

BYLAWS
OF
Metro Area Continuum of Care for the Homeless

These Bylaws, as amended from time to time in accordance with their terms, shall serve as the Bylaws of Metro Area Continuum of Care for the Homeless (the “Corporation”), a corporation organized under the Nebraska Nonprofit Corporations Act according to Articles of Incorporation filed with the Secretary of State’s office on the 15th day of May 2006.

ARTICLE I

OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Omaha, NE, County of Douglas. The Corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II

MEMBERS

Section 1. **Membership.** The Corporation shall have members, who may join upon approval of the Board of Directors and payment of annual membership dues. as determined by the Board of Directors. The personal property of the members shall not be liable for the debts of the Corporation and no member shall liable in any way for the Corporation’s obligations.

All individuals or organizations who are interested in contributing towards or learning about broad-based solutions to homelessness in the Omaha/Council Bluffs area are eligible to become members of MACCH. Membership approval occurs with payment per the MACCH Membership Benefits Guide

Section 2. **Voting Rights.** Members of the Corporation shall have no regular voting rights.

Section 3. **Roll of Members.** MACCH staff shall maintain a list of all members.

Section 4. **Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and, by a majority vote of those present at any regularly constituted meeting or those voting by proxy by other means adopted as acceptable to the Board of Directors, including electronic mail, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these Bylaws, or terminate membership due to unethical or discriminatory practice.

Section 5. **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. **Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **General Powers.** A Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 2. **Election of the Board of Directors and Officers.** The Board of Directors shall be elected by the members of the Board of Directors at the annual meeting for a term of three -years and until their successors are chosen and qualified. Any vacancy in the board of directors shall be filled by the remaining members of the board of directors until the next annual meeting unless a deficiency is determined in Section 3 below.

Section 3. **Number, Tenure and Qualification.** The number of Directors shall not be less than 9 and not more than 19, selected as described above. Each Director shall hold office for a term of 3 years or until his or her successors shall have been elected or qualified. The membership of the Board of Directors shall be staggered. The Board shall maintain a current or formerly homeless consumer within its board director composition.

Section 3.1. **Limit on Terms.** Directors shall be limited to serving two consecutive terms and at the end of the second three-year term, the Director shall not serve on the Board of Directors for at least three years before seeking election to the Board for another term. However, upon submittal of a resolution by a Board Director (not the nominee), and upon a positive vote by 2/3 of Directors, a Director may serve an additional 3 year term.

Section 3.2 **Qualification.** Potential directors are referred and/ or apply for election. The Governance Committee will review applications and make recommendations to the board for election.

Section 4. **Annual and Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly or more often as desired by the Board of Directors. The annual meeting of the corporation shall be held in September for purposes of elections. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 6. **Notice.** At least 10 days prior to a meeting, notice stating the date, place and hour of any regular or special meeting of the Board of Directors shall be given by written notice delivered personally, sent by mail or by electronic mail to each Director at the Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered upon receipt of confirmation by the sender. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. **Quorum.** A majority of the Board of Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board. In determining whether a quorum is present any proxy, as defined below, delivered by a member of the Board shall be counted.

Section 8. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 8.1. **Proxies.** Only written (including electronic) proxies delivered to the President of the Board of Directors will be recognized in determining quorum or taking action by the Board of Directors. The acceptance of a proxy will be provided by written notice to any board director at least 5 days in advance of the meeting date.

Section 8.2. **Electronic participation.** Any member of the Board of Directors may participate in a meeting of the Board of Directors through electronic media, such as telephone or video conference, and such participation will satisfy attendance for purposes of quorum. Requests for electronic participation must be submitted to the MACCH executive director in advance of a meeting.

Section 9. **Compensation.** Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. **Vacancies.** Vacancies of seats leaving a deficiency in number, tenure, and qualification under Section 2 above may be filled by the remaining members of the Board of Directors as otherwise provided within these bylaws.

Section 11. **Removal of Directors.** Any Director, either elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Notice of any meeting at which the removal of a Director shall be considered must be given to each member of the Board of Directors at least 10 days prior to the meeting at which a vote will be held. Any vote to remove a Director shall require an affirmative vote of at least a majority of members of the Board of Directors present.

Section 12. **Attendance.** Directors are considered in good standing with regard to attendance if they have no more than 3 absences from Board or Committee meetings in a calendar year.

ARTICLE IV

OFFICERS

Section 1. **Officers.** The officers of the Corporation shall be the President, Vice President, Immediate Past President, Treasurer, and Secretary. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Directors shall only be eligible for Executive Officer tenure following one year of board director service.

Section 2. **Election and Term of Office.** The Board of Directors at the Annual Meeting (September) of the Board of Directors shall elect the officers of the Corporation. For Directors already holding office, subsequent terms should be elected annually. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. *Notice of Nominating Process.* A written or electronic notice (according to director preference) of the nominating process shall be sent to all board members no less than 30 days prior to the annual meeting. For vacancies occurring in the middle of a term, notice shall be sent no less than 30 days prior to the meeting where the vote will occur.

Section 4. ***Removal.*** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served. Notice of any meeting at which the removal of an officer shall be considered must be given to each member of the Board of Directors at least 10 days prior to the meeting at which a vote will be held. Any vote to remove an officer shall require an affirmative vote of at least two-thirds of members of the Board of Directors present.

Section 5. ***Vacancies.*** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remaining portion of the term.

Section 6. ***President.*** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, s/he shall perform all duties incident to the office of President of the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be responsible for annual performance evaluation of the Executive Director and shall serve a one-year term as President proper. Upon completion of that term, the President shall assume the Officer position of Immediate Past President.

Section 7. ***Vice President.*** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Vice President shall assume the Presidency following one year board service as Vice President proper.

Section 8. ***Immediate Past President.*** The Immediate Past President, having immediately and previously served as President, shall serve a one-year term. For purpose of board operations, policy, and governance, the Immediate Past President shall support and assist both the President and Vice President as necessary and as appropriate.

Section 9. ***Treasurer.*** The Treasurer shall maintain compliance with the annually-board-approved Finance Policies and Procedures of the Corporation. The Treasurer shall serve an Officer term of no more than two consecutive years.

Section 10. **Secretary.** The Secretary shall keep and record all board meeting minutes for every Board of Directors meeting. The Secretary shall serve an Officer term of no more than two consecutive years.

Section 11. **Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. When not board-assigned, Corporation staff shall perform these duties as assigned.

ARTICLE V

COMMITTEES

Section 1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of at least one Director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; *provided*, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 1.1. **Standing Committees.** The Corporation shall have two standing committees: Finance and Executive. The Finance Committee shall be delegated the authority to oversee and manage the financial affairs of the Corporation. The Executive Committee shall be delegated the authority to oversee the governance of the Corporation. Each Standing Committee shall have such other authority as is delegated by the Board of Directors pursuant to a resolution.

Section 1.2 **Director Participation** All Directors will participate in one or more Committees of the Board or Task Forces of the Corporation. Directors serving on committees or task forces should be considered the liaison to the Board for a given committee or task force.

Section 2. **Other Committees.** Other committees and or advisory boards not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation. , and the President of the Corporation shall appoint the members thereof. The person thereof may remove any member or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **Chairman.** The chairman of each such Standing Committee shall be a Director and shall be appointed chairman by the person or persons authorized to appoint the members thereof. Chairs of such other committees and advisory boards need not be Directors of the Corporation.

Section 5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FUND RAISING

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these 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.

Section 2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. *Loans.* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. *Proxies With Respect to Securities of Other Corporations.* Unless otherwise provided by resolution adopted by the Board of Directors, the President or a Vice President or Immediate Past President may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation, the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent with respect to such stock or other securities; and the President or any Vice President or Immediate Past President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or Vice President or Immediate Past President may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he or she may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VII

BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney, and by the general public, for any proper purpose at any reasonable time. The books of account shall be audited annually as of the end of its fiscal year by independent certified public accountants retained by the Corporation at its expense.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE IX

BUDGET AND FINANCIAL OPERATION

The financial operation of the Corporation shall be conducted in accordance with generally accepted inance policy and procedures and the annual budget to be submitted by the Executive Committee to the Board of Directors for their approval

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Correspondence

Membership Letters

Section 1. *Membership Letters.* The Board of Directors may provide for the issuance of letters evidencing membership in the Corporation that shall be in such form as may be determined by the Board. Such letter shall be signed by the President, or Vice President, or Immediate Past President or their designee. The name and address of each member and the date of issuance of the membership letter shall be entered on the records of the Corporation. If any letter shall become lost, mutilated or destroyed, a new letter may be issued. upon such terms and conditions as the Board of Directors may determine.

Section 2. *Issuance of Membership Confirmation.* When a person or agency has paid any dues that may then be required, a membership confirmation shall be issued in his or her name or agency name by Corporation Staff.

Section 3. *Additional Correspondence.* Such letter shall be signed by the President, Vice President or their designee.

ARTICLE XII

DUES

Section 1. *Annual Dues.* The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members.

Section 2. *Payment of Dues.* Dues shall be payable in advance on the first day of in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

Section 3. *Default and Termination of Membership.* When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these Bylaws.

ARTICLE XIII

CONFLICT OF INTEREST POLICY

Section 1. *Purpose.* The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 *Definitions*

Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. *PROCEDURES*

1. *Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to

the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. If it is identified that no conflict exists, the board member may return to the meeting.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. *Record of Proceedings*

Board agenda items will identify potential board recusals (following a determination process)

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. *Compensation*

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

Section 6. *Annual Statements*

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7. *Periodic Reviews*

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. *Use of Outside Experts*

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV

SEAL

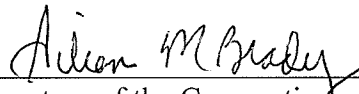
The Board of Directors may provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal."

ARTICLE XV

AMENDMENTS

These Bylaws may be altered, amended or repealed at any regular meeting of the Board of Directors, without notice, or at any special meeting of the Board of Directors if the notice of such meeting contained a statement of the substance of the proposed amendment.

Dated and adopted this 6th day of September, 2017.



Secretary of the Corporation