

**BYLAWS OF  
SHASTA REGIONAL COMMUNITY FOUNDATION  
A California Nonprofit Public Benefit Corporation**

**ARTICLE I GENERAL**

**Section 1. Name.** The name of the corporation is the Shasta Regional Community Foundation, doing business as Community Foundation of the North State (the Corporation).

**Section 2. Principal Office.** The mailing and street address of the Corporation's principal office is 1335 Arboretum Drive, Suite B, Redding, CA 96003.

**Section 3. Other Offices.** The Board of Directors may at any time establish one or more other offices at any place within or outside of California.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

**ARTICLE II MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III BOARD OF DIRECTORS**

**Section 1. Generally.** The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall have the number of members, no greater than nineteen (19) and no less than three (3), as designated by resolutions of the Board of Directors from time to time. When not so designated, the number of Directors shall be seven (7).

**Section 2. Quorum and Voting.** Fifty One Percent (51%) the Board of Directors shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. All action of the Board of Directors shall be determined by consensus, or if a consensus cannot be achieved, by a majority vote of those voting. This quorum shall be sufficient except as provided in Article IV Section 4 and Article XII. Except as otherwise provided in the Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 3. Conflict of Interest.** Due to the community-based nature of the organization, conflicts of interest may arise in the course of service on the Corporation's Board of Directors. If any occasions arise when a member of the Board of Directors or an Officer of the Corporation has or might have a financial interest in or affected by a contract or transaction upon which action is to be or might be taken or withheld by such Board of Directors or a committee thereof, then:

(a) All material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee prior to their consideration of such contract or transaction. Such disclosure shall be recorded in an

annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest first comes up or should come up for consideration by such Board of Directors or committee.

(b) The member or officer having such financial interest on any matter at the meeting at which such consideration is given shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.

(c) Subject to such disclosure and abstention in voting and any limitation under the law, these Bylaws, and the terms of its appointment as such, the Board of Directors or committee may authorize any contract or transaction in which and any such member or officer has or might have a financial interest in or affected thereby.

**Section 4. Annual and Regular Meetings.** The Board of Directors may hold regular meetings, within or without the state, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as provided in these Bylaws, such regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The first regular meeting in the Corporation's fiscal year shall be the annual meeting of the Board of Directors. The Board of Directors shall meet at least once annually.

**Section 5. Special Meetings.** Notwithstanding the preceding Section 4 of this Article III, the Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 6 of this Article III, and upon call by the presiding officer of the Board of Directors, the Chief Executive Officer of the Corporation, or by twenty percent (20%) of the Directors then in office. A special meeting shall be held at such date, time and place within or without the state as is specified in the call of the meeting. The purpose of any such meeting need not be specified except as provided in these Bylaws.

**Section 6. Notice of Special Meetings.** Oral or written notice of the date, time and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Corporation staff, or by the person or persons calling the meeting, to each member of the Board of Directors by ordinary first class mail mailed at least four (4) days before the date fixed for the meeting; or by notice delivered personally, by telephone, by facsimile transmission, or by e-mail at least forty eight (48) hours before the date fixed for the meeting.

**Section 7. Waiver of Notice.** Notice may be waived in writing, signed by the Director entitled to the notice, and filed with the minutes of the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the Director shall object to the notice at the beginning of the meeting and does not vote for or assent to action taken at the meeting.

**Section 8. Increase Board Size.** An increase in board size may be accomplished at any regular or special meeting of the Board of Directors called for that purpose.

**Section 9. Means of Communication.** The Board of Directors or a committee thereof, may conduct a regular or special meeting through the use of any means of communication permissible under the California Corporations Code, including but not limited by electronic or telephonic means, by which all Directors or committee members participating may hear each other during the meeting.

**Section 10. Adjourned Meetings.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the rescheduled meeting to the Directors who were not present at the adjournment.

**Section 11. Action by Unanimous Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if all Directors or committee members, individually, or collectively sign in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Directors or committee members. For purposes of this Section 11, "in writing" is defined Article III Section 12, which follows directly below.

**Section 12. Definition of "Written" or "In Writing".** "Written" or "in writing" shall include facsimile, telegraphic, and other electronic communication as authorized by the California Corporations Code, including but not limited to, an electronic transmission by a corporation or director or committee member that satisfied the requirements of California Corporations Code §20.

**Section 13. Compensation of Directors.** Directors shall receive no compensation for their services as Directors. Reimbursement for their expenses of attendance at meetings as may be determined from time to time by the Board of Directors. A Director shall be subject to all of the duties and obligations imposed by the articles, these Bylaws or by law, whether or not that Director receives any compensation from the Corporation. Except as provided in Section 2 of Article IV, nothing in this Section shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such other service. No obligation, otherwise valid, to pay such compensation shall be voidable merely because the persons receiving the compensation participated in the decision to pay it, unless it was not just reasonable as to the Corporation at the time it was authorized, ratified or approved.

## **ARTICLE IV ELECTION OF DIRECTORS**

**Section 1.** The term of office is three (3) years. Except as otherwise provided in Section 2 or Section 4 of this Article IV, a Director shall serve a term of three (3) years, renewable upon vote approval of the Board for each of the two (2) additional three (3) year terms. No Director shall serve more than nine (9) consecutive years. After the nine (9) year consecutive period, a Director must retire from the board for at least one (1) full year. At the conclusion of that absence, a Director may ask, contingent upon vote approval of the Board to return to the board for another term as described in this section.

**Section 2.** Not more than 49% of the persons serving on the Board of Directors may be interested persons. For the purpose of this Section, "interested person" means either: (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

**Section 3.** When a vacancy occurs on the Board of Directors for any reason, other than an increase in the number of Directors, the remaining Directors may elect a Director to fill such vacancy and such Director shall serve a new term starting as of the date the vacancy is filled.

**Section 4.** Any Director may be removed from office by a majority vote of the remaining Directors at any meeting at which notice of removal has been given as hereinafter provided, with or without cause. Any Director proposed to be removed shall be entitled to at least ten (10) days advance written notice, with confirmation of receipt thereof, of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**Section 5.** Any Director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no Director may resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

**Section 6.** Directors shall be elected by majority vote of the Board to fill vacancies caused by increases in board size.

## **ARTICLE V OFFICERS**

**Section 1. In General.** The officers of the Corporation shall be Chair, Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at the annual meeting and shall serve for two (2) years until the officer's successor is elected and qualified or the officer is re-elected. The Chair, Vice Chair, Secretary, and Treasurer must be members of the Board of Directors. Any officer may be removed by the Board of Directors at any time with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors.

**Section 2. Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The Chair shall perform the duties incident to the office and such other duties as the Board of Directors may prescribe.

**Section 3. Vice Chair.** The Vice Chair shall act in place of the Chair and be empowered to perform all acts that the Chair is authorized to perform in the event of the Chair's absence or inability to serve. The Vice Chair shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

**Section 4. Secretary.** The Secretary shall be the custodian of all papers, books, and records of the Corporation, other than books of account and financial records. The Secretary shall prepare or assign Corporation staff designee, to enter in the minute book, and distribute the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. Every Director shall have the right at any reasonable time to inspect all Corporate books, records and documents. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe. In the absence of the Secretary, an Assistant Secretary may be appointed by the Board of Directors to perform such duties.

**Section 5. Treasurer.** The Treasurer or Corporation staff designee shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe. In the absence of the Treasurer, an Assistant Treasurer may be appointed by the Board of Directors to perform such duties.

**Section 6. Chief Executive Officer.** The Board of Directors may hire a Chief Executive Officer who shall perform the duties of the chief administrative officer of the Corporation and shall be responsible for the day-to-day management of the Corporation's affairs. The Chief Executive Officer shall also perform such other duties as the Board of Directors or Chair of the Board of Directors may prescribe. This position is specifically excluded from term limits. The Chief Executive Officer is a limitation voting member of the Board of Directors and of all committees with the following exception: the Chief Executive Officer is specifically excluded from attending Executive Committee or Board Meetings regarding issues that pertain to renewal of his/her employee contract, performance review, and pay raises. Chief Executive Officer. The Chief Executive Officer may only vote when a Board of Director' vote is a tie.

**Section 7. Other Offices.** Each other officer of the Corporation shall perform such duties as the Board of Directors or Chair may prescribe.

**Section 8. Additional Powers and Duties.** In addition to the powers and duties set forth above, each officer has such further authority and shall perform such other duties in the management of the Corporation as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws and the Corporation's Articles of Incorporation.

**Section 9. Removal of Officers.** Any officer may be removed from office by a vote of 51% the Board of Directors, at any meeting which notice of removal has been

given as hereinafter provided, with or without cause. Any such officer proposed to be removed shall be entitled to at least ten days advance written notice with confirmation of receipt of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, but even if a member of the Board, shall not be entitled to vote.

## **ARTICLE VI COMMITTEES**

**Section 1. Executive Committee.** The Board of Directors may, by resolution, designate four (4) or more Directors of the Corporation to constitute an Executive Committee, which may consist of officers of the Corporation and/or committee chairpersons, and which, to the extent provided in such resolution and consistent with state law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors. In the absence of such an Executive Committee, such authority shall rest in the officers of the Corporation. Committee members serve two-year terms, subject to reappointment.

**Section 2. Audit Committee.** The Board of Directors may, by resolution, establish an Audit Committee of at least three (3) members which will oversee accounting, financial reporting, and the external audit of the Corporation. The Corporation's president (or CEO) and treasurer (or CFO) cannot serve on the committee. If the Corporation has a finance committee, its members may serve on the audit committee. The audit committee chair may not serve on the finance committee and the audit committee may not draw more than half its members from the finance committee. All members of the committee should possess financial literacy skills sufficient to review and understand the books and records of the Corporation. Members of the committee should not receive directly or indirectly any consulting, advisory or other compensation fees from the Corporation other than in their capacity as a member of the board or board committees. The committee will have the authority to engage its own counsel and advisors as necessary.

**Section 3. Governance Committee.** The Board of Directors may, by resolution, establish a Governance Committee, which shall evaluate the leadership strengths and forecast the leadership needs for the Corporation and shall develop rosters of candidates for Director and officer positions. The Governance Committee shall establish procedures, subject to the approval of the Board of Directors, for the identification and evaluation of nominees for Director and officer position and shall present a slate of nominees in accordance with such procedures at the times required by such procedures and as the Governance Committee deems appropriate or necessary. The Governance Committee shall review the Corporation's Bylaws, policies and procedures and make suggestions to the Board of Directors pertaining to any for revisions or modifications of such documents. Committee members serve one-year terms, subject to reappointment.

**Section 4. Other Committees.** The Board of Directors may establish other committees including, without limitation, a Finance Committee, an Investment Advisory Committee, a Grants and Programs Committee, and Development Committee, to

accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not be, (except for the Chairperson of each Committee) members of the Board of Directors, and may be removed by the Board of Directors, with or without cause. Appointments to and the filling of vacancies on such other committees shall be made by the Board Chair unless the Board of Directors otherwise provides. Committee members serve one-year terms, subject to reappointment.

**Section 5. General.** A majority of the members of any committee shall constitute a quorum and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present, although committee members may participate by any means of communication by which all committee members may simultaneously hear each other during the meeting. Any action by any committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. The committee may establish reasonable rules of procedure, subject to control, revision, and alteration by the Board of Directors.

## **ARTICLE VII RECORDS, REPORTS AND INSPECTION RIGHTS**

**Section 1. Corporate Report.** The Board of Directors shall cause a corporate report to be sent to the Directors not later than 120 days after each close of the Corporation's fiscal year. Such report shall contain in detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year. The report required by this Section shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of the Treasurer or other authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**Section 2. Inspection Rights of Directors.** Every Director shall have the absolute right at any reasonable time, to inspect and copy all books, records, and documents of every kind of the Corporation.

## **ARTICLE VIII INDEMNIFICATION**

**Section 1. Indemnification by the Corporation.** The Corporation shall indemnify to the fullest extent permitted by law its officers, directors, employees, agents and other representatives against any loss, liability, cost or expense including attorney's fees in any way arising out of any act or omission taken or omitted in good faith belief that such act or omission was lawful and furtherance of the Corporation's purposes

**Section 2. Purchase of Insurance.** The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's Directors, officers, employees, or other persons.

## **ARTICLE IX GIFTS TO THE CORPORATION**

Any donor of a gift to the Corporation may give directions with respect to such gift at the time the gift is made subject to the limitations in the Corporation's Articles of Incorporation and this Article IX. To the extent so permitted, these directions may specify:

- a. the field of charitable purposes to be supported;
- b. the particular charitable organization or organizations or purposes to be considered for support;
- c. the donor's ability to make recommendations to the Corporation, from time to time, as to particular charitable organizations or purposes to be considered for support;
- d. the manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income; or
- e. the name as a memorial or otherwise for a gift, or addition to a fund previously held, or that the donor of a gift shall remain anonymous.

If the donor does not expressly direct in the instrument making the gift the use of the income or principal or a gift, grant, or devise, the Corporation shall have absolute discretion as to the use of the income from the gift, provided that such use conforms to the exempt purposes of the Corporation, as outlined in its Articles of Incorporation and these Bylaws?. Each donor by making a gift to the Corporation accepts and agrees to the terms of the Articles of Incorporation and these Bylaws and any agreement between the Corporation and Board of Directors, custodians or agents having invested or held, unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose or in order to prevent tax disqualification or it is required by law. In the absence of contrary instructions from its donors, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping such name accounts reflecting appropriately the interest of such fund in each common investment or by commingling the fund with others, but referring to the Corporation's literature and other commemorative communications as to the amount of the gift at the time it was received by the Corporation. In pursuance of the Corporation's charitable objectives, the Board of Directors shall have the authority to cause to be formed or enter into relationships with other organizations described in Section 501(c)(3) of the Internal Revenue Service.



## **ARTICLE X CONTRACTS, CHECKS, LOANS, DEPOSITS AND GIFTS**

**Section 1. Contracts.** The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

**Section 2. Checks.** All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

**Section 3. Loans.** Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

**Section 4. Deposits.** All funds of the Corporation shall be deposited in such bank, banks, trust companies, or other depositories as the Board of Directors may specify. Such specification may be general or confined to specific instances. [May want to specify the bank etc. must have a rating of AAA]

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

**Section 6. Investment Managers.** The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage and invest the assets of the Corporation.

## **ARTICLE XI REGULATION OF CORPORATE AFFAIRS**

The affairs of the Corporation shall be subject to the following provision:

**Section 1.** The Board of Directors is committed to exercise in the best interest of this Corporation the powers described in United States Treasury Regulations section 1.170A-9(e)(II)(v)(B), (C), and (D) which by this reference are incorporated into and made a part of the Bylaws.

**Section 2.** The Board of Directors is committed to use its best efforts to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent of a trust or fund in respect of this Corporation administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Corporation in accordance with the provisions of the United States Treasury Regulations section 1.170A-9(e)(II)(v)(F) which by this reference is incorporated into and made a part of these Bylaws.

**Section 3.** The Board of Directors shall have the power to: modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community and area served by this Corporation; to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the state; and to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

**Section 4.** No Director of the Corporation shall be liable for any obligation of the Corporation.

## **ARTICLE XII AMENDMENTS**

The Articles and Bylaws of the Corporation may be amended, altered, or repealed, and new Articles and Bylaws may be adopted by the Board of Directors of the Corporation by a vote of a majority of the Board of Directors then in office, provided that the full text of the proposed amendment, alteration or repeal is provided to each Director of the Corporation more than three (3) days prior to the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board of Directors for action.

## **ARTICLE XIII INTERPRETATION OF BYLAWS**

Unless defined differently herein or unless the context requires a different meaning, terms used in these Bylaws shall have the same meaning as may be given to them in the California Nonprofit Public Benefit corporation law, as amended from time to time. To the extent possible, these Bylaws shall be construed as supplemental to all laws applicable to the same subject matter and shall be fully complied with unless such compliance shall be illegal.

## **ARTICLE XIV DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with the law, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized for substantially the same purpose as this Corporation, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose, as the Board of Directors shall determine.

**ARTICLE XV  
OBJECTS AND PURPOSES OF THE CORPORATION**

**Section 1.** This Corporation is organized exclusively for one of more of the tax-exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be organized or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any person or entity.

**Section 2.** The objects and purposes of the Corporation shall be as set forth in the Corporation's Articles of Incorporation, as amended from time to time. A primary purpose of the Corporation is to enhance the quality of life in Shasta, Siskiyou and Tehama counties by matching philanthropic interests with charitable needs, and acting as an apolitical, neutral convener, to encourage constructive community discussions on important community issues. Upon approval of the Board of Directors, as to accepting the fund or gift, the donors may name their own funds, make restricted or unrestricted gifts, provide donor advised and field of interest gifts or designate particular organizations as, beneficiaries.

**ARTICLE XVI  
MISCELLANEOUS**

**Section 1.** The end of the accounting year of the Corporation shall be June 31.

**Section 2.** No Director of this Corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

**Section 3.** In the event there is any contradiction between these Bylaws and the applicable laws of any state or the applicable laws of the Federal government, the applicable laws of that state or of the Federal government shall preempt these Bylaws.

These Bylaws are, as of the date of this certification, the duly adopted and amended Bylaws of this Corporation.

IN WITNESS WHEREOF, I have set my hand this 21 day of July, 2020.

ADOPTED ON JULY, 1 2020

  
\_\_\_\_\_  
Name  
Chair of Board of Directors

  
\_\_\_\_\_  
Name  
Secretary