

threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Trustee or officer of the Association, or is or was serving at the request of the Association, as a Trustee, director, officer, employee, or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust, or other enterprise.

2. Each employee, and each retired employee, who is or has been party to a written employment agreement with the Association (excluding agreements to which such employee is only indirectly a party, such as labor union contracts) may be indemnified in the same manner and to the same extent as provided above for a Trustee or officer.

3. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles, this Code of Regulations, any agreement or vote of Members or disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a Trustee, officer, employee or retired employee and shall inure to the benefit of the heirs, executors, and administrators of any person entitled thereto.

B. Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer or designated agent of the Association, or is or was serving at the request of the Association as a Trustee, director, officer, employee or designated agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article or of Chapter 1702 of the Ohio Revised Code.