

BY-LAWS
OF
SOUTHEASTERN TRIALS RIDERS ASSOCIATION, INC

ARTICLE I
CORPORATION'S NAME, OFFICES AND PURPOSE

1.1. The name of this corporation shall be **Southeastern Trials Riders Association, INC or STRA** (hereinafter sometimes referred to as the “**Corporation**”) a corporation not for profit organized under the laws of the State of Tennessee.

1.2. The principal office of the Corporation shall be located at 711 Signal Mountain Rd, #229, Chattanooga, TN 37405.

1.3. The registered agent and registered office, respectively of the corporation shall be InCorp Services, Inc, 1585 Mallory Lane, Suite 104, Brentwood, TN 37027.

1.4. The Corporation may establish such other offices and/or facilities at such other places as the Board of Directors may, from time to time, determine to be appropriate.

1.5. The Corporation is organized and operated exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other private person, 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 Section 3.14.

ARTICLE II
MEMBERSHIP

2.1. Members. The Corporation shall have members. Membership categories and dues are as follows:

Individual (Jan 1 – Dec 31)	\$35.00
Individual (July 1 – Dec 31)	\$20.00
Senior Individual 65+ (Jan 1 – Dec 31)	\$20.00
Senior Individual 65+ (July 1 – Dec 31)	\$15.00

First Time Individual (Jan 1 – Dec 31)	\$20.00
First Time Individual (July 1 – Dec 31)	\$15.00
Family (Jan 1 – Dec 31)	\$40.00
Family (July 1 – Dec 31)	\$25.00
First Time Family (Jan 1 – Dec 31)	\$30.00
First Time Family (July 1 – Dec 31)	\$20.00
Weekend Individual	\$10.00

Individual (full and half year), Senior Individual and Family (spouses and dependent children) membership allows members to participate in STRA sanctioned events, are eligible for championship points in the STRA season and to vote in STRA elections and for competition rule changes at the annual meeting. A family membership is entitled to one vote per adult member.

Weekend Individual membership allows the member to participate in the STRA sanctioned event(s) for the weekend of their membership. Weekend members are not eligible for championship points nor are they eligible to vote in STRA elections or for rule changes at the annual meeting.

ARTICLE III
DIRECTORS

3.1. Authority of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors may implement and exercise all powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, by the Charter of the Corporation, or by these By-Laws.

3.2. Number, Selection and Tenure.

3.2.1. The Board of Directors of the Corporation shall consist of not less than **three (3)** and not more than **six (6)** Directors; provided, however, that the number of Directors may be increased or decreased from time to time by the Board of Directors by amendment of these bylaws, but no decrease shall have the effect of shortening the term of an incumbent director or

reducing the number of Directors below **three (3)**. The Board of Directors shall be comprised of the President, Vice President, Secretary and Treasurer as defined in ARTICLE IV and up to two additional Directors as voted on by the Membership. A Director need not be a resident of the State of Tennessee, nor be an officer other than those listed above..

3.2.2. The term of office for a Director shall be **one (1) years**. Directors may serve unlimited consecutive terms.

3.2.3. Each Director shall hold office for the term for which the person was elected and until such person's successor has been elected. Each person shall be elected as a Director (whether upon a replacement of a former director or an increase in the number of Directors) by a majority vote of the Membership. Any Director so elected may hold office until the next annual meeting of the Board of Directors and thereafter until a successor has been elected and qualified.

3.3. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

3.4. Regular Meetings. The Board of Directors shall hold at least **one (1)** regular meeting in each calendar year, except as otherwise provided by the Board of Directors. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

3.5. Special Meetings. Special meetings of the Board of Directors of the Corporation may be called by the Secretary upon the request of the President of the Board of the Corporation or of any **two (2)** Directors. The Secretary may serve upon or mail, including by electronic mail (email), facsimile, telegraph, Federal Express, or United Parcel Services, to each Director of the Corporation notice of all special meetings of the Board of Directors, not less than **one (1) day** prior to the date of such meeting. Oral notice is authorized. Such notice shall state the time, date, and place of such special meeting of the Board of Directors, such notice need not state the purpose or purposes of any meeting, and any such notice may be waived in writing.

3.6. Location of Meetings. Meetings of the Board of Directors, whether regular or special, shall be held at such time or times and at such place or places within or outside of the State of Tennessee as the Board of Directors may, from time to time, determine or as may be specified in the notice of such meeting.

3.7. Quorum. At all meetings of the Board of Directors of the Corporation the presence of a majority of the Directors then in office shall constitute a quorum.

3.8. Board Action. 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, unless the act of a greater number is required by law or by these bylaws.

3.8.1. A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action unless such Director:

(A) Objects at the beginning at the meeting (or promptly upon such Director's arrival) to holding it or transacting business at the meeting;

(B) Dissents or abstains from the action taken is entered in the Minutes of the meeting; or

(C) Delivers written notice of such Director's dissent or abstention to the presiding Officer of the meeting before its adjournment or the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.9. Action Without a Meeting. Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without a formal meeting on written consent, including voting by email so long as receipt can be confirmed, with such written consent setting forth the action so taken, signed or confirmed by email by a majority of the Directors to vote thereon, and any such action shall be as valid and effective as any resolution duly adopted at a regular or special meeting of the Directors. The President or President's designee may email all Directors setting forth the matter or matters to be voted on and all responses shall be sent to the Secretary or Secretary's designee and the President. The results of such email vote may or may not be reported back to the Board of Directors via email, but in any event, the report of such email vote shall be reported at the next regular Board meeting and noted in the Minutes.

3.10. Participation in Meeting by Conference Telephone or Video. Members of the Board may participate in a meeting through use of conference telephone or video or similar communications equipment, so long as members participating in such meeting can hear one another. Members so participating may vote using any of the following forms of communications: email, voice vote by telephone, video, facsimile, proxy or text message.

3.11. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least **two (2)** persons. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

3.12. Records. The Directors shall cause the books and records of the Corporation to be kept and maintained at the Corporation's principal office, or at the primary residence of either the President or Vice President.

3.13. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the executing officer, the Chair may execute the same in the name and on behalf of the Corporation.

3.14. Reimbursement. The Directors, as such, shall not receive any stated salary or compensation for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude the Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.15. New Directors and Vacancies. Newly created directorships and vacant directorships, whether created by removal of a Director for cause or any other reason, may be filled by a vote of the majority of the Directors then in office; any Director so elected may hold office until the next annual meeting of the Board and thereafter until a successor has been elected and qualified.

ARTICLE IV **OFFICERS**

4.1. Appointment of Officers; Terms of Office. The Board of Directors shall elect the Officers of the Corporation at its first meeting or by action on written consent. Thereafter, the Officers of the Corporation (President, Vice-President, Secretary, and Treasurer) shall be elected annually by the membership in attendance at the regular annual meeting of the Board of Directors. Other Officer positions such as Competition Director, Youth Competition Director, Membership and Media Director may be appointed by the Board of Directors, or voted on by the membership. A Sporting Steward and North American Trials Council (NATC) delegate shall be appointed by the Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been elected and shall have qualified.

The terms of the officers shall begin on January 1 following the annual meeting and shall last for **one (1)** year. The time between the annual meeting and Jan 1 may serve as a transition period between outgoing and incoming officers.

4.2. Officers. The Officers of the Corporation shall be a President and a Secretary, and such other Officers as the Board may, from time to time, elect, including, but not limited to a Treasurer, one or more Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers as they deem advisable. Such additional officers shall hold their offices at the pleasure of the Board of Directors and shall exercise such powers and perform such duties as may be determined, from time to time, by the Board. Any **two (2)** or more offices of the Corporation may be held by one person; provided, however, that no one person shall be both President and Secretary of the Corporation. Officers may, but need not, be Directors of the Corporation.

4.3. Removal. The Officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of the majority of the Board of Directors at a meeting or by action in writing pursuant to **Section 3.9.**

4.4. Vacancy. If any office shall become vacant for any reason, such a vacancy may be filled by the Board of Directors as it deems advisable. A vacancy in any office, for whatever reason, may be filled by the Board of Directors for the unexpired portion of the term.

4.5. President. The President may preside at all meetings of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall affect such division of duties between the President and any Vice-President(s), in the President's discretion, as the President shall deem proper. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

4.6. Vice-President(s). The Vice-President(s), if the Board of Directors elect one, may, in the absence of the President or in event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President(s) may perform such other duties as may be assigned by the President or by the Board of Directors.

4.7. Secretary. The Secretary shall attend all meetings of the Board of Directors or committees of the Board of Directors, except as may otherwise be requested by the President. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors as required herein and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary shall, by the Secretary's signature, attest the execution of the document or instrument requiring such attestation. Moreover, the Secretary may be custodian of the corporate records and of the seal of the corporation, if any, and in general perform all duties incident to the office of Secretary and such other duties may be assigned by the President or by the Board of Directors. The Secretary may also be responsible for the duties of the Treasurer, as set forth below, unless or until the Board of Directors elects a Treasurer.

4.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The President, Vice-President or Secretary shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The President, Vice-President or Secretary shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper voucher for such disbursements, and shall render to the President or to the Board of Directors whenever either may require it, an account of all transactions undertaken. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give the Corporation a bond, with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of the office of Treasurer for the restoration to the Corporation of all books, papers, vouchers, money and other property in the case of the Treasurer's death, resignation, retirement, or removal from office.

4.9. Competition Director. The Competition Director shall be in charge of keeping records of the championship points accrued by each rider during the STRA championship season. The competition director also manages trials event scoring assignments (50/50 scoring, peer scoring, checker scoring, etc.) and retains records and worksheets relative to the championship season.

4.10. Youth Director. The Youth Director is responsible for organizing, laying out, scoring, maintaining results and managing awards for any youth trial events held in conjunction with STRA sanctioned events.

4.11. Membership and Media Director. The Membership and Media Director shall be responsible for creating awareness of the Corporation through publication of schedules, event flyers, event reports on various social medial platforms and websites, as well as local and national media outlets.

4.12. Sporting Steward. The Sporting Steward shall be responsible for ensuring that sections of STRA sanctioned events are appropriately marked and the appropriate level of difficulty. The goal is the membership can reliably expect STRA events to be challenging, consistently marked and fun. The Sporting Steward may inspect the sections at each STRA event to ensure that the sections are appropriately marked and have the appropriate level of difficulty for the class. Inadequate sections must be corrected per the Sporting Steward's request. The Sporting Steward has the authority delay the event until any required changes are made.

4.13. NATC Delegate. The NATC Delegate may represent and address all matters pertaining to the Corporation with the NATC. The NATC may be but is not required to be an existing Director.

ARTICLE V **DIRECTOR AND STAFF**

5.1. Executive Director. The Board of Directors may hire an Executive Director as they deem necessary. Subject to the general control of the Board of Directors, the Executive Director shall manage and supervise all of the business and affairs of the Corporation and shall perform all of the usual duties of the Chief Executive Officer of a Corporation. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of Directors and carry out the duties described in the job description. The Executive Director shall execute all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. The Board of Directors may designate other duties as necessary.

5.2. Staff. The Board of Directors may hire such staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the staff shall be as assigned or as delegated to be assigned by the Board.

5.3. Salaries. The Board of Directors shall fix the compensation of any and all employees or independent contractors of the Corporation, which the Board of Directors, in their sole discretion, may determine to be necessary for the conduct of the business of the Corporation.

ARTICLE VI **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution

of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Secretary and counter-signed by the President or Vice-President(s) of the Corporation.

6.3. Deposits. All funds of the Corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositaries as the Board of Directors may select.

6.4. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII **COMMITTEES**

7.1. Authority. All committees appointed by the Board of Directors of the Corporation shall have and may exercise powers and authorities as the Board of Directors may delegate to such committee or committees by resolution. All committees appointed by the Board of Directors shall keep and maintain regular minutes of their meetings and proceedings and shall report the same to the Board of Directors upon request.

7.2. Removal. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

7.3. Vacancy. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

ARTICLE VIII **STANDARDS OF CONDUCT**

8.1. Duties. A Director shall discharge the duties of the office as a Director, including duties as a member of any committee of the Board of Directors:

- (A) In good faith;

- (B) With the care an ordinarily prudent person in a like position would exercise under similar circumstances;
- (C) In a manner and Director reasonably believes to be in the best interest of the Corporation; and
- (D) A Director must disclose, or cause to be disclosed, to the other Board or committee members information not already known by the other Board or committee members but known by the Director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the Director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

8.2. Reliance on Experts. In discharging the duties as a Director of the Corporation, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (A) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (B) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert confidence; or,
- (C) A committee of the Board of Directors of which such Director is not a member if the Director reasonably makes reliance otherwise permitted by **Section 8.1**, above.

8.3. No Liability. A Director is not liable for any action taken as a Director, or any failure to take any action, if such Director performs the duties of office in compliance with this **Article VIII**, or if he or she is immune from suit under the provisions of Tennessee Code Annotated Section 48-58-601.

8.4. Transaction Not Voidable. If the Corporation and a Director shall enter into a transaction in which the Director shall have a conflict of interest with the Corporation, then such transaction shall not be voidable by the Corporation solely because of the Director's interest in the transaction if the transaction was in compliance with the Corporation's Conflict of Interest Policy set forth in **Article IX** below.

ARTICLE IX **CONFLICT OF INTEREST POLICY**

9.1. Purpose. The purpose of the Conflict of Interest Policy (referred to in this **Article IX** as the "**Policy**") is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation 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.

9.2. Definitions.

(A) 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.**”

(B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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. Under **Section 9.3(A)** below, 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.

9.3. 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, he or she shall leave 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.

(C) Procedures for Address the Conflict of Interest.

(i) An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) 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.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation 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. 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 Corporation'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.

(i) If the governing Board or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclosed.

(ii) If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4. 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; and

(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.

9.5. Compensation. A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

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

9.6. Annual Statements. Each Director, principal officer and member of a committee with governing Board delegated powers may annually sign a statement which affirms such person:

- (A) Has received a copy of the Policy;
- (B) Has read and understands the Policy;
- (C) Has agreed to comply with the Policy; and
- (D) Understands the Corporation 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.

9.7. Periodic Reviews. To ensure the Corporation 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. When conducting such periodic reviews, the Corporation may, but need not, use outside advisors; provided, however, if outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are 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; and
- (B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded in writing, 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.

ARTICLE X **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

10.1. Every member of the Board of Directors, officers or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit, or proceeding, to which he or she may become involved by reason of his or her being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be

liable for negligence or misconduct in the performance of his or her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE XI
FISCAL YEAR

11.1. The fiscal year of the Corporation shall follow the calendar year.

ARTICLE XII
DISSOLUTION

12.1. Upon the time of dissolution of this Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of this Corporation is then located, 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 XIII
NON-DISCRIMINATION

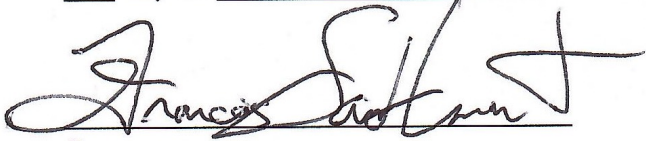
13.1. The Corporation is an equal opportunity institution and will not discriminate on the basis of race, color, national origin, sex, handicap and/or age in its activities, programs or employment practices.

ARTICLE XIV
AMENDMENTS

14.1. These By-Laws may be altered, amended, repealed, or modified by the affirmative vote of a **two-thirds (2/3)** majority of the Board of Directors of the Corporation.

CERTIFICATION

These By-Laws were approved at a meeting of the Board of Directors by a majority vote on
2nd day of JUNE, 2021.



Secretary

2 JUN 2021

Date