

**BYLAWS
OF
PEACE THROUGH ACTION USA**

ARTICLE 1 – NAME

SECTION 1.01. – Name. The name of the Corporation is Peace Through Action USA (the “Corporation”).

ARTICLE 2 – PURPOSES OF THE CORPORATION

SECTION 2.01. – Purposes. The Corporation has been organized to operate exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), as amended or corresponding section of any future tax code, and regulations thereunder.

ARTICLE 3 – OFFICES AND REGISTERED AGENT

SECTION 3.01. – Offices. The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors from time to time shall designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate.

SECTION 3.02. – Registered Agent. The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors from time to time may change the person designated as the registered agent.

ARTICLE 4 – MEMBERS

SECTION 4.01. – No Members of the Corporation. The Corporation shall not have any members. Accordingly, the Board of Directors shall exercise the rights and powers of members as provided in the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Act”), Title 29, Ch. 4.

ARTICLE 5 -- BOARD OF DIRECTORS

SECTION 5.01. – Function of Board of Directors. The business and affairs of the Corporation shall be conducted under the direction of its Board of Directors, which shall determine matters of policy. All powers of the Corporation may be exercised by or under authority of the Board of Directors.

SECTION 5.02. – Number of Directors. The Board of Directors shall consist of not less than three (3) directors.

SECTION 5.03. – Qualifications of Directors. Directors need not be residents of the District of Columbia.

SECTION 5.04. – Election of Directors. The Board of Directors shall elect directors by the affirmative vote of a majority of the directors in office at the time of the meeting of the Board of Directors during which such directors are being considered for election.

SECTION 5.05. – Terms of Directors. With the exception of the chief executive officer, whose term, if elected as a director, will be concurrent with their tenure as chief executive officer, pursuant to Section 8.01., each director shall hold office commencing the date of their election as a director and ending on the seven-hundred twenty-ninth (729th) day following the date of their election. The Board of Directors shall have the power to amend the length of any director's term if a majority of directors in office at the time of the meeting during which such term extensions are being considered deems such change necessary.

SECTION 5.06. – Re-Election of Directors. The Board of Directors may re-elect any director for no more than two terms additional to their initial term.

SECTION 5.07. – Removal of Directors. Unless the Nonprofit Act provides otherwise, the Board of Directors may remove any director, with or without cause, by the affirmative vote of a majority of the directors in office at the time of the meeting of the Board of Directors during which the director is being considered for removal.

SECTION 5.08. – Resignation of Directors.

Subsection 5.08.01. – Voluntary Resignation of Director. Unless the Nonprofit Act provides otherwise, a director may resign at any time upon written notice to the secretary. Such resignation shall take effect on the date the notice is delivered to the secretary unless a later date is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Subsection 5.08.02. – Absences from Meetings. In the event that any director has two or more unexcused absences from regular meetings in any twelve (12) month period, the Board of Directors shall deem such absences to constitute a resignation from the Board of Directors by such director.

SECTION 5.09. – Regular Meetings. The Corporation shall hold regular meetings of its Board of Directors for the election of directors and officers and the transaction of such other business as may properly come before the Board of Directors. The Corporation may hold regular meetings at such dates, times, and means as are determined by the Board of Directors. Unless the Nonprofit Act, Articles of Incorporation, or Bylaws provide otherwise, any business may be considered at any regular meeting without such business having been specified in the notice for such meeting. Failure to hold any regular meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.10. – Special Meetings. The Board of Directors chair, or twenty (20) percent of directors, may call special meetings of the Board of Directors. Unless the Nonprofit Act, Articles of Incorporation, or Bylaws provide otherwise, any business may be considered at

any special meeting without such business having been specified in the notice for such meeting. Special meetings of the Board of Directors shall be held on such dates, times, and means as shall be designated by the chair.

SECTION 5.11. – Meeting Means. The Board of Directors may hold meetings in person or by conference telephone, audioconference over internet, videoconference over internet or similar electronic communications equipment if all persons participating in the meeting can hear one another. Any director may participate in any meeting by electronic means if he or she can hear all other directors. Participation in a meeting by electronic means constitutes presence in person at a meeting.

SECTION 5.12. – Notice of Meetings. The secretary or secretary's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the date, time, and means of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's address as it shall appear on the records of the Corporation, or sent by facsimile or e-mail, at least forty-eight (48) hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least five (5) days before the date and time of the meeting. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other means, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 5.13. – Action by Directors.

Subsection 5.13.01. – Action by Quorum. Unless the Nonprofit Act, Articles of Incorporation, or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the directors in office at the time of the meeting shall constitute a quorum for the transaction of business. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Subsection 5.13.02. – Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken, sets forth that the action requires unanimous consent, is signed by each director, and is filed with the minutes of proceedings of the Board of Directors.

Subsection 5.13.03 – Director Conflict of Interest. Whenever a director has a financial or personal interest in any matter coming before the board of directors, such director shall (a)

fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the Corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

SECTION 5.14. – Compensation. The Corporation shall not pay any compensation to any director, with the exception of the chief executive officer, if the chief elected officer is also a director, for services rendered to the Corporation as a director, except that a director may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of directors in office. A director who serves the Corporation in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board of Directors.

ARTICLE 6 – COMMITTEES

SECTION 6.01. – Board Committees.

Subsection 6.01.01. – Establishment of Committees. The Board of Directors, by a vote of a majority of directors in office, may establish one or more committees of the Board of Directors comprised of one or more directors.

Subsection 6.01.02. – Committee Powers. The Board of Directors may delegate to a board committee any of the powers of the Board of Directors, except the power to (1) elect or remove directors or committee members, (2) approve the dissolution, merger, or reorganization of the Corporation, (3) approve the distribution of the Corporation's assets, (4) amend of the Articles of Incorporation or Bylaws, or (5) such other matters as the Board may determine by a majority vote of directors.

Subsection 6.01.03. – Committee Member Approval and Term. The Board of Directors chair shall appoint the members and chair of each committee. A majority of directors in office shall approve the members and chair of each committee. Each committee member shall serve from the date of their approval until the end of their board of directors term unless (a) the Board of Directors terminates the committee, (b) such member shall cease to be a director or resign from such committee, or (c) such member shall be removed from such committee, with or without cause, by a vote of a majority of directors in office.

Subsection 6.01.04. – Committee Business and Affairs. Each committee shall adopt rules of procedure for its business and affairs that are consistent with Article 5 of the Bylaws. A majority of members of a committee shall constitute a quorum for the transaction of business. The majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken, sets forth that the action requires unanimous consent, is signed by each committee member, and is filed with the minutes of proceedings of the committee. Whenever a committee member has a financial or personal interest in any matter coming

before the committee, the committee member shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter in accordance with the provisions of Section 5.13.03. of the Bylaws. The committee may conduct any meeting thereof by communications equipment in accordance with the provisions of Section 5.11. of the Bylaws.

SECTION 6.02. – Special Committees of the Board. The Board of Directors may establish one or more special committees for special tasks as circumstances warrant. The Board of Directors chair shall appoint the members and chair of each committee. A majority of directors in office shall approve the members and chair of each committee. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

SECTION 6.03. – Advisory Committees.

Subsection 6.03.01. – Establishment of Committees. The Board of Directors, by a vote of a majority of directors then in office, may establish one or more advisory committees.

Subsection 6.03.02. – Committee Powers. Advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority, or functions to the advisory committee.

Subsection 6.03.03. – Committee Member Approval and Term. The Board of Directors may appoint individuals who may or may not be directors of the Corporation to serve as a member of an advisory committee to the Board. The chair of the Board of Directors shall appoint the members and the chair of each committee. A majority of directors in office shall approve the members and chair of each committee. Each member of a committee shall serve from the date of their approval until the end of their committee term unless (a) the Board of Directors terminates the committee, (b) such member shall cease to be a director or resign from such committee, or (c) such member shall be removed from such committee, with or without cause, by a vote of a majority of the directors then in office.

Subsection 6.03.04. – Committee Business and Affairs. Each committee shall adopt rules of procedure for its business and affairs that are consistent with Article 5 of the Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken, sets forth that the action requires unanimous consent, is signed by each committee member, and is filed with the minutes of proceedings of the committee. Whenever a committee member has a financial or personal interest in any matter coming before the committee, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter in accordance with the provisions of Section 5.13.03. of the Bylaws. The committee may conduct any meeting

thereof by communications equipment in accordance with the provisions of Section 5.11. of the Bylaws.

Subsection 6.03.05. – Compensation. The Corporation shall not pay any compensation to any member of an advisory committee for services rendered to the Corporation as a committee member, except that a committee member may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of directors. A committee member who serves the Corporation in any other capacity may receive compensation for such other services pursuant to a resolution of the Board of Directors.

ARTICLE 7 – OFFICERS OF THE BOARD

SECTION 7.01. – Officers of the Board. The Corporation shall have a chair, treasurer, and secretary, who shall be the officers of the Board of Directors. The Board of Directors shall duly elect the chair from within the directors in office. The Board of Directors shall duly elect the treasurer and the secretary from within the directors in office or from the current administrative officers. No more than one officer position may be filled by an administrative officer. A person may hold more than one office in the Corporation but may not serve concurrently as both chair and treasurer or secretary of the Corporation. The Board of Directors may elect or appoint such other officers as may be deemed necessary or appropriate.

SECTION 7.02. – Chair. In general, the chair shall perform all such duties as assigned to the chair by these Bylaws and by the Board of Directors. The chair shall preside at all meetings of the Board of Directors at which the chair shall be present.

SECTION 7.03. – Treasurer. In general, the treasurer shall perform all such duties as assigned to the treasurer by these Bylaws and by the Board of Directors. The treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The treasurer shall render to the chair and to the board of directors, whenever requested, an account of the financial condition of the Corporation. The treasurer, in the absence of the chair, shall preside at all meetings of the Board of Directors at which the treasurer shall be present.

SECTION 7.04. – Secretary. In general, the secretary shall perform all duties as assigned to the secretary by these Bylaws and by the Board of Directors. The secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in documents provided for this purpose. The secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. The Secretary shall be custodian of the records of the Corporation, as required by the Nonprofit Act.

SECTION 7.05. – Election of Officers. The Board of Directors shall elect officers by the affirmative vote of a majority of directors in office at the time of the meeting of the Board of Directors during which such officers are being elected.

SECTION 7.06. – Terms of Officers. Each officer shall hold office commencing the date of their election as an officer and, in the case of an officer elected as a director, ending on the last day of their term or their resignation or removal as a director; in the case of an officer who is not also a director, ending the earlier of the seven-hundred twenty-ninth (729th) day after their election as an officer or the last day of their tenure as an administrative officer. The Board of Directors shall have the power to amend the length of any officer's term if the Board of Directors deems such change necessary.

SECTION 7.07. – Re-Election of Officers. The Board of Directors may re-elect officers for no more than two terms additional to their initial terms as officers.

SECTION 7.08. – Removal of Officers. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of a majority of directors in office at the time of the meeting of the Board of Directors during which the officer is being considered for removal.

SECTION 7.09. – Resignation of Officer. An officer may resign at any time upon written notice to the secretary, or in the case of the secretary upon written notice to the chair. Such resignation shall take effect on the date the notice was delivered to the secretary or chair unless a later date is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

SECTION 7.10. – Vacancies. Vacancies in any officer role arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board of Directors or by unanimous written consent of directors.

ARTICLE 8 – ADMINISTRATIVE OFFICERS

SECTION 8.01 – Chief Executive Officer.

Subsection 8.01.01. – Appointment of Chief Executive Officer. The Board of Directors shall appoint a chief executive officer by the affirmative vote of a majority of directors in office at the time of the meeting at which the chief executive officer is being considered for appointment.

Subsection 8.01.02. – Board Position for Chief Executive Officer. The chief executive officer may, upon a majority vote of the board of directors, be elected a director. Whenever the chief executive officer has a financial or personal interest in any matter coming before the Board of Directors, the chief executive officer shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter in accordance with the provisions of Section 5.13.03. of the Bylaws.

Subsection 8.01.03. – Term of Chief Executive Officer. The chief executive officer shall serve at the will of the Board of Directors.

Subsection 8.01.04 – Report of Chief Executive Officer. The chief executive officer of the Corporation shall report to the Board of Directors, and between Board of Director meetings to the chair.

Subsection 8.01.05 – Functions of Chief Executive Officer. The chief executive officer shall, subject to the direction of the Board of Directors, (1) be responsible for general supervision of the business and affairs of the Corporation, (2) be responsible for providing broad leadership and direction to the Corporation, (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors, (4) sign any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Bylaws or the Board of Directors to some other officer or agent of the Corporation, or shall be required by the law to be otherwise signed or executed, (5) perform or assist in the performance of all duties incident to the office of the secretary including such ministerial acts as the attestation, execution, and sealing of documents and instruments of the Corporation, and (6) perform or assist in the performance of all duties incident to the office of the treasurer including maintaining the financial records of the Corporation; providing for the safekeeping of the funds and securities of the Corporation; receiving monies due and payable to the Corporation; depositing all such monies in the name of the Corporation in such banks, trust companies, and other depositories as selected by the Corporation; disbursing designated gifts in accordance with the donor's designation and with the policies of the Corporation; and distributing funds authorized to be paid by the Corporation.

Subsection 8.01.06 – Resignation of Chief Executive Officer. The chief executive officer may resign at any time upon written notice to the chair. Such resignation shall take effect on the date the notice was delivered to the chair unless a later date is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Subsection 8.01.07. – Removal of Chief Executive Officer. The Board of Directors may remove the chief executive officer, with or without cause, by the affirmative vote of a majority of directors in office at the time of the meeting of the Board of Directors during which the director is being considered for removal.

SECTION 8.02. – Subordinate Officers. Subordinate officers of the Corporation are all administrative officers below the office of chief executive officer. The chief executive officer shall designate those individuals who shall serve as subordinate officers. Subordinate officers shall have such duties as are from time to time assigned to them by the chief executive officer.

ARTICLE 9 – FINANCE

SECTION 9.01. – Payments. All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the chief executive officer or chair, or by the designees of either the chief executive officer or chair; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

SECTION 9.02. – Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar month period ending December in each year, unless otherwise provided by the Board of Directors.

ARTICLE 10 -- INDEMNIFICATION

SECTION 10.01. – Indemnification of Directors and Officers.

Subsection 10.01.01. – Causes for Indemnification. The Corporation shall indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because the officer or director was an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding. Except as otherwise provided in these Bylaws, the Corporation shall also indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual:

- (1) Acted in good faith;
- (2) Reasonably believed:
 - (A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and
 - (B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;
- (3) In the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful; and
- (4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.

Subsection 10.01.02. – Provision of Legal Services. The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which indemnification available through Section 10.01 of these Bylaws applies.

Subsection 10.01.03. – Interpretation of Termination of Proceedings. The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent, is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in subsection 10.01.01 of the Bylaws.

Subsection 10.01.04. – Exclusions from Indemnification. Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an officer or director:

- (1) In connection with a proceeding by or in the right of the Corporation, except that the Corporation may indemnify the officer or director for reasonable expenses incurred in connection with the proceeding if it is determined that the officer or director met the relevant standard of conduct under Section 10.01.01; or
- (2) In connection with any proceeding with respect to conduct for which the officer or director was adjudged liable on the basis that the officer or director received a financial benefit to which the officer or director was not entitled, whether or not it involved any action in the individual's official capacity.

SECTION 10.02. – Advance for Expenses.

Subsection 10.02.01 – Conditions for Advance for Expenses. The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director, if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth their good faith belief that he or she has met the relevant standard of conduct described in the Nonprofit Act and Section 10.01.01 of these Bylaws and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Act.

Subsection 10.02.02 – Board Authorization of Advance for Expenses. The Board of Directors must make the authorization of expenses under this section,

- (1) If there are two or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or
- (2) If there are fewer than two disinterested directors, by the vote necessary for action by the Board of Directors in which selection directors who do not qualify as disinterested directors may participate.

SECTION 10.03. -- Determination and Authorization of Indemnification.

Subsection 10.03.01 – Authorization of Indemnification. The Corporation may not indemnify an officer or director under Section 10.01 of these Bylaws unless specifically authorized by a vote of the Board of Directors after it previously determines, in accordance with subsection 10.03.02 of the Bylaws that indemnification of the officer or director is permissible because he or she has met the relevant standard of conduct in the Bylaws and the Nonprofit Act.

Subsection 10.03.02 – Determination of Indemnification. The determination and authorization may be made,

- (1) If there are two or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or
- (2) By special legal counsel:
 - (A) Selected in the manner prescribed in paragraph (1); or
 - (B) If there are fewer than two disinterested directors, selected by the Board of Directors, in which selection directors who do not qualify as disinterested directors may participate.

Subsection 10.03.03 – Approval of Settlements. With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved by (a) a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose, (b) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote, (c) if there are no disinterested directors, by special legal counsel selected in the manner prescribed in Subsection 10.03.02(2), above; provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Nonprofit Act, or (d) by a court of competent jurisdiction.

SECTION 10.04. – Severability. Every provision of this Article 10 is intended to be severable. If any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article 10.

ARTICLE 11 – MISCELLANEOUS

SECTION 11.01. – Maintenance of Tax Exempt Status. The Corporation shall not carry out any activities not permitted to be carried out: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Code), or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

SECTION 11.02. – Books and Records. The Corporation shall keep correct and complete books of its accounts and transactions and records of minutes of the proceedings of the

Board of Directors and of any committees when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Articles of Incorporation, Bylaws, and committee charters shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

SECTION 11.03. – Corporate Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the secretary or chief executive officer. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 11.04. – Bonds. The Board of Directors may require any officer, director, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of the officer's, director's, agent's or employee's duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 11.05. – Voting Upon Shares in Other Corporations. Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the chair, chief executive officer, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 11.06. – Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 11.07. Amendments. The Board of Directors shall have the power to amend the Bylaws by the affirmative vote of two-thirds of all directors provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote.

APPROVAL AND CERTIFICATIONS

These Bylaws were approved by the Board of Directors on February 6, 2016

These Bylaws were certified by the Board of Directors Chair on ____ 02092016 ____

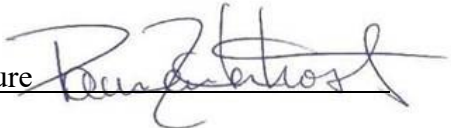
Tracy Doyle _____ Signature (signed copy on file)

These Bylaws were placed in the custody of the Corporation by the Board of Directors
Secretary on _____ 02222016 _____

Robert Reeg _____ Signature (signed copy on file)

These Bylaws were amended by the Board of Directors on October 23, 2022

These Bylaws were certified by the Board of Directors Chair on November 16, 2022

Pamela Zeutenhorst _____ Signature 

These Bylaws were placed in the custody of the Corporation by the Board of Directors Secretary
on November 21, 2022

Robert Reeg _____ Signature 