



| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|------------|--------------|---------------------------------|--------|-------|------|------|
| 01/23/2020 | 202001400670 | AMENDED/RESTATED ARTICLES (AMA) | 50.00 | 0.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

HUMANE SOCIETY OF THE OHIO VALLEY, INC.
90 MOUNT TOM ROAD
MARIETTA, OH 45750

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
8321

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HUMANE SOCIETY OF THE OHIO VALLEY, INC. (HSOV)

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 01/14/2020

Document No(s):

202001400670



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
23rd day of January, A.D. 2020.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

**Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed**

Check the appropriate box:

- Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)
- Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation

HUMANE SOCIETY OF THE OHIO VALLEY, INC. (HSOV)

Charter Number

8321

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

HUMANE SOCIETY OF THE OHIO VALLEY, INC. (HSOV)

Signature

JAMES L. RANEY, SECRETARY, HSOV BOARD OF DIRECTORS

By (if applicable)

JAMES L. RANEY

Print Name

Signature

By (if applicable)

Print Name

BYLAWS OF THE HUMANE SOCIETY OF THE OHIO VALLEY, INC.

ARTICLE I – Organization

Section 1.1 The name of this Ohio non-profit corporation is the Humane Society of the Ohio Valley, Inc. (HSOV)

Section 1.2 HSOV is a tax-exempt non-profit corporation conforming to the requirements of Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 1.3 HSOV is a county humane society organized pursuant to Section 1717.05 of the Ohio Revised Code to serve Washington County, Ohio and its environs.

ARTICLE II – Purpose

The purpose of this society is:

- (a) to prevent cruelty to animals and to relieve their suffering;
- (b) to extend humane education together with such allied purposes and programs as are consistent with, or as may subsequently come into being as a result of amending, the charter and/or Bylaws of the HSOV;
- (c) to effect vigilance and inspection when and where warranted concerning the care and treatment of animals in the area served by the HSOV, including cruelty to animals;
- (d) to give vigorous support for the purpose of improving anti-cruelty and animal control laws;
- (e) to work toward the solution of overpopulation of animals;
- (f) to promote and share responsibility for the proper care and placement of animals; and
- (g) to oppose the release of any animal from public and private animal shelters for the purpose of biomedical research or any other purpose inhumane to animals, and to oppose any measure, administrative or legislative, that would make these practices permissible.

ARTICLE III – Members

Section 3.1 Membership Classes: There shall be four classes of membership— Junior Member, General Member, Lifetime Member, and Honorary Member. Hereinafter, the term “member” shall refer generically to members of all classes.

Section 3.2 Membership Eligibility:

(a) General Membership and Lifetime Membership are open to any person of age eighteen (18) or older making application to the membership committee and paying annual general membership dues or lifetime membership dues.

(b) Junior Membership is open to any person under the age of eighteen (18) making application to the membership committee and paying annual junior membership dues.

(c) Honorary Membership may be awarded by motion of the Board of Directors. This is usually done in recognition of exceptional service to the society. Honorary members are exempt from payment of dues. They may also hold a General Membership or Lifetime Membership if they so desire and pay the applicable dues.

Section 3.3 Membership Privileges:

(a) All members of the society carry all rights, privileges, and obligations accruing to any class, except as limited by these Bylaws or Ohio law.

(b) General Members and Lifetime Members are eligible to vote in the annual meeting and any special meeting of the society, provided that they paid their membership dues at least three (3) months prior to the meeting.

(c) Junior Members and Honorary Members may not vote in the annual meeting or any special meeting of the society.

Section 3.4 Membership Dues:

(a) The amounts of dues for Junior, General, and Lifetime Memberships shall be established and modified by motion of the Board of Directors.

(b) Dues may be paid in the form of goods or services acceptable to the Board of Directors.

(c) Annual dues shall be for one calendar year in which the dues were received.

Section 3.5 Nondiscrimination: No person shall be denied membership in the society by reason of age, race, color, creed, sex, national origin, or sexual orientation.

Section 3.6 Termination: Any membership may be terminated by a majority vote of the Board of Directors if the board finds that person's action and/or deeds are specifically contrary to the purpose and goals of the society.

Section 3.7 Transferability: Memberships are not transferable.

ARTICLE IV – Meetings

Section 4.1 Annual Meeting of the Society:

(a) There shall be an annual meeting of the society, to be held in December of each year, the time and place to be determined by the Board of Directors, for the purpose of electing directors and conducting other business that may come before the society.

(b) Notice of the time and place of the meeting shall be given by email or regular mail to all members of the society at least fourteen (14) days prior to the annual meeting.

(c) Quorum for the annual meeting shall be at least seven (7) General Members and/or Lifetime Members who are eligible to vote at the meeting. Members must be personally present in order to cast a vote at the meeting. Participation by electronic means does not qualify as presence for purposes of quorum or voting.

(d) Votes shall be cast by paper ballot. Voting by gesture or voice shall not be utilized.

(e) The presiding officer of the meeting shall appoint a secretary to keep minutes of the meeting.

(f) The minutes shall include the number of the members in each class in attendance, the number of the members qualified to vote in the meeting, the votes in the elections of directors, and results of other business conducted at the meeting. The minutes shall be kept among the records of the corporation.

(g) Meeting procedures shall be governed by these Bylaws and the then current edition of Robert's Rules of Order.

Section 4.2 Election of Directors:

(a) General Members and Lifetime Members are eligible for election to the Board of Directors, provided that they paid their membership dues at least three (3) months prior to the annual meeting of the society, except that a person who was employed and terminated from the HSOV shall not be eligible to be a director.

(b) Directors need not be residents of the State of Ohio.

(c) Directors shall serve without compensation.

(d) Nominations for directors shall be made to the nomination committee at least 30 days prior to the annual meeting of the society and shall be made known to the membership of the society at least fourteen (14) days prior to that meeting.

(e) Directors shall hold office for a term of three (3) years or until their successors have been duly elected or appointed.

(f) Directors may be elected for no more than two (2) consecutive three (3) year terms on the Board. Directors who have served these limits may be re-elected to the board after a one (1) year absence.

Section 4.3 Special Meetings of the Society

(a) Special meetings of the society may be convened between annual meetings by a majority vote of the Board of Directors or by at least seven (7) General Members and/or Lifetime Members who are eligible to vote at the meeting.

(b) Notice of the purpose, time, and place of the meeting shall be provided by email or regular mail to all members of the society at least fourteen (14) days prior to the meeting.

(c) Quorum for any special meeting shall be at least seven (7) General Members and/or Lifetime Members who are eligible to vote at the meeting. Members must be personally present in order to cast a vote at the meeting. Participation by electronic means does not qualify as presence for purposes of quorum or voting.

(d) The meeting shall be governed by these Bylaws and the then current edition of Robert's Rules of Order.

ARTICLE V – Board of Directors

Section 5.1 Composition, Meetings, Minutes, and Procedures:

(a) The affairs of the corporation shall be managed by its Board of Directors consisting of no fewer than six (6) persons and no more than nine (9) persons.

(b) Regular meetings of the board shall be held in Washington County every month, time and place to be determined by the board.

(c) Special meetings of the board may be called by the President, or if the President is absent, or is unable or unwilling to act, by the Vice President, or by any two (2) directors. Special meetings of the board may be held either within or outside the State of Ohio.

(d) Meetings of the board shall provide opportunities for public input and committee reports, as appropriate. After the public input and reports, the board shall conduct the business of the corporation in executive session. Only board members and guests invited by the board may attend the executive session.

(e) Meeting minutes shall include the meeting attendees, the major topics discussed, the votes of individual board members on board motions, and any other decisions made by consensus. The minutes shall be kept among the records of the corporation.

(f) Meeting procedures shall be governed by these Bylaws and the then current edition of Robert's Rules of Order.

Section 5.2 Notice of Meetings:

(a) Notice of each regular meeting of the Board of Directors shall be given at least five (5) business days prior thereto and notice of any special meeting of the board shall be given at least two (2) business days prior thereto by written notice, such notices to be delivered personally, by mail, or by email to each director at his or her address as shown on the records of the corporation.

(b) Notice of regular meetings of the Board of Directors shall be publicized in such manner as to encourage attendance and inputs by members of the society and the public at large. Notice of special board meetings may be publicized at the discretion of the board member(s) calling the meeting.

Section 5.3 Quorum:

(a) A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

(b) Board members need not be personally present at the meeting in order to be counted in the quorum and vote in that meeting. Participation by electronic means qualifies as presence for purposes of the quorum and voting. The minutes of the meeting shall list the names of any board members who participated by electronic means.

(c) If fewer than a majority of the directors are present for any meeting, no formal action of the corporation may be taken at that meeting.

Section 5.4 Informal Action by Directors:

(a) Any action which may be taken or which may be required by Ohio law to be taken at a meeting of the Board of Directors or a committee of the board may be taken without a meeting if a majority of the directors or members of the committee, as the case may be, upon being polled by the President, the Vice President, or the Committee Chair, agree to sign written consent or provide email consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action.

(b) Such consent shall be kept among the records of the corporation and shall have the same effect as a unanimous vote of the directors or committee members.

Section 5.5 Attendance:

(a) All board members are required to attend two-thirds (2/3) of all scheduled board meetings during each year of their terms of office.

(b) Any board member may be excused by the board from up to one-third (1/3) of all scheduled board meetings during each term year by providing advance notice to the board. No more than two unexcused absences during any term year will be allowed.

(c) Failure to abide by these attendance rules shall be cause for dismissal of the board member from the Board of Directors. Upon a request from any board member, this failure shall be placed on the agenda for the next regular or special board meeting.

Section 5.6 Leave of Absence:

(a) Any board member may request a leave of absence for up to three consecutive months during each term year. The request should be made to the board as soon as practicable.

(b) Upon approval by the board, the leave is granted and is exempt from the existing attendance rules and therefore not counted against the board member.

Section 5.7 Removal: Any director elected or appointed as provided in the Articles of Incorporation or these Bylaws may be removed by a minimum two-thirds (2/3) majority of the Board of Directors present and voting at a regular or special board meeting, or of the membership present and voting at an annual or special meeting of the society, whenever, in their judgment, the best interests of the corporation will be served thereby.

Section 5.8 Vacancy:

(a) A vacancy on the Board of Directors may be filled by appointment by a majority vote of the Board of Directors at a regular or special board meeting.

(b) Only a General Member or a Lifetime Member in good standing shall be eligible for appointment to fill a vacancy, except that a person who was employed and terminated from the HSOV shall not be eligible to be a director.

(c) Such appointment shall run until the next annual meeting of the society at which time the appointee may be eligible for election to hold office for two (2) consecutive three (3) year terms.

Section 5.9 Standing Committees:

(a) The Board of Directors shall designate the chairs and members of the standing committees by no later than the February meeting each year.

(b) The duties of each standing committee shall be determined by the Board of Directors according to the needs of this society at any given time.

(c) Directors, other members of the society, and volunteers may be designated as chairs or members of the standing committees.

(d) The Board of Directors may replace a committee chair or member whenever, in their judgment, the best interests of the corporation will be served thereby.

(e) Committee chairs and members shall continue to serve until their replacements have been designated.

(f) Committee meetings shall be called by the committee chair or by the President if the committee chair is absent or is unable or unwilling to act.

(g) A majority of members of the committee constitutes a quorum for the transaction of committee business. Participation by electronic means qualifies as presence for purposes of quorum or voting. If a quorum is not present for any committee meeting, no formal action may be taken at that meeting.

(h) The committee chair shall keep minutes of the meeting including meeting attendees, the major topics discussed, any actions taken by a majority vote, and any decisions made by consensus. The minutes shall be reported to the Board of Directors at its next regular or special meeting and kept among the records of the corporation.

ARTICLE VI – Officers

Section 6.1 Election and Term:

(a) The officers of this corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, and such other officers or assistant officers deemed necessary by the Board of Directors.

(b) All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the society.

(c) Any two or more offices may be held by the same person unless otherwise provided in the Articles of Incorporation or these Bylaws.

(d) New offices may be created and filled by appointment at any meeting of the Board of Directors.

(e) Only a General Member or a Lifetime Member in good standing shall be eligible for appointment, except that a person who was employed and terminated from the HSOV shall not be eligible for appointment.

(f) Each officer or assistant officer shall hold office for a term of one (1) year or until his/her successor has been duly elected or appointed.

Section 6.2 Removal: Any officer elected or appointed as provided in the Articles of Incorporation or these Bylaws may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the corporation will be served thereby.

Section 6.3 Vacancies: A vacancy, however occurring, in any office may be filled by appointment by a majority vote of the Board of Directors.

Section 6.4 President: The President shall (a) have general supervision of the affairs of the corporation; (b) preside at meetings of the Board of Directors and at the annual meeting and any special meeting of the society when present; and (c) perform the duties usually incident to that office as prescribed by law or by a majority vote of the Board of Directors.

Section 6.5 Vice President: The Vice President shall perform the duties usually incident to that office as prescribed by law or by a majority vote of the Board of Directors. In the absence of the President or in the event of his or her inability or unwillingness to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers and duties of the President.

Section 6.6 Treasurer: The Treasurer shall (a) be responsible for all funds and securities of the corporation; (b) oversee the receipt for monies due and payable to the corporation from any source whatsoever; (c) monitor the deposit and accounting of all such monies in the name of the corporation and at such bank, trust companies, or other depositories as shall be selected by a majority vote of the Board of Directors; (d) assure the timely payment of corporate expenses insofar as funds are available; and (e) in general, shall perform all the duties usually incident to that office and such other duties as from time to time may be assigned to the Treasurer by a majority vote of the Board of Directors.

Section 6.7 Secretary: The Secretary shall (a) notify all members of the Board of Directors of all regular meetings and any duly called special meetings of the Board of Directors in the manner provided by these Bylaws; (b) notify all members of record of the annual meeting and any special meetings of the society in the manner provided by these Bylaws; (d) faithfully and impartially record the actions taken at each meeting of the Board of Directors and the annual meeting and any special meetings of the society when present; (e) have custody of the corporate records and the corporate seal, if applicable; and (f) ensure faithful performance of these duties.

Section 6.8 Executive Director:

(a) The Board of Directors may appoint an Executive Director, who shall hold the position at the pleasure of the board, and under the supervision and direction of the Board of Directors.

(b) The Executive Director shall conduct the affairs of the HSOV, with the authority to hire and fire all employees under his/her direction.

(c) The Executive Director shall report his/her activities at each board meeting and, in the absence of the Secretary, take minutes of the meetings, except as the President may direct otherwise.

(d) The board is empowered to employ an Executive Director for such compensation as the board may designate.

(e) Additional duties of the Executive Director are designated in the current job description and the HSOV employee manual.

(f) The Executive Director is an ex officio member of all committees, except where specifically described otherwise, but does not vote.

Section 6.9 Shelter Manager:

(a) The Executive Director shall have the authority to hire a Shelter Manager at the direction of and with the approval of the Board of Directors, to conduct daily affairs of the HSOV.

(b) The duties of the Shelter Manager are specified in the current job description and HSOV employee manual.

(c) The Shelter Manager shall report directly to the Executive Director or, if no Executive Director has been employed, to the Board of Directors.

Section 6.10 Humane Officer:

(a) The Board of Directors may appoint an agent to serve as a Humane Officer, who shall hold the position at the pleasure of the board and under the supervision and direction of the board.

(b) The duties of the Humane Officer shall include those described in Section 1717.06 of the Ohio Revised Code and are specified in the current job description and HSOV employee manual.

(c) The Humane Officer shall report directly to the Executive Director or, if no Executive Director has been employed, to the Shelter Manager for day-to-day supervision and direction.

ARTICLE VII – Receipts, Disbursements, and Contracts

Section 7.1 Receipts: 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 7.2 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation. The donor's intent of purpose shall be respected.

Section 7.3 Disbursements: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer, or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors, such instrument shall be signed by either the Treasurer or an Assistant Treasurer appointed by the board, if applicable, and countersigned by the President or Vice President.

Section 7.4 Contracts: The Board of Directors by a majority vote may authorize any officer(s) or agent(s) of the corporation, in addition to the officers or agents authorized by these Bylaws, 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.

ARTICLE VIII – Books and Records

Section 8.1 The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and of the society.

Section 8.2 All books and records of this corporation may be inspected by any officer, director, and/or his/her agent or attorney for any proper purpose at any reasonable time.

Section 8.3 The books and records of this corporation are not “public records” because HSOV is not a public office of the state or its political subdivisions or a functional equivalent of a public office as those terms are defined in Ohio law.

Section 8.4 If members of the public would like information related to the work the HSOV performs under its contracts with public bodies (e.g. Washington County, City of Marietta), they may request such information from those public bodies.

Section 8.5 The Board of Directors may release selected excerpts of the books or records of this corporation for public information whenever, in their judgment, the release would be both consistent with the purpose of this society and in the best interests of this corporation.

ARTICLE IX – Fiscal Year

The fiscal year of the corporation shall be from November 1st through October 31st.

ARTICLE X – Legal and Ethical Matters

Section 10.1 Prohibition Against Sharing Corporate Earnings:

(a) No director, officer, employee, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(b) Upon the dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, may be distributed by the Board of Directors or by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under provisions of Section 501(c)3 of the U.S. Internal Revenue Code of 1986, as amended and its regulations as they now exist or as they may hereafter be amended.

Section 10.2 Conflict of Interest: Any possible conflict of interest on part of any member of the Board of Directors, Officer, or Employee of the Organization, shall be disclosed in writing to the board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the board.

(a) Where the transaction involving a Board Member, Trustee, or Officer exceeds five hundred (\$500) but is less than five thousand (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the disinterested directors is required.

(b) Where the transaction involved exceeds five thousand (\$5,000) in a fiscal year, then a two-thirds (2/3) vote of the disinterested directors and publication in the required newspaper is required.

(c) The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

(d) Every new member of the board will be advised of this policy upon entering the duties of his/her office, and shall sign a statement acknowledging understanding of, and agreeing to this policy.

(e) The Board of Directors will comply with all requirements of Ohio law in this area and the Ohio requirements are incorporated into and made part of this policy statement.

ARTICLE XI – Investments

The corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the loss, or in any manner impair, the tax exempt status of the corporation.

ARTICLE XII – Exempt Activities

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII – Amendment, Revision, or Repeal of Bylaws

Section 13.1 These Bylaws may be amended, revised, or repealed in the following manner:

(a) By a majority vote of the Board of Directors at a regular or special meeting, if the amendment/revision/repeal does not relate to the number of directors, the composition of the board, the term of the office of the directors, or the method or way in which directors are elected or selected; or

(b) By the members at the annual meeting or any special meeting, with a two-thirds (2/3) majority of the votes cast.

Section 13.2 The Board of Directors shall give notice to all membership that a meeting of the society includes the purpose of a Bylaws change at least 10 days if by first-class mail, or at least 30 but no more than 60 days if by any other means of notice, prior to the meeting.

(a) The board shall make available to the membership the proposed changes as soon as possible, but at least 15 days prior to the meeting.

(b) Notice shall include the provision to be amended as well as a copy or summary of the amendment to be proposed.

ARTICLE XIV – Indemnification

Section 14.1 The corporation shall have the power to indemnify and, without formal action by the directors or other persons, shall indemnify any person, whether officer, director, employee, agent, or other person acting for or in behalf of the corporation, in respect of any and all, matters or actions for which indemnification is permitted by the laws of the State of Ohio, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative.

Section 14.2 The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation, or who is or was serving at the request of the corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against such person and incurred by such person in any of the above stated capacities, or his/her status as such, whether or not the corporation would have the power to indemnify such person.

ARTICLE XV – Dissolution of the Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all residual assets of the corporation by turning them over to one or more animal welfare organizations, as described in sections 501(c)3 and 170(c)2 of the U.S. Internal Revenue Code or in applicable tax codes of the federal, state, or local government.

ARTICLE XVI – Effective Date

These Bylaws are effective on the __ 8th __ day of _____January_____, 2020.

Above Bylaws include changes that do not relate to the number of directors, the composition of the board, the term of the office of the directors, or the method or way in which directors are elected or selected. Therefore, they may be approved by the Board of Directors pursuant to the former Bylaws which they amend and replace.

Above Bylaws were voted on and passed unanimously by the Board of Directors present and voting at its regular meeting on January 8, 2020. The Directors voting in the affirmative were the following:

Amber Dennison

Ethan Gerber

Mike Montgomery

Leight Murray

Jim Raney

Esther Salem Absent—Excused, medical leave of absence

Sheri Schwartz Absent—Excused, absence due to an illness