

BYLAWS

OF

THE McCARTHY AREA COMMUNITY COUNCIL

as amended October 13, 1995; October 13, 2000; August 26, 2010; August 25, 2011; August 29, 2019; July 29, 2021;

ARTICLE 1: OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in the Blackburn Community Center, town of McCarthy, State of Alaska.

SECTION 2. CHANGE OF ADDRESS

The designation of McCarthy as the location of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within McCarthy by noting the changed address and effective date below, and such changes of address shall not be deemed nor require an amendment of these Bylaws:

_____ Dated: _____, _____

_____ Dated: _____, _____

_____ Dated: _____, _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of Alaska, where it is qualified to do business, as its business and activities may require, and as the members may, from time to time, designate.

ARTICLE 2: NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be (1) to provide structure for discussion, decision-making and planning on issues faced by the McCarthy area community; (2) to receive and administer funds for community projects and for the administration of the public affairs of the McCarthy area community.

ARTICLE 3: MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have voting members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. Any questions regarding eligibility shall be decided by a majority vote of the voting members.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

Voting Members: A person is a voting member of this corporation if he or she:

- (1) Is a natural person 18 years of age or older;
- (2) Maintains a residence within the boundaries defined by the Chitina River drainage from Crystal Creek to the Canadian border; other regional residents may refer to (5) below;
- (3) Employee housing and/or seasonal camping does not qualify as a residence unless such residence is temporary while the person improves owned property within the boundaries described above;
- (4) Has paid his or her dues to the corporation prior to the annual meeting held during the fiscal year in which he or she is a member of this corporation;
- (5) Any questions concerning eligibility will be presented in person and shall be decided by a vote of the membership.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership by showing their qualification for either voting or associate membership to both the secretary and treasurer, giving contact information and payment of dues.

SECTION 4. FEES AND DUES

The annual dues payable to the corporation for voting members shall be non-refundable \$5.00. Dues can be paid at anytime during the year, before any meeting is called to order or by mail, but they will not be pro-rated, and they will cover membership for the remaining portion of that calendar year. Dues can be paid up to 5 years in advance. Dues of any qualified member may be paid only by themselves or by a member of their own household.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept by the Recording Secretary (or Secretary if there is no Recording Secretary) at the corporation's principal office or other location determined by the Board of Directors.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. Any person whose membership is so terminated shall not receive a refund of dues already paid for the current dues period.

(2) Upon a failure to renew his or her membership by paying dues. A member will be re-instated upon payment of the dues at any time, but shall have no membership rights during the period when the dues remain unpaid. Delinquent dues will not be pro-rated. The corporation is not required to provide any notification of delinquency to any member.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 4: MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the Blackburn Community Center (also known as Tony Zak's) or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL MEETING AND ELECTIONS

(1) Annual Meeting.

An annual meeting of members shall be held on the last Thursday in August of each year for the purpose of electing Directors and the President, Vice President, Secretary and Treasurer, and transacting other business as may come before the meeting.

(2) Election Procedures.

Nominations for the Board of Directors and Officers shall be made in the open by voting members present at the meeting or can be made in advance of the meeting by email to the Secretary by a voting member up to 7 days prior to the start of the meeting.

Prior to the annual meeting, the Secretary shall prepare paper ballots with a space for writing the nominees' names, a space indicating which nominee has been chosen by the voter for each of the four officers of the corporation and for the other members of the Board of Directors. Before votes are cast, the Secretary shall verify the names of voting members against the corporation's membership book. The Secretary will then provide each voting member with a ballot, and each voting member will mark the ballot, fold it, and deposit it in the ballot box. Each voting member shall cast one vote for each open position, with voting being by ballot only.

Email ballots may be submitted to the Secretary up to 6 hours prior to the start of the meeting with the ballots being validated in the same way as described above. If a voting member is not able to attend the meeting, the member may delegate another member as proxy to cast their ballot by submitting a written authorization to the Secretary that is received up to 6 hours prior to the start of the meeting or sending written authorization with the proxy to the meeting. Only proxy designations or votes received by email 6 hours prior to a meeting are guaranteed to be valid.

After voting is completed, the Secretary shall open the ballot box publicly. The Secretary shall confirm that the number of ballots in the ballot box does not exceed the number of voting members present at the meeting. The Secretary, or a committee appointed by the Board of Directors for that purpose in accordance with these Bylaws shall count the ballots.

The outgoing President and Vice-President of the corporation shall together certify the election results. The Secretary shall announce the election results immediately, notify the winning candidates and post a copy of the of election results in the McCarthy mail building within two weeks of the election.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members may be called by fifty-one percent (51%) of the membership, the Board of Directors, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of the State of Alaska to call special meetings of the members. The membership will be notified at least 24 hours in advance, with every reasonable attempt being made to notify all members personally by radio, by telephone, by facsimile machine, by electronic mail, or by placing a flyer in the member's mailbox.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) nor more than fifty (50) days before the date of the meeting, either personally, by mail, email or in the mail boxes at the

McCarthy mail building, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. In the case of the Annual Meeting, notice shall be delivered not less than thirty (30) nor more than fifty (50) days before the date of the meeting. If mailed, any meeting notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification telephone, mail, by facsimile machine, or by placing a flyer in the member's box in the mail shack in McCarthy. In the case of radio notification, the member to be contacted shall acknowledge personal receipt of the radio notice by a return message or telephone call within twenty-four hours of the first transmission.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of nine (9) voting members of the corporation, present either physically or by real-time electronic means. A quorum must include at least one voting member who is also an officer of the corporation. For this purpose, an officer of the corporation may participate in a quorum by appointing a Board Member as his or her proxy. An appointment of such a proxy must be made in a signed and dated writing, and may only be made for a specified meeting. No member of the corporation may hold more than four proxies.

Except as otherwise under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Voting members may cast votes upon any issue requiring a vote by the members of the corporation. Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall ordinarily be by voice vote. Upon the request of any voting member, voting at duly held meetings will be by written ballot distributed at that meeting.

A voting member may vote by proxy. No member may vote for more than four proxies at a meeting. If a voting member wishes to vote by proxy, the member must either: 1) submit a signed and dated notice appointing a proxy with said person at the start of the meeting for which the proxy is valid, 2) send an email to the Secretary of the corporation appointing a proxy for the meeting of designating their vote, or 3) file with the Secretary of the corporation a signed and dated notice appointing the proxy.

The notice or email referenced in 2) and 3) must be received by the Secretary 6 hours prior to the meeting for which the proxy is appointed.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any meeting of members, other than the election of Board members or the President, may be taken without a meeting if the corporation distributes a written ballot to each voting member. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the members present at the meeting. The Recording Secretary, if one is currently employed by the corporation, or failing that, the Secretary of the corporation, or volunteer, shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Upon request by a majority of the members at a meeting, the meeting shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

The Secretary will post a meeting notice and draft agenda to the membership within the week prior. Anyone may submit agenda items to the Secretary up to 6 hours prior to the meeting's start.

New business may be brought from the floor.

ARTICLE 5: DIRECTORS

SECTION 1. NUMBER

The corporation shall have eleven directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state, and shall be voting members of this corporation on the day they are elected and throughout their term of office.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation, these Bylaws, or any duly-adopted resolution of the voting members of this corporation relating to action required or permitted to be taken or approved by the directors, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by a duly-adopted resolution of the voting members, by Law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly, and provide to the members an annual performance review of any paid employees of the corporation at the Annual Meeting;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of one (1) year and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending meetings of the board, but only if a majority of voting members authorize such compensation. In addition, directors shall be allowed reasonable advancement or reimbursement of expenses incurred

in the performance of their duties, if such reimbursement is approved in advance by a majority vote of the members.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the Blackburn Community Center, (also known as Tony Zak's) unless otherwise provided by the board or at such other place as be designated from time to time by resolution of the Board of Directors.

The Board of Directors may conduct a meeting by using conference telephones or other electronic devices that permit simultaneous communication between the Board members, and Board members present by means of such equipment are deemed present for all purposes under these bylaws.

SECTION 8. MEETINGS

Meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the Blackburn Community Center or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Meetings. At least one week prior, notice shall be given by the Secretary of the corporation to each director of each meeting of the board. Such notice may be oral, or written, may be given personally, by first class mail, radio, by telephone, by electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of radio notification, the director to be contacted shall acknowledge personal receipt of the radio notice by a return message or telephone call within twenty-four hours of the first transmission.

(b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

(c) The general membership shall be notified of meetings of the board of directors by the same means and in the same manner that directors are notified.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of five (5) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which a required quorum is not present, and the only motion which the Chair shall entertain is the motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a two-thirds majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Upon majority vote of the directors present at a meeting, meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES, RESIGNATION, AND REMOVAL

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

A director may be removed from office if he or she is absent from three (3) consecutive meetings of the Board, unless the director has requested in writing to be excused from one or more meetings and the request has been accepted by a majority vote of the Board members present at a meeting called for that purpose. Such a request must be mailed to the President or Secretary of the corporation and is not approved until it has been acted upon by the Board.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state, or by the vote of two-thirds of the voting members present at any special meeting called for that purpose. A vote regarding the removal of any director shall be conducted by secret ballot.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by the President, subject to the approval of a majority of the remaining members of the board of directors at the next meeting of the board. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of the majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6: OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by a duly-adopted resolution of the voting members.

SECTION 2. QUALIFICATIONS

Any member of the Board of Directors may serve as President or Vice President upon being duly elected by the membership. Any voting member, if elected by the membership, may serve as Secretary or Treasurer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

All officers shall be elected by the voting members at the Annual Meeting. Each officer, including the President, shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by two-thirds of the voting members, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be

superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the membership. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the membership shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by a duly-adopted resolution of the members or the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors or by a duly adopted resolution of the members. The President shall have the ability to approve discretionary expenditures of up to \$1000/month, relating to operations, without a vote of the members or the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Incorporation, or by Bylaws or as may be prescribed by the Board of Directors or by a duly-adopted resolution of the members.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of all meetings, including of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the book with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

Carry out those duties with respect to elections as specified in these Bylaws.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or by a duly-adopted resolution of the members.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or by a duly-adopted resolution of the members.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the voting members. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 7: COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors or the members. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by an officer of the corporation if for an amount over \$1000.00; if for less than \$1000.00, the Treasurer's signature or that of any officer whose signature is on the bank signature card alone is sufficient.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purposes of this corporation.

ARTICLE 9: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under The Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

SECTION 7. ACCOUNTING YEAR

The accounting year of the corporation shall be January 1 to December 31 of each year.

ARTICLE 10: IRS 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the

Internal Revenue Code], and this 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 provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11: AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the voting members of this corporation, either two-thirds of votes cast by written ballot in accordance with Article 4, Section 8 of these Bylaws, or two-thirds of the voting members present at any meeting with two meetings prior notice.

ARTICLE 12: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.