

**BYLAWS
OF
LIVE ON ORGAN DONATION, INC.**

**ARTICLE 1
NAME AND LOCATION**

- 1.1 The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Massachusetts, is **LIVE ON ORGAN DONATION, INC.** (hereinafter "**CORPORATION**").
- 1.2 The principal office of this Corporation shall be situated within or without of the State of Massachusetts as the Board of Directors may, from time to time, designate and as the business and affairs of the Corporation may require.

**ARTICLE 2
PURPOSE**

2.1 General Purpose

The Corporation is organized and operated for the following general purposes:

- (a) exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, including, for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such Section 501(c)(3).
- (b) to exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Massachusetts which are consistent with the preceding paragraph.

2.2 Specific Purpose

The specific purpose of the Corporation include but shall not be limited to:

- (a) operate and manage the Corporation and to use its resources and net proceeds to provide relief and support to recipients and living donors of organ transplant medical procedures, and to support other 501(c)(3) organizations related to the Corporation's mission towards providing relieve and support for organ transplant recipients and living donor; the method of raising funds by which to render such support shall come from charitable fund drives using different forms of outreach and public awareness.

- (b) solicit and receive contributions, grants, donations, gifts, bequests, devises and other sources of funding to promote the purposes of the Corporation;
- (c) accept, hold, invest, reinvest and/or administer any contributions, grants, donations, gifts, bequests and devises received for said purposes;
- (d) enter into agreements and arrangements with such other charitable organizations or groups as the Corporation shall determine to carry out any of the aforesaid purposes of the Corporation;
- (e) make distributions to organizations that carry out the purposes above should they qualify as public charities and tax exempt organizations under the Internal Revenue Code.

ARTICLE 3 MEMBERSHIP

3.1 Membership

The Corporation shall have no members other than the persons elected or appointed as members of the Board of Directors who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock, nonprofit corporation.

3.2 Associates

The Board of Directors may provide for the creation and recognition of associates of the Corporation to be known as "Corporation Associates" in its discretion. Such Corporation Associates will have no authority to act for or incur any liability against the Corporation and will have no vote in the Corporation's corporate affairs.

ARTICLE 4 DIRECTORS

4.1 Number of Directors

The corporation shall have at least three (3) directors and collectively they shall be known as the Board of Directors. If at any time there are less than three (3) members, then there shall be an equal number of members and directors. The members may elect more than three (3) directors to the Board of Directors, but not more than nine (9), without an amendment to these Bylaws. Directors need not be residents of the State of Massachusetts. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of four (4) years and thereafter until his successor is elected and qualified. Directors currently in office may be re-elected for another term.

4.2 Powers of Directors

Subject to any limitations of the Articles of Organization, the Massachusetts nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- (a) to appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Organization or the Bylaws.
- (b) to conduct, manage and control the affairs of the Corporation and to make such rules and regulations therefor, not inconsistent with law, the Articles of Organization or the Bylaws, as they may deem best.
- (c) to designate any place for the holding of any Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) to borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities thereof.
- (e) to manage in such manner as they deem best, all funds and property, real and personal, received and acquired by the Corporation and to distribute, loan or dispense the same or the income and profits therefrom.
- (f) to create such trusts, foundations and subsidiaries as the Board of Directors shall deem necessary and to appoint the trustees, directors or other governing officials such legal entities.

4.3 Qualifications

Every Director must be a member in good standing of the Corporation. Each Director must be a United States Citizen. No person who is holding public office is eligible to be a Director. Each Director is to be selected for knowledge of the charitable needs of the community or experience in relation to non-profit organizations and shall serve without compensation except for reasonable expenses incurred for the Corporation. Directors appointed by the holder of any office or an officer or board of any other organization, are to act in their own right and not as representative of any interest or group. Each Director shall be at least eighteen (18) years of age.

4.4 Election of Directors

All Directors shall be elected by the voting members of the Corporation. The Directors shall be elected at the annual meeting.

4.5 Term of Office

Each Director shall hold office for a period of four (4) years and until his or her successor is elected and qualifies.

4.6 Removal, Resignation from Office

Any Director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any Director may be removed with cause by a two-thirds (2/3) vote of all of the Directors then in office.

Cause for removal, without limiting other causes for removal, exists when a Director:

- (a) fails to attend without notice three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- (b) is convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty;
- (d) has committed an act of moral turpitude;
- (e) ceases to be a member in good standing of the Corporation while in office as a Director.

4.7 Vacancies

Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining Directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled until the next election, all vacancies occurring on the Board including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting members the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies then in that event a vote of one hundred percent (100%) of the remaining directors shall be required to fill any vacancy.

4.8 Place of Meeting

Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation or telephonically. The Board shall hold at least three (3) meetings each calendar year. Action of the Board may be taken by mail, or electronic mail, without a meeting.

4.9 Annual and Special Meetings

During March of each year, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by one-third (1/3) of the directors then in office.

4.10 Notice of Meetings

A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or electronic mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.11 Quorum and Voting

A majority of the total number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If less than a majority of the directors are present, a majority of the directors present may adjourn the meeting from time to time without further notice. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be valid as though they had a meeting duly held after regular call and notice, if a quorum be present.

4.12 Presumption of Assent

A director who is present at any meeting of the directors or a committee thereof which the director is a member at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board or a committee thereof of which the director is a member at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

4.13 Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized, by writing or by electronic means, signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

ARTICLE 5 OFFICERS

5.1 Responsibility

All officers are subordinate and responsible to the Board of Directors.

5.2 Number and Selection

The Board of Directors shall appoint a President, Secretary and Treasurer and may appoint one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers as they may determine. Any two (2) or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and Vice President, if any, must also be a director of the Corporation. Each officer shall hold office until a successor is elected and qualified or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3 Resignation and Removal

The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4 President

The President shall be the chief executive and operating officer of the Corporation and subject to the direction and under the supervision of the Board of Directors shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be signed by these Bylaws or the Board of Directors.

5.5 Secretary

The Secretary shall cause to be kept at the principal office of the Corporation the Secretary's principal place of business or such other place as the Board of Directors may order, the official

seal of the Corporation (if any), the membership book and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses of each member and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents by the Corporation. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors of the Bylaws.

5.6 Treasurer

The Treasurer shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.7 Annual Transition

To maintain Corporation continuity officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

ARTICLE 6 COMPENSATION

At the time of creation of the Corporation and these Bylaws, there is no anticipated compensation for the Officers. However, the salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the Corporation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE 7

ADMINISTRATION OF DONATIONS

7.1 Donations

All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; in the absence of any direction by the Board, such may be used for the general purposes of the Corporation. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the Corporation may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the Corporation with or without cause in its sole discretion.

7.2 All Donations Subject to these Bylaws

Donors may make donations to or for the use of the Corporation by naming or otherwise identifying the Corporation in the gift transfer instrument. Each donor by making a donation to or for the use of the Corporation accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions for amendments and dissolution and to all other terms of these Bylaws as amended from time to time.

7.3 Segregation of Funds

No donation shall be required to be separately invested or held unless the donor so directs or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration or in order to prevent tax disqualification or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

7.4 Improper Donor Directions

If any direction by any donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the Corporation or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be followed but shall be varied by the Board so far as necessary to avoid such result except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advise unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

7.5 Changed Circumstances

Whenever the Board of Directors decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose or as to manner of distribution or use, that

literal compliance with the direction is unnecessary, undesirable, impractical or impossible or the direction is not consistent with the Corporation's charitable purpose, it may, by affirmative vote of two-thirds (2/3) of the directors, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable purposes as in its judgment will then more effectively serve such needs. Similarly, whenever the Board decides that a donor's directions as to investment or administration have, because of changed circumstances or conditions or needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary.

7.6 Charitable Trusts

If a donation is made to the Corporation by means of any charitable trust or charitable trust instrument, the payments to or for the use of the Corporation shall be regarded as Corporation funds only when the Corporation becomes entitled to their use but the Board may take such actions as it from time to time deems necessary to protect the Corporation's rights to receive such payments.

7.7 Board Determinations

The Board shall, from time to time, but not less frequently than annually:

- (a) determine all distributions to be made from net income and principal of each fund pursuant to these Bylaws and any applicable donor's directions and make payments to organizations or persons to whom payments are to be made, in such amount and at such times and with such accompanying restrictions, if any, it deems necessary to assure use for the charitable purposes and in the manner intended.
- (b) determine all disbursements to be made for administrative expenses incurred by the Board and direct the respective officers as to payment thereof and funds to be charged. Disbursements for proper administrative expenses incurred by the Board including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid as far as possible, first from any funds directed by the donor for such purposes and any balance out of other Corporation funds.

7.8 Making of Distributions

The Board may, in furtherance of the Corporation's charitable purposes, when needs therefor have been determined and with appropriate provisions, to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

7.9 Distributions of Principal

Determinations may be made to distribute all or part of the principal from funds donated without directions as to principal or income as well as pursuant to directions expressly permitting the use of principal. The Board shall in such circumstance inform the investment manager of the Corporation, if any, as far in advance as the Board deems practicable so as to permit the

investment manager to adjust its investment policies accordingly and may, upon being advised as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distribution accordingly.

ARTICLE 8 PROHIBITED ACTIVITIES

8.1 Actions Jeopardizing Tax Status

This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue law.

8.2 Lobbying and Political Activities

- (a) the Corporation shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.
- (b) the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

8.3 Private Inurement

No part of the net income or net assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes. Subject to the foregoing, such reasonable compensation may be to a Director for services actually rendered, subject to approval by the Board of Directors.

8.4 Non-Discrimination

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

8.5 Prohibited Acts

The Corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d); the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942; the Corporation shall not own any excess business holdings that would subject it to tax under Code Section 4943; the Corporation shall not make any investments in

such manner as to subject the Corporation to the tax imposed by Code Section 4944; and the Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

8.6 Conflicts of Interest

A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a “fiduciary”) is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Corporation and work to the detriment of the corporation.

8.7 Typical Conflict Situations

Conflicts of interest are likely to arise whenever (a) a fiduciary has a personal interest in a vendor of goods or services to the Corporation; (b) Corporation employees are loaned to other organizations or the employees of another organization are loaned to this Corporation; (c) Corporation fund raisers give financial advice to donors; or (d) project funding requests are submitted by a potential or actual grant recipient with which a fiduciary is connected.

8.8 Discharging Conflicts of Interest

All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on or recommending a course of action with respect to the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

8.9 Preventing Conflict Situations

The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- (a) fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.
- (b) fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) the lending of employees to or acceptance of loaned employees from other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.
- (d) fund raisers should be advised not to recommend that making any donation to the Corporation is in the best interest of a donor.
- (e) financial, tax and legal aspects of giving to the Corporation should be discussed with a donor only when the donor has independent financial, tax or legal counsel present.

- (f) donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.
- (g) a fiduciary should not participate in any way to submit, review, process or make a recommendation concerning a funding proposal on behalf of any potential or actual grant recipient which employs him or her or with which the fiduciary is affiliated or related or concerning a funding proposal for a project in which the fiduciary will participate.

ARTICLE 9 OTHER FINANCIAL MATTERS

9.1 Property of the Corporation

The title to all property of the Corporation both real and personal, shall be vested in the Corporation.

9.2 Dedication of Assets

This Corporation does not contemplate pecuniary gain or profit to the members thereof except as provided by law under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time. The property of this Corporation is irrevocably dedicated to tax exempt purposes under said Section 501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

9.3 Disposition Upon Dissolution

Upon the dissolution or winding up of the Corporation or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation as may be determined by the Board of Directors of this Corporation in its sole discretion and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this Corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same or for any other purposes.

9.4 Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any

contract or engagement or to pledge its credit or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of and on behalf of the Corporation and any such officer may affix the corporate seal (if any) of the Corporation thereto.

9.5 Voting Stock Owned by the Corporation

The Board of Directors may, by resolution, provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

9.6 Financial Accounts

The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner, as is determined by the Board of Directors from time to time.

9.7 Appointment and Employment of Advisors

The Board may, from time to time, appoint as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ as such persons, including an executive officer, attorneys, accountants, agents and assistance as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

9.8 Auditing of Accounts

The Board of Directors, may, at any time and from time to time, have the books of the Corporation be subject to an audit in accordance with Generally Accepted Accounting Principles (GAAP). In such situations, the accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with GAAP practices by an independent auditor appointed or approved by the Board at such times as the Board may determine.

9.9 Financial Statements and Reports

An independent auditor appointed or approved by the Board shall, at such time as the Board determines, prepare for the Corporation as a whole, a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or which funds were used or distributed for charitable purposes and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of administration.

9.10 Limitations on Debt

No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

9.11 Liability of Directors and Officers

No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of any employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following, if done in good faith: errors in judgment, acts done or committed on advice of counsel or any mistakes of fact or law.

9.12 Liability of Members

No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

9.13 Property Interests Upon Termination of Membership

Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member but shall not affect any indebtedness of the Corporation to such member.

ARTICLE 10 INDEMNIFICATION

10.1 Nonderivative Actions

Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative,

form or informal (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the Corporation or while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation or its member and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interest of the corporation or its members and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2 Derivative Actions

Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the corporation or while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorney fees) amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation or its members. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

10.3 Expenses of Successful Defense

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit or proceeding and any action, suit or proceeding brought to enforce the mandatory indemnification provided by this section.

10.4 Definition

For the purposes of this article “other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan;

“serving at the request of the Corporation” shall include any service as a director or officer of the Corporation that imposes duties on or involves services by the director or officer with respect to an employee benefit plan, its participants or its beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Corporation or its members”.

10.5 Contract Right; Limitation on Indemnity

The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director, officer or as an employee or agent of the Corporation as well as in the person’s capacity as a director or officer. Except as provided in section 3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding or part thereof, initiated by the person without authorization by the Board of Directors.

10.6 Determination that Indemnification is Proper

Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in section 1 or 2 of this article, whichever is applicable, and upon an evaluation of the reasonableness of expense and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

- (a) by a majority vote of a quorum of the Board consisting of directors who are not parties or threatened to be made parties to the action, suit or proceeding
- (b) if the quorum described in clause (a) above is not obtainable then by majority vote of a committee of two or more directors who are not at the time parties or threatened to be made parties to the action, suit or proceeding.
- (c) by independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways; (i) by the board or its committee in the manner prescribed in subparagraph (a) and (b); or (ii) if a quorum of the board cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b) by the board.
- (d) by the members except for members who are also directors, officers, employees or agents who are parties or threatened to be made parties to the action, suit or proceeding.

10.7 Proportionate Indemnity

If a person is entitled to indemnification under this article for a portion of expenses including attorney fees, judgments, penalties, fines and amounts paid in settlement but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement of which the person is entitled to be indemnified.

10.8 Impact of Tax Exempt Status

The rights to indemnification set forth in this article are expressly conditioned upon such rights not violating the corporation's status as a tax exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE 11
AMENDMENT OF BYLAWS**

11.1 Adoption

Except as otherwise provided herein with respect to greater voting requirements, if any, these Bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors.

11.2 Inspection of Bylaws

The original or copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

I, Amy Hunt, hereby certify that I am the duly elected Secretary/Clerk of Live On Organ Donation, Inc.; that attached hereto are the Bylaws of the within named corporation and that such have been duly enacted and are in full force and effect as of the date hereof.



Amy Hunt, Secretary

Date 12/3/14