



BYLAWS

OF

CHILDREN'S REPERTORY OF OREGON WORKSHOPS, INC.

Adoption Date: JUNE 21, 2024

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit Corporations. Where any questions arise about the meaning of these Bylaws, or where these Bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending, or interpreting these Bylaws, contact the Center for Nonprofit Law.

BYLAWS
OF
CHILDREN'S REPERTORY OF OREGON WORKSHOPS, INC.

ARTICLE I. PURPOSE

Section 1. Purpose. Children's Repertory Of Oregon Workshops, Inc. ("CROW" or the "Corporation" in these Bylaws) is an inclusive public benefit nonprofit organization organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of CROW are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of the Corporation include the following:

- A. To give public performances of children's theatre and related arts;
- B. To enable children and young adults an opportunity to participate in all facets of theatrical production and performance;
- C. To instill a professional approach and attitude in all such aspects of theatrical production and performance;
- D. To sponsor special events involving the public performance of theatre and musical theatre, including dance and vocal arts, as well as other performing arts by the corporation's performing troupe as well as by other community performing arts groups; and
- E. To actively involve and entertain the local community in theatrical arts productions and performances, as well as special events in an effort to provide cross-generational opportunities for community members.

ARTICLE II. MEMBERSHIP

Section 1. No Voting Members. CROW will not have voting members. Only the Board may elect its Directors and vote on business matters affecting CROW.

Section 2. Nonvoting Members. The Board of Directors may establish, by resolution, different categories of nonvoting membership and determine or change any obligations and privileges of members in those categories. Nonvoting Members may pay dues or volunteer their time to support the organization. Nonvoting members will not have the power to elect the Board Directors or to otherwise vote on matters affecting the Corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. CROW's business and affairs shall be managed by the Board of Directors. In these Bylaws, the Board of Directors may be referred to as "the "Board" and

members of the Board of Directors may be referred to as "Directors" or "Board members". Such management includes, but is not limited to the following:

- (a) establishing, reviewing, and revising the Corporation's policies;
- (b) overseeing its programs;
- (c) appointing or employing and supervising its executive director or head of staff;
- (d) authorizing its expenditures by adopting and modifying, as needed, a budget;
- (e) overseeing its financial affairs;
- (f) ensuring the proper management and use of its assets and property;
- (g) complying with the necessary corporate formalities for decisions;
- (h) preparing and submitting all required state and federal reports; and
- (i) operating in compliance with relevant state and federal laws.

To accomplish these duties, Board members must diligently prepare for, attend, and participate in Board and committee meetings as needed, exercising due care.

When or if the Board delegates any of its authority or responsibility, the Board shall retain ultimate authority and responsibility over the matter delegated.

The Board's role does not include direct management or conducting the daily operations of the Corporation.

Section 2. Records of Directors. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board must have demonstrated a commitment to the mission and purposes of the Corporation and must have expertise in areas relevant to the needs of the Corporation. Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board.

Section 4. Number of Directors. The Board must consist of no fewer than three (3) and no more than fifteen (15) Directors. The Board may pass a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled Annual Meeting at which time they may be re-elected for a full term of office.

Section 5. Terms of Directors/CEO. Melanie Heard shall be Artistic Director/CEO until she resigns or is unable to serve due to death, extreme disability or mental incompetence. All other Directors will serve one (1) year terms in office. The terms of Directors shall be staggered so

that approximately one-half of the Board is elected every six (6) months. However, unless they resign in writing or are removed from office, Directors will remain in office until their successors are properly elected. The election of Directors will take place at any meeting where proper notice is provided. Newly elected Directors take office thirty (30) days following their election. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors.

(A) Nominations. Nominations for new Members of the Board may be made by the Board, or by individual Directors.

(B) Election Process. Each Director shall vote separately for each person nominated to be elected to serve on the Board. The vote must be by a secret ballot if any nominee so requests.

(C) Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 7. Removal of Directors.

(A) The Designated Director may not be removed, except in cases of extreme disability or mental incompetence.

(B) Directors may be removed without cause by a two-thirds (2/3) majority vote of the entire Board, not including the Director to be removed, at a meeting held for that purpose.

(C) Directors may also be removed by a majority vote of the entire Board, not including the Director to be removed, for the following causes:

- (i) three (3) or more absences from meetings of the Board meetings in a year;
- (ii) failing to fulfill the duties of a Director; or
- (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation.

The vote shall be by secret ballot if any Director so requests.

(D) Whenever the removal of a Director will be considered at a meeting of the Board proper notice must be given in advance stating that the removal of a Director will be considered.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing, signed and delivered to the President or Secretary of the Corporation. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board, the individual must be re-elected anew.

Section 9. Filling Vacancies. The Board may, by a majority vote, elect new Directors to fill any vacancies on the Board. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. Quorum. At all meetings of the Board the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions. If at any time during an official meeting of the Board of the Directors the number of Directors required to establish the quorum is lost for any reason, no corporate business or making of corporate decisions shall be allowed unless and until a quorum is re-established.

Section 12. Decision-Making and Voting In-Person and Remotely. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote. Except as otherwise provided in these Bylaws, at the request of any Director, the names of each Director who voted for, voted against, or abstained on a particular motion will be recorded in the minutes.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Remote Meetings. Any regular or special meeting may be held entirely, or Directors may participate individually, by telephone, video conferencing, internet-based communication, or any other method, as long as all participating Directors can simultaneously (in real time)

communicate with each other, and that all participating Directors are informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 15. Decisions by Email. The Board authorizes voting by email. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if:

1. The Corporation has a record of all Directors email addresses; and
2. The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records.

Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

Board votes by email shall be conducted as follows:

1. The Board President, Secretary, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors.
 - a. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include:
 - i. A description of the action to be taken;
 - ii. a deadline to respond with a vote which may not be less than forty-eight (48) hours;
 - iii. a statement that a Director may change their vote any time prior to the deadline; and
 - iv. an effective date if the action is intended to be effective at a date which is later than the deadline date.
2. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board must meet at least four (4) times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order, or other rules of procedure, may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Board or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors, and any guests the Board

invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

Section 18. Notice of Meetings.

(A) Unless otherwise specified by these Bylaws, notice of every Board meeting must be given to every Director stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given at least forty-eight (48) hours before the meeting, if delivered by email, telephone conversation, or in person, and at least seven (7) days before the meeting if delivered by first class mail to an address provided by the individual Director.

(B) After the initial notice is given of the fixed dates and places for a series of regular meetings, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings (including "login information" for remote meetings) and be delivered to all Directors. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

(C) If Directors attend and participate during a meeting called and noticed fewer than the number of days required by these Bylaws before that meeting, their attendance and participation will be a waiver of the notice requirement.

Section 19. Standards of Conduct. CROW Board members, officers, agents, committee members, employees, and volunteers ("CROW representatives") must hold themselves to a high ethical standard and act reasonably, in good faith, diligently, and in CROW's best interests, to avoid actual impropriety or the appearance of impropriety when acting on behalf of CROW.

Section 20. Authority of Directors. The President and/or the Executive Director shall be an official spokesperson(s) for the Corporation and may represent the Corporation and its positions whenever appropriate. No Director other than the President may officially represent the positions of the Corporation or speak or make agreements on behalf of the Corporation without specific approval by the Board.

ARTICLE IV. OFFICERS AND STAFF

Section 1. Titles and Roles of Officers. The Officers of the Corporation shall carry out the Board's policies and decisions as directed by the Board. The Officers of CROW shall be the President, Secretary and Treasurer. The Board may also elect one or more Vice Presidents, Chairpersons, and other Officers as desired. The same individual may not serve simultaneously as the

President, Secretary and Treasurer but the same person may otherwise simultaneously hold more than one office in a corporation.

Section 2. Election and Term of Office. The Board shall elect the Officers to serve one (1) year terms, who may be reelected each year without term limits. As soon as possible following the election of Directors, the Board will meet to elect new Officers of the Corporation. Initial Officers shall serve only until the next Annual Meeting, when initial Officers may be re-elected and any new Officers will be elected by the then current Directors. All later Officers will serve one (1) year terms. Unless they formally resign in writing or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed.

Section 3. Removal. Any Officer elected by the Board may be removed by a majority vote of all the Directors in office whenever, in its judgment, the interests of the Corporation would be best served by such removal. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director, unless the Board also removes the individual as a Director.

Section 4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, a majority of Directors still in office may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of the Corporation and will, in general, supervise or oversee the supervision of the affairs of the Corporation. The President generally will preside at all meetings of the Board unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board. The President may serve as an ex-officio member of any committee.

The President's additional job duties include but are not limited to:

- (a) Participate in the creation of the Board meeting agendas with the Executive Director/CEO
- (b) Chair all meetings of the Board of Directors
- (c) Review meeting minutes for accuracy
- (d) Enforce rules of conduct as they apply to the Board members
- (e) Serve as a spokesperson for the organization, together with the Executive Director/CEO
- (f) Ensure timely communication on matters pertaining to the Board
- (g) Ensure the effectiveness of committees and encourage participation and active involvement in various projects to other Board members
- (h) Prepare any topic recommendations for Board consideration
- (i) Prepare any recommendations for updates to policies, procedures, and general governance of the organization, including updates to By-laws if necessary
- (j) Consult with the Executive Director/CEO as needed on Board related topics

- (k) Attend and represent the organization at any performances, meetings, or appropriate events.

Section 6. Vice-President. If the Board elects a Vice President, the Vice President will perform the duties of the President in the absence of the President or in the event of the President's inability to act. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President may also perform other duties assigned by the Board. The Board may by resolution create more than one Vice-President position and clarify its duties.

Section 7. Secretary. The Secretary shall have overall responsibility for all recordkeeping and shall perform, or oversee the performance of the following duties:

- (a) record and keep the minutes of the meetings of the Board and Board committees in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records;
- (d) keep a register of the contact information of each Director on the Board as provided by each individual Director;
- (e) ensure that all required state and federal reports are prepared and filed in a timely fashion;
- (f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board;
- (g) create and maintain an up-to-date annual calendar outlining any events that will be attended by the Board throughout the course of that year;
- (h) create or update individual binders for annual Board retreat with the assistance of the President and CEO/Artistic Director; and
- (i) in the event that the Secretary cannot attend a Board meeting, it is the duty of the Secretary to find a suitable Board Member replacement to record the minutes for that meeting.

The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties:

- (a) ensure the proper management and control of all funds of the Corporation;
- (b) prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of the Corporation;
- (c) ensure that written financial statements and reports on the financial affairs of the Corporation are presented to the Board at least once each quarter at a meeting of the Board;
- (d) provide financial information necessary to prepare and file the required reports to state

- and federal government agencies, showing the income, disbursements, and assets of the Corporation,
- (e) assist the Executive Director with the preparation of the annual organizational budget;
 - (f) ensure that monthly payroll is correctly submitted to the organization's external accountant; and
 - (g) Ensure that designated grant funds are utilized in the manner in which the donor requests.

The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may elect a Chair and determine their duties.

Section 10. Executive Director and Staff. The Board may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation. The Board shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the Corporation. The Executive Director shall receive notice of all meetings of the Board and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present. The Executive Director may also be referred to as the Artistic Director or CEO.

ARTICLE V. COMMITTEES

Section 1. Establishment. The Board may by resolution establish any committee, including standing committees or temporary committees. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

(A) The Board may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees shall consist of the Officers so long as they are simultaneously serving as members of the Board. The Executive Committee may also have up to two (2) other Directors if their membership on the Executive Committee is approved by the affirmative vote of a majority of all Directors then in office. The Executive Committee shall not have any members who are not simultaneously Directors. The Board may place substantive restrictions or limits on the powers of the Executive

Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 3. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board to accomplish specific tasks, including but not limited to:

- (a) making Board decisions;
- (b) authorizing expenditures;
- (c) adopting budgets;
- (d) setting policies; or
- (e) establishing programs.

Board Level Committees must consist of two (2) or more Directors and shall not have any members who are not simultaneously Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Section 4. Non-Board Level Committees. The Board may establish any other working or advisory committee, that may be composed of Board or Non-Board members, that it deems appropriate. These are all "Non-Board Level Committees" do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

Section 5. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 6. Committee Chairs. The Board or its designee shall select or appoint a Committee

Chair.

Section 7. Limitation on Powers. No committee may:

- (a) elect, appoint, or remove any Officer, Director of the Board, or member of the Executive Committee;
- (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (c) authorize the dissolution of the Corporation or revoke proceedings therefore;
- (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board; or
- (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

The Board shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director will be paid for fulfilling their responsibilities as defined in these Bylaws. However, the Corporation may pay Officers and Directors for other services performed as employees or independent contractors if the required conflicts of interest rules are followed. Officers and Directors may be reimbursed for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the corporation pays money or other compensation to, provides any tangible benefits to, or enters into a financial transaction with: an Officer, a member of the Board of Directors, a relative of a director or officer, a person in a significant relationship living with an officer or director, a close business associate of a director or officer, a relative of a close business associate of a director or officer, or an entity that a director or officer has a material interest in, or is a director or general partner of.

All transactions involving conflicts of interest must be approved using the following procedures:

- (1) conflict of interest transactions must be approved by the full Board; they cannot be approved by the President, Executive Committee, Executive Director, or other staff.
- (2) Directors and Officers who have a conflict of interest in any matter must:
 - (a) declare the existence of any direct or indirect conflict of interest;

- (b) disclose the details of the proposed transaction on the record;
- (c) abstain from voting on that matter; and
- (d) leave the room where the vote is to take place, until the votes have been counted.

The minutes must record this to show that it was done.

- (3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person.

The information relied upon by the Board, and its source, must be recorded in the minutes.

- (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign an annual disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people:

- (A) those with the authority to spend the Corporation's money;
- (B) those who are the bookkeeper(s) who record and track the income and expenditures;
and
- (C) those who oversee the bookkeeping system and the expenditure of funds.

This means that the persons who have authority to sign the Corporation's checks or use its credit cards shall not be allowed to also serve as the Corporation's bookkeeper(s); and that the Corporation's bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

Section 4. Tax Year. The tax year of the Corporation is the calendar year.

Section 5. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the Corporation shall strive to store corporate documents as both electronic and physical documents whenever

practicable.

Section 6. No Discrimination. In the delivery of its services to the public, the Corporation does not discriminate for or against any person on the basis of color, national origin, religion, disability, sex (includes pregnancy), sexual orientation, gender identity, age or marital status, or on the basis of any other class of persons protected by law.

ARTICLE VII. AMENDMENTS

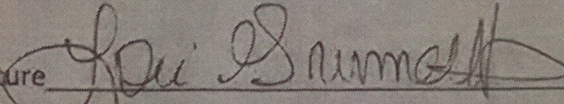
Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board may amend or restate the Articles of Incorporation or these Bylaws upon the affirmative vote of at three-fourths (3/4) of the entire Board of Directors. Proper written notice must be given at least seven (7) days before the vote and must include either a written copy or written summary of the proposed amendments.

8

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of as duly adopted by the Board of Directors on the 21st day of JUNE, 2024.

Signed this 21st day of JUNE, 2024.

Secretary Signature 

Printed Name LORI GRIMMER