

ARTICLE I. NAME OF ORGANIZATION

Tri-City Area Gaming

ARTICLE II. CORPORATE PURPOSE

Section 1. Non-profit purpose

Tri-City Area Gaming promotes critical thinking skills with community-building events and supports game-based educational and charitable activities.

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific purpose

In order to fulfill our purpose, Tri-City Area Gaming specifically does the following:

- Hosts several public and private annual events for both fundraising and community building
- Works with local STEM and educational entities to develop curricula pertaining to educational play and game design aligned with established STEM goals
- Provides workshops to enable and empower others through gaming
- Manages after-school and summer-time game days for underserved members of our community
- Curates a board game library which may be loaned to other 501(c)(3) events, or, offers to host a board game library at other 501(c)(3) events

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the Tri-Cities area that supports the purpose statement in Article II, Section 2. All voting members must be 18 years of age at the time of membership acceptance. Membership is granted after completion and receipt of a membership application and annual dues. Members are required to accept all current Tri-City Area Gaming policies.

Section 2. Annual Dues

The annual dues required for membership in good standing at all levels will be decided on and announced at Tri-City Area Gaming's annual meeting. Continued membership at all levels is contingent upon being up-to-date on membership dues. Annual dues allow for membership between the date dues are paid and the next annual meeting. Failure to pay subsequent annual dues is considered voluntary resignation.

Section 3. Rights of Members

Each member with voting rights shall be eligible to vote in association elections. Membership also grants entry to our annual public meeting. Additional rights may be granted based on current Tri-City Area Gaming policies.

Section 4. Resignation and Termination

Any member may resign by filing a resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors at a regular or special meeting.

Section 5. Non-voting Membership

In addition to full voting membership the Board of Directors may define non-voting membership levels.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) including the following officers: the President, the Vice-President, the Secretary, the Treasurer, and the Director of Outreach. The roles of President, Vice-President, and Treasurer must be performed by different Board of Directors; the role of Secretary and Director of Outreach may be performed by one of the aforementioned officers.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional terms of up to three years. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

If a member of the Board of Directors resigns during their term, they shall not be eligible to resume, or be elected back into a Board of Directors position for the length of one full term unless a vote to rescind the resignation is brought forward by the former member of the Board of Directors. A motion to vote to rescind a resignation must be brought forward as new business in any board meeting. If the motion carries, it will be added to the agenda for the next board meeting and voted upon by all standing members of the Board of Directors. A vote to rescind a resignation may occur once per term per position.

All people to be considered for the Board of Directors must consent to a background check.

Each member of the Board of Directors shall attend a majority of regular meetings of the Board per year.

Section 3. Regular and Annual Board Meetings

An annual meeting of the Board of Directors shall be held during the second half of the calendar year at a time, day, and location determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

All regular and annual meetings will have on its agenda a time for its member attendees to play a board or card game as part of the Adjournment process.

Regular and Annual Board Meetings will be held in the Tri-Cities area.

Regular meetings will occur on the third Thursday of each calendar month.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice unless by unanimous consent of all Directors to waive such notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article by the annual meeting shall automatically forfeit their seat on the Board. The Board Member whose seat is subject to forfeiture shall be notified in writing that their seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote as a member of the Board of Directors at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. Appointed Directors shall serve until the end of the term affected by the vacancy at which point they will be eligible for election to that position for a term as described in Section 2 above.

Section 9. Compensation

Members of the Board of Directors and Advisory Council shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the

Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth in Section 11 of this Article and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to the Rules of Order set forward by the Procedure Committee.

Section 14. Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. 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. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary, Treasurer and Director of Outreach. All officers must have the status of active members of the Board. For the following position descriptions "They" is used as a singular, gender-neutral pronoun and shall not be interpreted to describe multiple individuals.

All officers and their duly authorized designees must be able to legally sign contracts in the State of Washington. Only officers and their duly authorized designees have the authority, subject to the responsibilities defined herein, to sign contracts on behalf of Tri-City Area Gaming.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- A. They shall preside at all meetings of the Executive Committee.
- B. They shall have general and active management of the business of this Advisory Council.
- C. Should an Advisory Council exist, they shall see that all orders and resolutions of the Advisory Council are brought to the Board of Directors.
- D. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- E. They shall submit a report of the operations of the program for the fiscal year to the Executive Committee and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- F. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President.. The Vice-President's duties are:

- A. They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Council.

Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Council (should one exist) and of the Executive Committee, and all meetings of members and will act as a clerk thereof. The Secretary may temporarily delegate responsibilities to another Officer. The Secretary's duties shall consist of:

- A. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. They, in concert with the President, shall make the arrangements for all meetings of the Advisory Council, including the annual meeting of the organization.
- B. They shall send notices of all meetings to the members of the Advisory Council and shall take reservations for the meetings.
- C. Should an Advisory Council exist, they shall perform all official correspondence from the Advisory Council as may be prescribed by the Advisory Council or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- A. They shall submit for the Finance Committee approval of all expenditures of funds raised by the Advisory Council, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- B. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- C. They shall perform such other duties as may be prescribed by the Advisory Council or the President under whose supervision they shall be.

Section 5. Director of Outreach

The Director of Outreach's duties shall be:

- A. They shall be the primary point of contact between Tri-City Area Gaming and all potential sponsors and volunteer communities.
- B. They shall organize and recruit volunteers to aide in the running of Tri-City Area Gaming-sanctioned events.

Section 6. Election of Officers

The Secretary shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Secretary.

The election shall be held at the Annual Meeting, and those elected shall commence duties at the next meeting following the Annual Meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board President appoints all committee chairs.

Section 2. Executive Committee

The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors

in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes at least three other Board of Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board of Directors. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board of Directors, and the public.

Section 4. Procedure Committee

The Secretary is the chair of the Procedure Committee. The Procedure Committee is responsible for formalizing the Rules of Order that is followed in any regular, special, or annual meeting. Amendments to the Rules or Order must be approved by the Board of Directors, and changes to the Rules or Order may only occur once per operating year.

Section 5. Grievance Committee

The President will assign a voting member to chair the Grievance Committee. The purpose of the Grievance Committee is to formalize the procedure by which any voting member may bring a grievance to the Board of Directors, as well as to formalize any prescription of disciplinary measure. The grievance procedure must be approved by the Board of Directors, and changes to the grievance procedure may only occur once per operating year.

ARTICLE VII. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to

supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the area of the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. Should the Secretary be a party to the potential conflict, the President shall be responsible for minute and note keeping while the Secretary leaves the area.
- C. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- D. **Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in section 7 of this Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Washington State, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, Directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. ASSET MANAGEMENT

Section 1. Management of Funds

- A. All funds received shall be deposited in the name of Tri-City Area Gaming and shall be disbursed for the purposes and requirement of Tri-City Area Gaming by checks with two Officer signatures.
 - a. For the purposes of Committee spending, the current President, Vice President or Treasurer may elect to disburse budgeted funds in the form of a prepaid debit card for the exclusive use of the Committee Chair.
- B. The bank account(s) containing Tri-City Area Gaming funds shall only be accessible by the current President, Vice President and Treasurer
- C. An Emergency Fund may be established by vote at any meeting of the Board of Directors. The Emergency Fund shall be an account separate from the Tri-City Area Gaming standard operating account(s)
 - a. No more than 2.5% of gross annual income may be deposited into the Emergency Fund.
 - b. Funds in the Emergency Fund shall be disbursed only by vote at any meeting of the Board of the Directors

Section 2. Intellectual Property and Brand Management

- A. Ownership of Intellectual Property may be transferred to Tri-City Area Gaming by explicit written consent of the Intellectual Property's creator. In the case of Intellectual Property created as a result of a contract with an outside agency, Intellectual Property rights shall be explicitly determined and agreed upon in said contract.
- B. Tri-City Area Gaming Brand creation and usage guidelines shall be controlled by singular committee.
- C. In the event that Intellectual Property developed and/or owned by Tri-City Area Gaming becomes inherently valuable, and in the event of the Dissolution of Tri-City Area Gaming, disbursement of said Intellectual Property shall be bound by Article 5 of Tri-City Area Gaming's Articles of Incorporation: Distribution of Assets.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article IV or Article V of the Articles shall require the affirmative vote of all Directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 amendments on the 10 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2018.