8/89; 8/91; 4/93; 10/93; 8/99; 7/01; 8/09.

Executed on this [Date], day of [Month] in the County of [...] in the State of [...]

[Secretary Signature]

Duly-appointed National Secretary

[Apply Seal of Dignity, Inc.]