

BYLAWS
OF
HOLLAND COMMUNITY CHORALE

ARTICLE I

PURPOSES

Section 1.1 Purposes. The purpose or purposes for which the corporation is organized are as set forth in the Articles of Incorporation, and more specifically, to:

- a. provide the Corporation's members with superior choral experiences that educate, inspire, and enrich their lives;
- b. perform fine choral music with excellence, thereby facilitating the public's appreciation of quality vocal repertoire;
- c. promote and facilitate relationships and cooperation between the Corporation and other arts entities;
- d. engage in any activity, within the purposes stated above, in which a nonprofit corporation may engage in the State of Michigan.

The Corporation is irrevocably dedicated to and shall be operated exclusively for charitable, educational, scientific, and other nonprofit purposes which are tax exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding provisions of any subsequent Federal tax law (the "Code"). No part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, its members, trustees, directors, or officers, or to any private individual, firm, corporation, partnership or association, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE II

CORPORATION BUSINESS

Section 2.1 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

Section 2.2 Written Documentation. Any Corporation business that requires written documentation or notice may be so written electronically, provided it is not prohibited by law, these bylaws, or adopted policy.

Section 2.3 Meetings. Notice of all meetings shall include the time and place of meeting. All meetings requiring a quorum shall begin with a quorum no later than thirty minutes past the announced start time. In absence of a quorum, no meeting may be convened.

ARTICLE III

MEMBERS

Section 3.1 Membership. The members of the Corporation shall be those persons who are accepted by audition and who comply with the policies adopted by the Board of Directors or, in the absence of Board action, its committees. Membership in the Corporation shall last for terms determined by the Board of Directors and shall not be denied on the basis of gender, race, national origin, creed, or any other classification prohibited by law.

Section 3.2 Dues and Fees. The Board of Directors shall determine membership dues and approve any fee to be levied on all members.

Section 3.3 Resignation and Termination. Membership in the Corporation shall cease following a member's resignation or dismissal by the Artistic Director based on the member's failure to comply with membership requirements.

Section 3.4 Annual Meetings. An annual meeting of the Corporation shall be held for the election/appointment of Member Directors and transaction of other business properly brought before the membership. The date, time, and place of the annual meeting shall be determined by the Executive Committee.

Section 3.5 Special Meetings. Special meetings of the Corporation may be called by the Executive Committee, the Board of Directors, or upon written request of at least twenty-five percent of Corporation members, and shall be held at such time and place designated in the notice thereof. Business transacted at all special meetings shall be confined to the objects and matters stated in the notice of the meeting.

Section 3.6 Notice of Meeting. Members must be notified of all Corporation meetings no fewer than ten days nor more than sixty days in advance.

Section 3.7 Quorum and Voting. More than fifty percent of Corporation members shall constitute a quorum at all Corporation meetings for the transaction of business, except as may

otherwise be provided by statute or by the Articles of Incorporation. Each member shall be entitled to cast one vote at all annual or special meetings of the Corporation. Action to be taken by Corporation vote shall be authorized by a majority of the votes cast, unless a greater plurality is required by statute or the Articles of Incorporation. However, Member Directors shall be elected by a plurality of the votes cast at an election.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Board of Directors. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall be the governing body of the Corporation. The Board of Directors shall have all powers, rights and authority which are not by law, by the Articles of Incorporation, or by these bylaws, directed or required to be exercised or done by the Corporation members or its committees. The Board may delegate to the Corporation's officers or committees such powers as the Board shall determine.

Section 4.2 Number and Qualifications of Directors. The Board of Directors shall consist of at least thirteen, but no more than eighteen persons. The Board of Directors shall consist of four to six Member Directors and nine to twelve At-Large Directors. Member Directors shall be Corporation members. At-Large Directors shall be representative of the West Michigan-area community and may or may not be Corporation members.

Section 4.3 Terms of Directors. The Artistic Director and Executive Director shall serve non-voting terms on the Board of Directors concurrent with the terms of the office. At-Large Directors shall serve a term of three years or until their death, resignation, removal, disqualification, or other inability to serve. Each year, approximately one-third (1/3) of the At-Large Directors shall be elected for three-year terms beginning on the first day of the next fiscal year following the election. At-Large Directors may serve for two consecutive three-year terms, after which they must vacate the Board of Directors for at least one year before becoming eligible for election again. If appointed to fill an uncompleted term, a Director may serve an additional two terms. Member Directors serve one-year terms representing the various committees (i.e. artistic, operations, development, finance) to the Board of Directors

Section 4.4 Election. At-Large Directors shall be elected by the Board of Directors at a spring meeting on the basis of nominations submitted by the Vice President. Member Directors shall be elected by Corporation members at the annual meeting. Member Directors must be duly auditioned and accepted Corporation members in good standing and shall serve on their representative committee (i.e. artistic, operations, development, finance) for the duration of their term.

Section 4.5 Vacancies. The position of At-Large Director, if vacated prior to the expiration of a term, shall be filled by the Board of Directors for the remainder of the vacant term. The position

of Member Director, if similarly vacated, shall be filled by the representative committee until the next annual meeting of the membership.

Section 4.6 Removal. At-Large and Member Directors may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors. Written notice of removal proceedings shall be given at least thirty (30) days in advance to the Director in question. The Director in question has the right to present a case for consideration and final resolution by the Corporation members if requested by two members of the Board of Directors other than the Director in question.

Section 4.7 Regular and Special Meetings. The Board of Directors shall meet as often as necessary to conduct the business and affairs of the Corporation, but at least twice each year, once in the fall and once in the spring. Regular meetings of the Board of Directors may be held at such times and places as the Directors determine. Special meetings of the Board may be called by the President and shall be called by the President upon the written request of not less than three Directors. Minutes of all meetings shall be taken and copies thereof distributed to the Board members prior to their next meeting.

Section 4.8 Notices of Meetings of the Board of Directors. Directors must be notified of all Board of Director meetings at least seven days in advance of the meeting. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting unless Board members approve the additional item of business by unanimous vote.

Section 4.9 Quorum and Voting. More than fifty percent of the Board of Directors shall constitute a quorum at all Board meetings for the transaction of business, except as may otherwise be provided by statute or by the Articles of Incorporation. At least one member of the Executive Committee must be present to constitute a quorum. Each Director shall be entitled to cast one vote at all Board meetings. Action to be taken by Board vote shall be authorized by a majority of the votes cast, unless a greater plurality is required by statute or the Articles of Incorporation. However, Member Directors shall be elected by a plurality of the votes cast at an election.

Section 4.10 Action without a Meeting. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote, provided that all of the Directors first consent in writing to transact such business without a meeting and subsequently submit their vote on the action in writing, and provided it is not prohibited by statute or the Articles of Incorporation. Both written consents shall be filed with minutes of the proceedings and shall have the same effect as a meeting vote for all purposes.

Section 4.11 Compensation. No member of the Board of Directors shall be entitled to any compensation from the Corporation for serving as a Director. The Board of Directors may, however, reimburse any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

ARTICLE V

OFFICERS

5.1 Officers. The officers of the Corporation shall consist of a Past-President, President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. The Past-President, President, Vice-President, Treasurer, and Secretary shall be elected from among the At-Large Directors by the Board of Directors annually for a term concurrent with the Corporation's fiscal year. Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, these bylaws, or resolution of the Board of Directors to be executed, acknowledged, or verified by two or more officers. Officers shall perform duties at all times subject to the policies, control, and direction of the Board of Directors.

Section 5.2 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors; unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5.3 Vacancies. A vacancy occurring in any office may be filled for the unexpired portion of the term of the office by the Board of Directors.

Section 5.4 Removal. Any officer may be removed from office by the action of the Board of Directors by a two-thirds (2/3) vote of the entire Board, whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

Section 5.5 Past President. The Past-President shall:

- a. provide history and continuity with past administrations of the Board of Directors.
- b. perform such duties and have such other powers as may be prescribed by these bylaws and the directions of the Board of Directors, and the President.

Section 5.6 President. The President shall serve as the chairperson of the Board of Directors and chief executive officer of the Corporation. The President shall:

- a. provide leadership in the governance of the Corporation and ensure that the Board of Directors establishes its objectives and develops plans to achieve them;
- b. preside at all meetings of the Board of Directors and the Corporation members according to the established meeting agendas;
- c. sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation;
- d. serve as an ex officio member of each committee of the Corporation as deemed needed by the President;

- e. prescribe when necessary the duties of other officers and employees of the Corporation and make recommendations to the Board of Directors concerning the Corporation's activities;
- f. perform such other duties and have such other powers as may be prescribed by these bylaws and the directions of the Board of Directors.

Section 5.7 Vice President. The Vice President shall:

- a. in the absence of the President, preside over meetings;
- b. assume all the powers of the President, provided the President is unable to fulfill their responsibilities and approval is given by the Executive Committee until the Board of Directors can so approve at their next meeting;
- c. prepare and submit to the Board of Directors yearly a list of nominees for election to the Board of Directors;
- d. have such powers and perform such duties as may be additionally prescribed by the Board of Directors.

Section 5.8 Secretary. The Secretary shall:

- a. certify and keep at the principal office of the Corporation the original or a copy of its bylaws, as amended or otherwise altered to date;
- b. take minutes of all Board of Director and Executive Committee meetings with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings. The Secretary shall keep at the principal office of the Corporation minutes of all meetings of the Board of Directors;
- c. see that all notices of meetings of the Board of Directors are duly given in accordance with the provisions of these bylaws or as required by law;
- d. properly keep and file all books, reports, statements and other documents and records required by law that are not delegated to the responsibility of the Treasurer and, in the absence of Board-appointed office personnel delegated to keep such records, be custodian of all these Corporation records;
- e. exhibit at all reasonable times to any Director, upon application, the bylaws and minutes of proceedings of the Board of Directors of the Corporation;
- f. update and maintain the term status of each board member and officer;
- g. in the absence of all other Executive Committee members, serve as chairperson of all Board and Corporation meetings;
- h. have such powers and perform such duties as may be additionally prescribed by the Board of Directors.

Section 5.9 Treasurer. The Treasurer shall:

- a. have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, provided the Board of Directors does not delegate such tasks to appointed office personnel;
- b. keep and maintain accurate records of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains,

losses, capital and surplus; copies of such records shall be kept at the principal office of the Corporation;

- c. exhibit at all reasonable times the books of account and records to any Director;
- d. render a financial statement of the Corporation at all meetings of the Board of Directors and a full financial report at least annually to the Corporation members;
- e. receive and give receipt for all monies due and monies payable to the Corporation, provided the Board of Directors does not delegate such tasks to appointed office personnel;
- f. in the absence of the President, Vice President, and Operations Committee chairperson, serve as chairperson at all Board and Corporation meetings;
- g. have such powers and perform such duties as may be additionally prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 6.1 Committees. The standing committees of the Corporation shall be the Executive Committee, the Operations Committee, and the Artistic Committee. The Board of Directors may by resolution establish and dissolve other committees (marketing, communications, development, finance) as it shall deem appropriate to conduct the business and affairs of the Corporation, and shall define in such resolution the power, responsibilities and composition of such committees. The Board of Directors shall appoint the chairperson of each committee, provided that the Artistic Director shall be the chairperson of the Artistic Committee. The committee chairpersons shall serve at the pleasure of the Board of Directors.

Section 6.2 Executive Committee.

- a. Membership. The Executive Committee shall consist of five members: Past President, President, Vice President, Treasurer, and Secretary.
- b. Chairperson. The chairperson of the Executive Committee shall be the President.
- c. Duties and Responsibilities. The Executive Committee shall:
 - 1. review and establish agendas for all Board of Directors meetings;
 - 2. present an annual budget to the Board of Directors for approval;
 - 3. make recommendations to the Board of Directors with respect to the appointment of the Artistic Director and staff positions unless otherwise defined by the bylaws;
 - 4. manage all of the day-to-day business of the Corporation;
 - 5. review standing and ad hoc committees' resolutions and make appropriate approvals or recommendations;
 - 6. act as otherwise directed by the Board of Directors.
- d. Meetings. The Executive Committee shall meet as often as required to transact Corporation business, but not less than six times a year. All members of the Executive Committee shall be notified of any meeting at least fourteen days before the date of that meeting. The President or a majority of the Executive Committee may call a special meeting of the Executive Committee at any time, provided appropriate notice is given.

Minutes of all meetings shall be taken and copies thereof distributed to the Executive Committee members prior to the next scheduled Executive Committee or Board of Directors meeting, whichever comes first.

- e. Quorum and Voting. A quorum for transaction of business at meetings shall consist of a majority of the Executive Committee. All members shall be entitled to cast one vote. Meeting business shall be transacted by a simple majority vote.
- f. Action Without a Meeting. Any action required or permitted at any meeting of the committee may be taken without a meeting, without prior notice and without a vote, provided that all of the committee members first consent in writing to transact such business without a meeting and subsequently submit their vote on the action in writing. Both written consents shall be filed with minutes of the proceedings and shall have the same effect as a meeting vote for all purposes.
- g. Vacancies and Removal. Vacancies on the Executive Committee shall be filled according to the rules in these bylaws for replacement of the Board of Directors involved. As all Executive Committee members serve on the Board of Directors, they may only be removed from the Executive Committee per Bylaws section 3.5.

Section 6.3 Operations Committee

- a. Membership. The Operations Committee shall consist of the four to six Member Directors. The Artistic Director and the Operations Manager shall serve as ex officio members of the Operations Committee as they deem necessary.
- b. Chairperson. The chairperson of the Operations Committee is a Member Director or appoints a member of the committee to be a Member Director of the Board of Directors.
- c. Duties and Responsibilities. The Operations Committee shall:
 - 1. establish Corporation policies related to membership status and activities, consistent with the actions of the Board of Directors;
 - 2. evaluate Corporation operations, pass resolutions for continuing improvement, and submit resolutions for approval or recommendation to the Executive Committee or Board of Directors;
 - 3. coordinate volunteer activities that benefit the Chorale, whether executed by members or non-members, except when directed otherwise by the Board of Directors;
 - 4. coordinate promotion of Chorale performances and activities, except when directed otherwise by the Board of Directors;
 - 5. act as advocates to the Board of Directors on behalf of Corporation Members.
- d. Meetings. The Operations Committee shall meet as often as required to transact Corporation business, but not less than six times a year. All members of the Operations Committee shall be notified of any meeting at least seven days before the date of that meeting. The President or a majority of the Operations Committee may call a special meeting of the Operations Committee at any time. Business at all meetings shall be recorded by a committee-appointed secretary; minutes of all meetings shall include the time and place of holding and the names of those present at the meetings. The Committee chairperson shall submit meeting minutes to the Executive Committee at their next meeting.

- e. Quorum and Voting. A quorum for the transaction of business at meetings shall consist of a majority of the Operations Committee. All members of the Operations Committee shall be entitled to cast one vote. Meeting business shall be transacted by a simple majority vote.
- f. Action without a Meeting. Any action required or permitted at any meeting of the committee may be taken without a meeting, without prior notice and without a vote, provided that all of the committee members first consent in writing to transact such business without a meeting and subsequently submit their vote on the action in writing. Both written consents shall be filed with minutes of the proceedings and shall have the same effect as a meeting vote for all purposes.
- g. Vacancies and Removal. If a vacancy occurs on the Operations Committee, the remaining members of the Operations Committee shall fill the vacancy with a Corporation member by a majority vote until the next scheduled election of Member Directors. As all Operations Committee members serve on the Board of Directors, they may only be removed from the Operations Committee per bylaws section 3.5.

Section 6.4 Artistic Committee

- a. Membership; The Artistic Committee shall consist of Corporation and community members who demonstrate a passion for choral music, the Corporation, and the artistic vision of the Artistic Director. Committee members shall be appointed by and serve at the discretion of the Artistic Director.
Chairperson. The chairperson shall be the Artistic Director.
- b. Duties and Responsibilities. The Artistic Committee shall:
 - 1. determine and evaluate the performance schedule and venues for all Corporation and Corporation-related performances;
 - 2. evaluate all Corporation and Corporation-related performances
 - 3. oversee artistic-related decisions of all Corporation-related ensembles
 - 4. pass resolutions for continuing improvement, and submit resolutions for approval or recommendation to the Executive Committee
 - 5. report to the Executive Committee.
- c. Meetings. The Artistic Committee shall meet as often as required to transact Corporation business, but not less than four times a year. All members of the Artistic Committee shall be notified of any meeting at least seven days before the date of that meeting. The President or Artistic Director may call a special meeting of the Artistic Committee at any time. Business at all meetings shall be recorded by a committee-appointed secretary; minutes of all meetings shall include the time and place of holding and the names of those present at the meetings. The Committee chairperson shall submit meeting minutes to the Executive Committee at their next meeting.
- d. Quorum and Voting. A quorum for the transaction of business at meetings shall consist of a majority of the Artistic Committee. All members of the Artistic Committee shall be entitled to cast one vote. Meeting business shall be transacted by a simple majority vote.

- e. Action without a Meeting. Any action required or permitted at any meeting of the committee may be taken without a meeting, without prior notice and without a vote, provided that all of the committee members first consent in writing to transact such business without a meeting and subsequently submit their vote on the action in writing. Both written consents shall be filed with minutes of the proceedings and shall have the same effect as a meeting vote for all purposes.

ARTICLE VII

STAFF

Section 7.1 Artistic Director. The Board of Directors shall appoint an Artistic Director for the Corporation upon such terms and for such compensation as the Board of Directors may determine. The Artistic Director shall:

- a. be a non-voting member of the Board of Directors and and serve as chairperson of the Artistic Committee;
- b. serve as ex officio member of the Operations Committee as deemed necessary by the Artistic Director;
- c. schedule and conduct rehearsals of the Corporation;
- d. audition all persons interested in Corporation membership;
- e. select and arrange for the purchase of all music to be performed by the Corporation;
- f. appoint the section leaders of the Corporation;
- g. appoint the Corporation accompanist(s), vocal coach(es);
- h. have such other duties as are specified elsewhere in these bylaws.

Section 7.2 Additional Staff. The Executive Committee may appoint additional staff (i.e. managers, directors, accompanists, vocal coaches) for such compensation as determined by the Board of Directors.

ARTICLE VIII

FINANCIAL OPERATIONS

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30, or as otherwise adopted by the Board of Directors.

Section 8.2 Execution of Instruments. Except as in these bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these bylaws otherwise expressly provided, 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 to render it liable for any purpose or in any amount.

Section 8.3 Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the Board may deem expedient. All funds of the Corporation shall be deposited in its name in such banks or other depositories as the Board of Directors may select. All disbursements shall be made by check, voucher, or other evidence of indebtedness drawn upon such depository and signed by those officers or agents of the Corporation expressly authorized by the Board of Directors.

Section 8.4 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President, the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 8.5 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly.

Section 8.6 Fidelity Bond. The Treasurer and any other officer, agent or employee of the Corporation designated by the Board of Directors by resolution shall each execute a fidelity bond in favor of the Corporation in a penal sum of \$10,000.00 or such other amount specified by the Board of Directors from time to time. The Treasurer or such other officer, agent or employee, as applicable, shall execute the fidelity bond as principal and a corporate surety company shall execute the bond as surety. The Corporation shall pay the premiums for all such bonds as a corporate expense.

ARTICLE IX

LIMITATIONS

Section 9.1 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

ARTICLE X

DISSOLUTION

Section 10.1 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, or any successor thereof, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

INDEMNIFICATION

Section 11.1 Indemnification Other Than in Actions by or in the Right of the Corporation. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation or 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 for profit, shall be indemnified by the Corporation against expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, or, with respect to a criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

Section 11.2 Indemnification in Actions by or in the Right of the Corporation. Any person who was or is a party to a 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 he or she is or was a Director, officer, employee or agent of the Corporation, or 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, shall be indemnified by the Corporation against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation or its members to the extent that the court in which the action or suit is brought has determined upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which such court considers proper.

Section 11.3 Expenses. To the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Sections 11.1 or 11.2 of these bylaws, or in defense of a claim, issue, or matter in the action, suit, or proceeding, he or she shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred by him or her in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided for in this Section.

Section 11.4 Authorization of Indemnification. 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 Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. This determination shall be made in any of the following ways:

- a. by a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action, suit or proceeding; or
- b. if the quorum described in Section 11.1 is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action; this committee shall consist of all disinterested Directors, but in any case shall consist of not less than two disinterested Directors; or
- c. by independent legal counsel in a written opinion (who may be the regular counsel of the Corporation); or
- d. by the members. If a person is entitled to indemnification under this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 11.5 Advancing of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 11.1 or 11.2 of these bylaws may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the expenses

if it is ultimately determined that he or she is not entitled to indemnification under the provisions of this Article. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 11.6 Indemnification Hereunder Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a party seeking indemnification or advancement of expenses may be entitled under any Article of Incorporation, bylaw, agreement, vote of the members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the successors, heirs and personal representatives of such a person.

Section 11.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

AMENDMENTS

Section 12.1. The Board of Directors of the Corporation may at any Board meeting amend, alter, or repeal any of these bylaws. Notice for such meeting shall be given in accordance with bylaws; however, such notice must include notification that the meeting agenda will include discussion of a bylaws change and must provide the substance of the proposed bylaws amendment, alteration or repeal. No vote may be taken to amend, alter, or repeal any of these bylaws unless a super-quorum (two-thirds of the Board of Directors) be present at the meeting. An affirmative vote of a two-thirds majority of votes cast is necessary for any bylaw revision to pass.

I, Pam Wells, President of the Corporation, and I, Sally Zenas, Secretary of the Corporation, hereby certify that the above Bylaws were duly adopted by the members of this Corporation as of September 10, 2018.

President

Secretary