PREAMBLE: The purpose of the Native American Art Studies Association, Inc. is to encourage the on-going study and exchange of ideas about Native American art north of the Rio Grande. The Association will host a biennial conference for the purpose of discussing and disseminating knowledge concerning Native American art.

BY-LAW NUMBER ONE – ARTICLE ONE – INTERPRETATION

1.01 DEFINITIONS – The following words, when used in the By-Laws shall mean as stated hereinafter, so long as the same is not inconsistent with any clause herein,

a) “Association” means Native American Art Studies Association, Inc.;

b) “Biennial Conference” means a conference of the members of the Native American Art Studies Association held once every two years and designated by the President as the Biennial Conference;

c) “Board” means the Board of Directors [composed of ten (10) members in total] of the Native American Art Studies Association;

d) “President” means the president of the Native American Art Studies Association;

e) “Vice-President” means the vice-president of the Native American Art Studies Association;

f) “Secretary/Treasurer” means the secretary/treasurer of the Native American Art Studies Association;

g) “By-Laws” means these By-Laws and,

h) “Special Resolution” means a resolution that must be passed by eighty percent (80%) of the Board of Directors at a meeting where thirty (30) days prior notice of such resolution or the general nature of the same has been given to the Board.

1.02 PARLIAMENTARY PROCEDURE – In all matters of interpretation or procedure not specifically addressed by these By-Laws, Roberts’ Rules of Order shall apply in the same manner and have the same force and effect as if they were part of these By-Laws.
**BY-LAW NUMBER TWO – ARTICLE TWO – BUSINESS MATTERS**

2.01 **HEAD OFFICE** – The location of the Head Office of the Association shall be determined by the Board and will be operated by the Executive Board of Directors. The location of the Head Office may be reviewed from time to time and relocated if it is desirable.

**BY-LAW NUMBER THREE – ARTICLE THREE - FINANCIAL**

3.01 **NO BENEFIT TO MEMBER** – No part of the income of the Association shall inure to the personal profit of, or be paid or payable to, any person by reason only of his or her membership therein or by reason only of his or her position as Director or officer of the Association.

3.02 **REMUNERATION** – Unless authorized at a duly constituted meeting of the Board, and after notice of same shall have been given, no officer or member of the Association shall receive any remuneration for his or her services. The Directors of the Board may, however, by resolution reimburse to any Directors, Officers or member the reasonable expenses, properly accounted for, related to the purposes of the Association, or to the purchase of goods or services required to enable the Association to function effectively.

3.03 **FINANCIAL YEAR** – The financial year of the Association shall be the twelve (12) month period ending November 1st in each year.

3.04 **AUDITING** – At the discretion of the President, the books, accounts, and records of the Secretary/Treasurer shall be audited by two members of the Association elected by the Board for that purpose, and by a duly qualified accountant or bookkeeper. A complete and proper statement of the standing of the books for the previous two years shall be submitted at the Biennial Meeting of the Association.

3.05 **ACCESS TO BOOKS** – The books and records shall be kept at the Association’s Head office or such place or places as the Board of Directors shall deem appropriate.

   a) Directors of the Board shall at all times have access to the books and records of the Association upon giving reasonable notice (three (3) working days) and arranging a time satisfactory to the officer or officers in charge of such books and records.

   b) Members of the Association can upon written notification, and with sufficient warning (at least seven (7) working days), have access to the books and records of the Association.
c) No person (other than a Director, auditor, officer, accountant, member or person whose duty to the Association requires him to do so) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board of Directors or by resolution of the Association in a General Meeting.

3.06 BANKING – The Secretary/Treasurer of the Association and President of the Board are hereby authorized for and in the name of the Association:

a) to draw, accept, sign and make all or any bills of exchange, promissory notes, checks and orders for payment of money;

b) to receive all monies and to account for the same;

c) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Association only, all or any bills of exchange, promissory notes, checks or orders for payment of money and other negotiable papers;

d) from time to time to arrange, settle, balance and certify all books and accounts between the Association and the Association’s bank;

e) to receive all paid checks and vouchers;

f) to sign the bank forms of settlement of balances and release;

g) and generally, for, in the name of, and on behalf of the Association, to transact with a bank any business they may deem necessary.

3.07 ANNUAL FINANCIAL REPORT – The Secretary/Treasurer shall prepare and submit to the Board of Directors an annual Financial Report.

3.08 DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE ASSOCIATION - Any funds that may accrue to the Association during the time it is in operation shall be used for the purposes of the Association as the Directors see fit. In the event of the winding up of the affairs of the Association, all the assets of the Association, including accounts and other liabilities, shall become the property of a like non-profit organization with similar goals and objectives to be selected by the Board.
BY-LAW NUMBER FOUR – ARTICLE FOUR - MEMBERSHIP

4.01 ELIGIBILITY – Membership in the Association is open to persons, institutions, foundations or other legal entities who are engaged in or supportive of the objectives of the Association, are approved by the Board, and who pay fees or dues.

4.02 MEMBERSHIP FEE – A membership fee for the Association shall be recommended from time to time by the Board of Directors and adopted at the Biennial General Meeting. Upon adoption at the Biennial General Meeting, such fees shall remain in effect until an alteration has been approved at a subsequent Biennial General Meeting. If no changes are being recommended, or if the recommendation is not adopted, then such fees, if any, as were previously adopted shall automatically continue. Notice of any proposed changes to the membership fee structure shall be provided to the members at least thirty (30) days prior to the Biennial General Meeting. Adjustments in the categories of membership may be proposed from time to time by the Board of Directors through the President to the Annual Business Meeting and will be subject to ratification by majority vote of those in attendance.

4.03 REGISTER OF MEMBERS – The Association shall keep a register of its members containing the names of every person, institution, foundation, or other legal entity that is admitted as a member of the Association.

4.04 DUTIES OF THE MEMBERS – The duties of the members shall be as follows:

a) Where possible to attend any special or general meetings of the Association as called.

b) Members are not permitted to call themselves representatives of the Association at any function or gathering unless so directed by the Board.

4.05 LIABILITY – Members shall not be liable for a debt or any liability of the Association.

4.06 WITHDRAWAL OF MEMBERSHIP – Any members wishing to withdraw membership may do so upon written notice to the Board through its Secretary/Treasurer. Membership fees, if any, will not be refunded.

4.07 EXPULSION – A membership may be terminated in the following manner:

a) Membership automatically ceases if payment of the membership fee or assessments has not been made six months after the
membership has expired. The former member shall thereafter be entitled to no membership privileges or powers in the Association until he is reinstated.

b) A member of the Board of Directors may be expelled on a three-quarter vote of the Board of Directors if he fails to attend two consecutive meetings of the Board without prior notification. Such a lack of attendance shall be taken to mean the Director in question no longer desires to be a member of the Board.

**BY-LAW NUMBER FIVE – ARTICLE FIVE – BOARD OF DIRECTORS**

5.01 **COMPOSITION OF THE BOARD** – The affairs of the Association shall be managed by a Board of Directors consisting of the President, Vice-President, immediate Past President (non-voting) and seven (7) Directors, drawn from the full membership and elected by the membership at the Biennial Meeting of the Association. All nominees must be a member of the association and be present at the biennial meeting.

If a viable nominee is unable to attend the meeting due to circumstances such as illness, physical disability or unforeseen travel interruption, the membership may, by separate vote, elect to temporarily suspend or waive the requirement that the nominee be present. This special vote shall apply only to a specific nominee and the suspension of policy will expire with the adjournment of the business meeting.

5.02 **ELECTION AND TERM** – The President and Vice-President will hold their terms of office for a period of two years. The Secretary/Treasurer (non-voting), will be appointed by the President. Directors shall assume their office for a period of four years from the time of their election at the Biennial General Meeting. The Past President shall serve until a new President is elected. The President, Vice-President and members of the Board shall be eligible to be elected for no more than two consecutive terms. The President, Vice-President and members of the Board are eligible to be elected to additional terms after not having served as Officers or Directors for a period of two (2) years.

5.03 **FILLING VACANCIES** – Should a vacancy occur on the Board of Directors, a candidate will be selected by the President and upon ratification by the Board of Directors shall assume that position. Should the office of President be vacated, the Vice-President shall assume that position.

5.04 **DUTIES OF THE DIRECTORS** – The duties of the Directors shall be as follows:
a) to use their best efforts at all times to be informed about the state of affairs of the Association, to promote the objectives of the Association and to exercise all their duties in the best interests of the Association;

b) to assist officers and local venue committees with conference planning through attendance at meetings of the Board of Directors and through correspondence with the President;

c) to advise the Board on matters of policy which arise, provided that such are not inconsistent with the policies arrived at by the membership at the Biennial General Meeting;

d) to manage the affairs of the Association;

e) to safeguard and ensure the exercise of due diligence in the management of the funds held by the Association;

f) to attend annual Board and business meetings as and when called;

g) no Director shall enter into any business arrangement in which he has a direct or indirect interest in the Association except on a competitive basis and having declared any interest therein shall refrain from voting thereon;

h) to assist the President with the publication of the NAASAA Newsletter, which may include the contribution of articles and reviews;

i) to oversee officers in fulfilling the mission and purpose of the Association as defined in the constitution and by-laws and participate in long-range planning for the Association.

5.05 **LEGAL RESPONSIBILITIES** – A Director has a duty to be informed about the state of the business and affairs of the Association. A Director has a responsibility to make sure that the Association is properly managed and its assets are suitably cared for.

5.06 **LIABILITY** – A Director is liable for any loss sustained by the Association resulting from a breach of fiduciary duty or negligence in the performance of his or her duty. However, a Director is only liable for his or her own acts and omissions and is not liable for a breach committed by another Director unless he concurs or acquiesces in a breach committed by another Director.
5.07 REMOVAL OF DIRECTORS – Any Director shall be subject to removal or suspension by a special resolution of the Board.

5.08 OFFICERS OF THE ASSOCIATION – The Officers of the Association shall be the President, Vice-President, and Secretary/Treasurer.

5.09 DUTIES OF OFFICERS – In addition to the duties of a Director, an Officer shall have the following duties:

   a) The President convenes Board meetings, fixes the agenda and presides over the meetings;

   b) presides over the Biennial Conference as the principle representative of the Association;

   c) organizes the agenda for the General Meeting of the Association and supervises the elections of officers and board members;

   d) is the principle agent in conference organization, identifying host cities and institutions, assisting with the formation of a host venue committee, and acting as the principle liaison between the venue committee and the Board of Directors and membership;

   e) edits and publishes the Newsletter and maintains the website. The Newsletter and the website are the primary vehicles by which the membership is informed of matters pertaining to the biennial conference. In practical terms, at least four Newsletters must be published within the two years between conferences and, as appropriate, include notification of venue sites, conference themes, calls for panels and abstracts and general news pertaining to the Association and other items of interest to the membership. The publication and distribution of the Newsletter is paid for by Association membership fees.

   f) appoints a Secretary/Treasurer who will work closely with the President in fulfilling all the above listed responsibilities;

   g) builds the Association’s financial holdings by seeking contributions;

   h) shall be an ex-officio member of all Board committees.

   i) is responsible for maintaining the non-profit status of the organization.
j) The Vice-President shall, in the absence of the President, perform the duties of the President and shall perform other duties as assigned by the President;

k) acts as the conference Program Chair in supervising the selection of presentations for the Biennial Conference by organizing the abstract solicitation and reviews process with the Board of Directors and the local conference host committee;

l) in consultation with the President and the local conference host committee prepares the schedule for the Biennial Conference;

m) prepares the abstract book for the Biennial Conference.

n) The Secretary/Treasurer maintains the membership records;

o) supervises accounts payable and receipts, collects dues, handles banking and prepares financial reports;

p) assists the President with the preparation and mailing of the Newsletter and maintenance of the Website;

q) prepares minutes of Board and business meetings and distributes them to Board members;

r) is responsible for correspondence at the President’s discretion;

s) supervises registration at the Biennial Conference including the preparation of packets that include schedule and abstract book, name tags, participant lists and other pertinent information.

5.10 GENERAL POWERS OF THE DIRECTORS – The affairs and business of the Association shall be managed between Biennial General Meetings by the Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the Association and do all such lawful acts and things that are not by statute or by these By-Laws directed or required to be exercised or done.

5.11 SPECIFIC POWERS OF THE BOARD OF DIRECTORS – Without limitation to the general powers conferred by the last preceding paragraph and the powers otherwise conferred by statute, by the objectives of the Association and by other By-Laws of the Association, it is hereby expressly declared that the Board of Directors shall have the following powers:
a) from time to time to make and change rules and regulations consistent with these By-Laws, for the management of the Association’s affairs and business;

b) to administer all of the affairs of the Association and make, or cause to be made for the Association in its name any kind of contract which the Association may lawfully enter into and, save as in hereinafter provided, are generally authorized to exercise all such other powers and do all such other acts and things as the Association is, by its charter or otherwise, authorized to exercise and to do;

c) to acquire accept, solicit or receive legacies, gifts, settlements, grants, bequests, endowments, donations of any kind whatsoever for the purposes of furthering the objects of the Association;

d) to appoint any person or corporation to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust;

e) to authorize and determine who shall, in the name and on behalf of the Association, draw, accept, make, endorse, sign or otherwise execute and deliver bills of exchange, checks, promissory notes, bills of lading, warehouse or other receipts, mortgages, pledges, securities, bonds, debentures or other securities for the payment of money, releases, contracts or other documents;

f) to delegate any of the powers of the Board to any standing or special committee, or to any manager or other person to be the attorney or agent, and to appoint any person to be the attorney or agent of the Association, with such powers including the powers to sub-delegate, and upon such terms as they deem appropriate;

g) to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing; and

h) at their discretion, to enter into collaborative agreements (financial or non-financial) with other national organizations, associations and interest groups which espouse compatible objectives.

**BY-LAW NUMBER SIX – ARTICLE SIX - COMMITTEES**
6.01 **STANDING COMMITTEES** – The following standing committees may be established at a meeting of the Board of Directors to be held in conjunction with the Biennial General Meeting. The Standing Committees are:

a) Program Committee  
b) Travel Award Committee  
c) Honor Award Committee  
d) Nominations Committee  
e) Membership Committee

The tenure of the committees shall be for a term of two (2) years or until the next Biennial General Meeting. Each Committee shall be chaired by a Director of the Association. The Chairperson of each Committee shall have the power to add additional members to the Committee. The chairperson shall recommend for Board approval formations of Subcommittees as required. Chairpersons shall give a report to the Board at each regular meeting detailing the activities of the Committee. Committees are responsible for drafting their own policy statements and policies to be recommended to the Board for acceptance. Copies of all expense receipts are to be forwarded to the President of the Board. Chairpersons shall monitor expenses and consult with the Secretary/Treasurer on budget performance.

6.02 **SPECIAL COMMITTEES** – The Board of Directors may, at a meeting, appoint any special Committee, name the Chairperson and prescribe the terms of reference, and dissolve any special Committee. The Chairperson of each special Committee shall be a Director of the Association. The Chairperson shall have the power to add additional members to the special Committee.

6.03 **MEETINGS** – Meetings of any Standing or Special Committee shall be held at such place, time and date as the Chairperson of the Committee shall determine.

6.04 **CHAIRPERSON EX OFFICIO** – The President of the Board shall be an ex officio member of all Committees. Committee Chairpersons will inform the President of the Board regarding all meeting dates and the business being dealt with.

6.05 **REPORT TO BOARD** – All Standing Committees shall report their activities to the Board of Directors and shall make recommendations directly to the Board on matters falling within their respective fields of interest.
6.06 **PROGRAM COMMITTEE** – The Program Committee shall be chaired by the Vice-President of the Board and shall consist of other members as appointed at his or her discretion. The Program Committee shall oversee the planning and implementation of the Biennial Conference.

6.07 **TRAVEL AWARD COMMITTEE** – The Travel Award Committee shall be chaired by the President of the Board or his or her designate and shall consist of other members as appointed at his or her discretion. The Travel Award Committee shall oversee the application for and distribution of travel funds for Association members to attend the Biennial Conference.

6.08 **HONOR AWARD COMMITTEE** – The Honor Award Committee shall be chaired by the President of the Board or his or her designate and shall consist of other members as appointed at his or her discretion. The Awards Committee shall solicit nominations of individuals for the Honor Award, confer with other Members of the Board to determine the Honoree, arrange for the travel and selection and presentation of an appropriate gift.

6.09 **NOMINATIONS COMMITTEE** – The Nominations Committee shall be chaired by a member of the Board as appointed by the President and shall consist of other Board members as appointed, and at least one member drawn from the general membership. The Nominations Committee shall at the Biennial Meeting present a slate of officers consisting of a President and Vice-President, and not more than eight (8) Directors, making ten (10) Officers and Directors in all.

**BY-LAW NUMBER SEVEN – ARTICLE SEVEN – MEETING OF MEMBERS**

7.01 The Association shall hold a Biennial General Meeting every second year. The host institution will be responsible for organizing and planning the meeting with the approval of the Board, based on professional standards and accessibility. Approval of the plans will be dependent upon the guidelines of the By-Laws. Plans and procedures will be publicized in the newsletter.

7.02 **NOTICE** – The location and date of the next Conference shall be ratified by the membership at each Biennial Meeting, after having been selected by the Board from submissions received prior to that Biennial Meeting. At each Biennial Meeting a call for submissions from parties interested in mounting the Conference four years hence shall also be made.

7.03 **BOARD OF DIRECTORS** – Meetings of the Board shall be held as often as may be required, but at least once every year, and shall be called by the Board President. A special meeting may be called on the
instructions of any two members thereof, provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.

Meetings of the Board shall be chaired by the President, or in his or her absence, such meetings shall be chaired by, in order of succession, the Vice-President, or Secretary/Treasurer.

7.04 NOTICE OF MEETINGS – Regular meetings of the Board shall be called with twenty-one days’ notice in writing mailed to each member, or with seven days’ notice by telephone, telegram or e-mail. Any four members shall constitute a quorum of the Board provided that any such business transactions at such meetings shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

7.05 MEETING ATTENDANCE – Any Director or member of the Board shall, upon absence from two consecutive Board meetings, unless prior arrangements have been made with the President, be summoned to a meeting with the Board at the earliest convenient date to discuss their further commitment to the Association. Failure to attend such a meeting upon notification shall result in the immediate termination of their membership on the Board.

7.06 VOTING AT MEETINGS – At all meetings of members every question shall be decided by a majority of votes of the members present in person, unless otherwise required by the By-Laws of the Association or by law. Every question shall be decided in the first instance by a show of voter hands and, unless a poll is demanded, a declaration by the Chairperson, that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number of proportion of the votes according in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be deemed the decision of the Association in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to cast a vote.

Any member in good standing shall have the right to vote at any meeting of the Association. Such votes must be made in person and by show of hand. Members are entitled to one (1) vote on each question arising at any special or general meeting of the members.
**7.07 BOARD ELIGIBILITY** – Any member in good standing shall, subject to the conditions outlined under 4.01 above, be eligible for election to any office of the Association.

**7.08 QUORUM** – Fifty members in good standing shall constitute a quorum at any Biennial or special meeting of the Association and five a quorum at any Board Meeting.

**7.09 SPECIAL GENERAL MEETINGS** – A special meeting may be called by the President, Vice-President, or the Secretary/Treasurer on receipt of a petition signed by one third of the members in good standing, setting forth the reasons for calling such a meeting. Such a special general meeting shall be promulgated by letter, FAX, or e-mail to the last known address of each member not less than twelve weeks prior to such a meeting. A special general meeting quorum shall consist of not less than half of the accredited members.

**7.10 TELEPHONE MEETINGS** – A meeting of the Board or any Committee may be held by conference telephone at the discretion of the Chairperson. In emergency situations where the Chairperson does not feel the issue requires full discussion, a matter may be decided by telephone or e-mail poll conducted of all members of the Board or Committee as subject to provisions of section 7.06 of these By-Laws. A motion so passed shall be ratified at the next meeting of the Board or Committee as the case may require.

**7.11 AJOURNMENT OF MEETINGS** – Any meeting of members of the Association may be adjourned at any time and such business as may have been transacted at the adjourned meetings may be carried forward to the next meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

**BY-LAW NUMBER EIGHT – ARTICLE EIGHT – POLICY**

**8.01 BOARD AUTHORITY** – The Board shall, subject to the By-Laws or directions given to it by majority vote at a Biennial Meeting or by postal or e-mail vote of the membership on major issues, have full control and management of the affairs of the Association.

**8.02 ESTABLISHING POLICY** – Resolutions shall become part of the policy of the Association when they have received approval of the majority of the Board and are ratified by those attending the Biennial General Meeting or a Special General Meeting of the Association.

**8.03 INTERIM POLICY** – Notwithstanding the foregoing provision, the Board may, between Biennial General Meetings, make submissions of its
own to government or other bodies on matters consistent with existing policy.

8.04 **ORIGINATING POLICY** – Resolutions for consideration and adoption by the Association may be presented by:

a) the Board;
b) **COMMITTEE CHAIRS**
c) members of the Association.

8.05 **SUBMISSION FOR POLICY** – The Board shall refer all proposed major changes in the direction of the Association, such as changes in the By-Laws, to the general membership for comment and/or ratification. Resolutions destined for consideration by the general membership shall be dispatched by mail or e-mail no fewer than twelve weeks prior to the implementation by the Board. At the Biennial General Meeting the resolution shall be submitted for ratification by the general membership.

8.06 **AMENDMENT OF BY-LAWS** – The By-Laws and objects of the Association shall not be rescinded, altered, or added to except by a Special Resolution passed by seventy-five percent (75%) of the Board of Directors and ratified by seventy-five percent (75%) of the Association members in attendance at a Biennial General Meeting entitled to vote. The Chairperson shall not have a vote except in the case of an equality of votes, when the Chairperson shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any member present, but if no demands are made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been moved, seconded and carried and an entry to that effect in the minutes of the meeting shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.

**BY-LAW NUMBER NINE – ARTICLE NINE – MISCELLANEOUS PROVISIONS**

9.01 **SPOKESPERSON** – No public statement of Association Policy may be made by any person other than the President, or in his or her absence, the Vice-President.

9.02 **CONFLICT OF INTEREST** – No Director or Officer shall enter into any business arrangement in which he has a direct or indirect interest with the Association except on a competitive basis and having declared any interest therein he shall refrain from voting thereon but may participate in discussion thereof.
INDEMNIFICATION: To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in the corporation code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board of any person seeking indemnification under the corporations code, the board shall promptly decide under the corporations code whether the applicable standard of conduct set forth in the Corporations Code has been met, and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under the corporations code whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification hereunder in defending any proceeding covered herein shall be advanced by the corporation before final disposition of the proceeding, in receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.