

BYLAWS

OF

NATIONAL CAPITOL DX ASSOCIATION

Effective June 8, 2012

NATIONAL CAPITOL DX ASSOCIATION

BYLAWS

ARTICLE I. OFFICES

Section 1.1 Name. The name of the Corporation is National Capitol DX Association (hereinafter referred to as the "Corporation").

Section 1.2 Business Office. The Corporation's principal office shall be located at 3842 Whitman Road, Annandale, Virginia 22003, until changed by the Board of Directors. The Corporation may have other offices, either within or outside of Virginia. The Board of Directors may designate the location of these other offices.

Section 1.3 Registered Office. The Corporation's registered office shall be located within Virginia at the address of the Corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Virginia. The registered agent shall either be: (1) an individual who is a resident of Virginia and either an officer or Director of the Corporation or a member of the Virginia State Bar, and whose business address is identical to the registered office; or (2) a corporation organized or qualified to conduct business in the Commonwealth of Virginia, other than the Corporation, the business address of which is identical with the registered office. The Board of Directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate form with the Virginia State Corporation Commission (the "SCC"), in accordance with the procedures set forth in the Virginia Nonstock Corporation Act (the "Act"), as may be amended.

ARTICLE II. PURPOSE

The purpose for which this Corporation was formed and the powers to be executed by it are stated as follows:

(a) The Corporation is organized, and shall be operated exclusively for scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and its Regulations as they now exist or as they may be amended (or the corresponding provisions of any future federal income tax law).

(b) Specifically, the Corporation will carry out its scientific and educational purpose by the following means:

- (1) Conducting lectures, demonstrations, meetings, and other activities to advance the general interest and welfare of amateur radio and as a source of information to the general public;

- (2) Encouraging the development of skills and knowledge in the art and practice of radio communications and electronic technology;
- (3) Promoting activities that utilize communications skills and knowledge while serving the public interest and welfare; and
- (4) Furnishing radio facilities and repeaters that can be used for amateur radio communications, in both normal times and in times of emergency, and to conduct experiments by suitably equipped and authorized amateur radio stations.

(c) The Corporation shall have all powers available to nonstock corporations under the Act subject to the restrictions contained in these Bylaws and the Articles of Incorporation.

ARTICLE III. RECORDS

Section 3.1 Corporate Records.

(a) Minutes and Accounting Records. The Corporation shall keep a permanent record of the minutes of all meetings of its Members and Board of Directors, all actions taken by the Board of Directors without a meeting, and all actions taken by a committee of the Board of Directors acting in place of the Board and on behalf of the Corporation. The Corporation shall maintain appropriate accounting records.

(b) Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) Other Records. The Corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

- (1) its Articles and all amendments to them currently in effect;
- (2) its Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its Board of Directors;
- (4) minutes of regular and special meetings of its Members;
- (5) the financial statements furnished for the past three (3) years to the Board of Directors;

- (6) a list of the names and business addresses of its current Directors and officers;
- (7) its most recent annual report delivered to the SCC; and
- (8) all documents required to be made available for public inspection for organization recognized as exempt under Section 501(c)(3) of the Code and its implementing, as may be amended, including but not limited to the application for federal income tax-exempt status, as set forth in Code.

ARTICLE IV. MEMBERSHIP, DUTIES AND PRIVILEGES

Section 4.1 Membership. There shall be five (5) classes of Members. The designation of each class of member and the qualifications and rights of the Members of each class and their voting rights are as follows:

(a) Full Members. A “Full Member” shall be an individual who demonstrates interest in furthering the purpose and objectives of the Corporation by submitting a completed application form and by paying dues and meets the following requirements: active membership in the American Radio Relay League (ARRL), having conducted two-way radio communication with at least one hundred (100) countries included in the ARRL DXCC Countries List. A Full Member shall have all the rights and privileges and shall be entitled to vote in the election of the Board of Directors, and in all actions requiring Member approval.

(b) Associate Members. An “Associate Member” shall be an individual with interest in furthering the purpose and objectives of the Corporation by submitting a completed application and by paying dues. An Associate Member does not have voting rights.

(c) Honorary Members. An “Honorary Member” is an appointment by the Board of Directors in appreciation of an individual interested in furthering the purposes and objectives of the Corporation. Honorary Members are not required to apply for membership or pay dues. An Honorary Member does not have voting rights.

(d) Charter Members. A “Charter Member” refers to the original founders of the unincorporated predecessor organization of the Corporation, whether or not living, the names of which are: John R. Boyd, W4WWG (W4WG); Burt C. Cohen, W3CRE (W3GG); Morton H. Cohen, K3EH; Theodore J. Cohen, W4UMF, (N4XX); James A. Douglas, W3ZNH (W3ZN); Robert D. Edmonston, K4BEO (N4VV); George A. Grant, K3EJ; Peter J. Huber, WA3KSQ (K3ZR); John S. Jarrett, K4CFB (K4FJ); Ray C.H. Johnson, K4DXO (K5RJ); Richard M. Klein, K4GKD; Layfield L. Lamb, W3BWZ (W4NL); Owen J. McReynolds, K3GKU (W4DPS); William B. May, W3RX; Joseph S. Mikuckis, K3CHP; Richard G. Price, W3DBT (K3RS); Wallace H. Raymond, K4EKJ (N4KW); Paul D. Rockwell, W3AFM; Donald B. Search, W3AZD; Raymond E. Spence, W4QAW. Charter Members shall not have voting rights or other

member rights unless such Charter Member also holds the status as a Full Member, as provided in Section 4.1(a) above.

(e) Life Members. A "Life Member" shall be an individual who either upon initial application for membership or, subsequently, then being a Charter or Full Member, applies for "Life Membership" and makes a one-time payment of ten (10) times the then current dues for a Full Member, shall then be designated as a "Life Member" and shall thereafter for life be exempt from the requirement that they pay dues or assessments of any sort in order to maintain Full Member status in the Corporation. All other requirements relative to continued membership shall apply. Notwithstanding the foregoing, the "Life Membership" designation may be bestowed upon a Charter, Honorary or Full Member without the required payment, upon approval by a majority vote of the Full Members present at a meeting at which a quorum is present.

Section 4.2 Membership Criteria. Each individual applying for membership as either a Full, Associate, or Life Member must complete the appropriate application and be sponsored by a Full Member. The completed application, with Full Member endorsement, is then to be submitted to the appropriate Board designee (as indicated in application materials). Once admitted as a Member, membership shall be renewed by payment of dues as requirement and adherence to any other requirements as the Corporation shall adopt for continued membership.

Section 4.3 Membership Dues. The Board shall, no more frequently than annually, to determine the annual membership dues for Full and Associate Members by resolution of the Board. Annual dues payable in full shall be due as of the first day of October of each calendar and be consider delinquent after December 31 of each calendar year.

Section 4.4 Voting Rights. Each Full Member shall be entitled to one (1) vote at a meeting duly called. No Member may vote at any meeting if payment by such Member of any financial obligation due to the Corporation is delinquent more than sixty days and the amount necessary to bring the account current has not been paid at the time of such meeting. Except where a greater number is required by the Act or these Bylaws, the Full Members of more than fifty percent (50%) of those present and voting in person or by proxy at one time at a duly convened meeting at which a quorum is present is required to adopt decisions at any meeting of the Corporation.

Section 4.5 Quorum. Full Members holding one-tenth (1/10th) of the votes entitled to be cast represented in person or by proxy at any annual or special meeting of the Members shall constitute a quorum.

Section 4.6 Annual Meeting. Annual meetings of the Full Members shall generally be held during the month of October of each year, or if not possible, no later than the end of each calendar year. At such meetings, the Board of Directors shall be elected by ballot of the Full Members. The Full Members may also transact such other business of the Corporation as may properly come before them. Other classes of Members may also attend the annual meeting, but are not entitled to vote.

Section 4.7 Special Meetings. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors or upon a petition signed by a majority of the Full Members. The petition must state with particularity what business is to be conducted at the meeting. Upon receipt of a petition, the Board of Directors shall confirm the validity of the signatures on the petition within sixty (60) days of the date that the petition is received. Upon confirmation that it is a valid petition, the President shall call the special meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose therefor. No business shall be transacted at a special meeting except as stated in that notice.

Section 4.8 Notice of Meetings. It shall be the duty of the Secretary to send a notice of each annual or special meeting of the Corporation stating the purpose thereof, as well as the time and place where it is to be held, to each Full Member of record at least ten (10) days but not more than sixty (60) days prior to any annual or special meeting, provided; however, notice of a Members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, dissolution, or other action requiring additional notice, shall be given not less than twenty-five (25) days prior to the meeting. The Corporation shall not be required to provide notice to members other than Full Members. Such notice shall be:

- (a) sent by first class United States mail, postage prepaid to the Full Member's address of record; or
- (b) hand-delivered, provided an acknowledgment that the notice was hand-delivered is kept with the Corporation's records; or
- (c) sent using the most advanced technology available at the time if such use is a generally accepted business practice, including but not limited to electronic transmission in the manner provided for Directors in Section 5.8, and the Full Member has consented to the receipt of notice in this manner. The Board member or agent thereof who sends the notice shall certify in writing that notice was sent pursuant to this subsection.

Section 4.9 Order of Business. The order of business at all meetings of the Corporation shall generally be as follows, subject to revision by the presiding member:

- Proof of Quorum;
- Proof of notice of meeting or waiver of notice;
- Reading of minutes of a preceding meeting;
- Report of officers;
- Report of committees;
- Election of Directors (if applicable);
- Unfinished business; and
- New business.

Section 4.10 Manner of Voting. Voting by Full Members at a meeting shall be by voice vote (except for the election of Directors which shall be by written ballot) unless the presiding officer determines otherwise or any Member present at the meeting, in person or by proxy, requests, and by a Majority Vote, the Members consent to, a vote by written ballot

indicating the name of the Member voting, the number of votes appertaining to such Member, and the name of the proxy of such ballot if cast by a proxy. There shall be no cumulative voting. As used in these Bylaws, the term "Majority Vote" shall mean those Members at a meeting at which a quorum is present having more than fifty percent (50%) of the votes.

Section 4.11 Proxies. A vote may be cast in person or by proxy. A proxy must be instructed (directing the proxy holder how to vote). Proxies shall be: (i) in writing, (ii) dated, (iii) signed by the Member or a person authorized by the Member, (iv) valid for sixty days unless a longer time period is provided in the proxy, and (v) filed with the Secretary. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the Member, the date provided in the proxy, if any, or eleven (11) months after the date of the proxy.

Section 4.12 Informal Meetings. The Board of Directors may also set the dates, times, and locations for regular informal meetings of the Members. The Board may notify the Members of such meetings in any way they determine appropriate; including, but not limited to, through newsletters, email, or posting on the Corporation's website.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 General Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors including the business and legal affairs of the Corporation. The Board of Directors is herein sometimes referred to as the Board, and individual members of the Board of Directors as Directors or individually as a Director.

Section 5.2 Number, Tenure, and Qualifications of Directors. The authorized number of Directors shall be five (5) until changed by a duly adopted amendment to these bylaws, as determined by resolution of the Board. Each Director shall have one (1) vote on any matter that comes before the Board. The Directors shall be elected by the Full Members. After the initial Directors each serve for a period of one (1) year, the term of each Director shall be staggered. For example, where there are five Directors, after the first year period, two directors will be appointed to serve on the board for three (3) years, two directors will be appointed to serve for two (2) years, and the fifth director for a period of one year (1). To be eligible to serve as a Director, the individual must be a Full Member in good standing.

Section 5.3 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its chairman, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at the later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 5.4 Removal of Directors. A Director may be removed, with or without cause, if a majority of the Full Members present at a duly constituted meeting vote for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must

be sent to all Full Members stating that the purpose or one of the purposes of the meeting is the removal of the Director. If any Directors are so removed, new Directors may be elected by the Full Members at the same meeting.

Section 5.5 Board of Director Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Directors shall fill the vacancy by appointment. If the Directors remaining in office constitute less than a quorum of the Board, they shall fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The Director filling the vacancy shall serve for the remainder of the term of the departing Director. If a Director resigns effective at a specific later date, the Directors may fill the vacancy, before the vacancy occurs, but the new Directors may not take office until the vacancy actually occurs.

Section 5.6 Annual and Other Meetings of the Board of Directors. The Board of Directors shall hold an annual meeting at least once per year. The annual business meeting of the Board of Directors shall immediately follow the annual meeting of the Full Members. The Board of Directors may provide, by resolution, the date, time, and place of additional meetings. The Secretary shall give either oral or written notice of the regularly scheduled meetings to the Board of Directors. Board of Directors meetings may be held by conference telephone, if convened in accordance with Section 5.8.

Section 5.7 Special Meetings of the Board of Directors. The President or any Director then in office may call and give notice of special meetings of the Board of Directors at their own discretion. Those authorized to call special Board meetings may fix any place within fifty (50) miles of the Corporation's principal office as the special meeting place. Special Board of Directors meetings may be held by conference telephone, if convened in accordance with Section 5.8.

Section 5.8 Board of Director Meetings by Conference Telephone. The Board of Directors may permit any or all Directors to participate in any meeting by, or conduct the meeting through the use of, a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting and provided all persons participating in the meeting can simultaneously hear each other. A Director participating in a meeting by such means is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting as authorized by this Section 5.8.

Section 5.9 Notice of, and Waiver of Notice for, Special Director Meetings.

(a) Notice. The Secretary shall give either oral or written (including electronic transmission) notice of any special Director meeting at least two (2) business days before the meeting. The notice shall include the meeting place, day, and hour. If the meeting is to be held by conference telephone, the Secretary must provide instructions for participating in the telephone meeting.

(b) Effective Date. If mailed, notice of any Directors meeting shall be deemed to be effective at the earlier of:

- (1) five (5) days after deposited in the United States mail, addressed to the Director's business office, with postage prepaid; or
- (2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director); or
- (3) the date when received.

(c) Waiver of Notice. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting, unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to any action taken at the meeting. Neither the Secretary nor Director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special Board meeting, unless otherwise required by the Act, these bylaws, or other applicable law.

(d) Notice by Electronic Transmission.

(1) A notice of the date, time, place or purpose, if required, of a meeting of the Board may be given by a form of electronic transmission consented to by the Director to whom the notice is given. Any such consent of a Director shall be revocable by the Director by written notice to the Corporation. Any such consent shall be deemed revoked if: (i) the Corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the Corporation in accordance with such consent, and (ii) such inability becomes known to the Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(2) Notice given by electronic transmission shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the Director has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the Director of such specific posting when such notice is directed to an address at which the Director has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (iv) if by any other form of electronic transmission, when consented to by the Director. An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(3) For the purposes of these Bylaws, an "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a

record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 5.10 Director Quorum. Two-thirds of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 5.11 Directors, Manner of Acting.

(a) Required Number to Constitute Act. The act of a majority of the Directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Directors. If no quorum is present at a meeting of Directors, the Directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) Director Approval. The Corporation shall deem a Director to have approved of an action taken if the Director is present at a meeting of the Board unless:

- (1) the Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting specified business at the meeting; or
- (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 5.12 Conduct of Board of Directors Meetings. The Chairman of the Board, if appointed and present, or in the Chairman of the Board's absence, the President, or in the President's absence, the Vice-President, or in their absence, any person chosen by the Directors present shall call the meeting of the Directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision-making. The chairperson will indicate who may speak when and when a vote will be taken. The Secretary shall act as the secretary of all meetings of the Directors, but in the Secretary's absence, the chairperson may appoint any other person to act as the secretary of the meeting.

Section 5.13 Director Action Without a Meeting. The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if all the Directors take the action, each one signs either before or after the action taken a written consent describing the action taken, and the Directors file all the consents with the records of the Corporation. Action taken by consents is effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any

document. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

Section 5.14 Director Committees.

(a) Creation of Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors or other persons to serve on them. Each committee must have one (1) or more Directors, who serve on the committee at the pleasure of the Board of Directors.

(b) Selection of Members. To create a committee and appoint members to it, the Board must acquire approval by the majority of all the existing Directors when the action is taken.

(c) Required Procedures. This Article III, which governs meetings, notice and waiver of notice, quorum, and voting requirements, conduct of the Board of Directors, and action without meetings applies to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. The committees are subject to all the procedural rules governing the operation of the Board itself.

(d) Authority. Each committee may exercise the specific Board authority that the Board of Directors confers upon the committee in the resolution creating the committee; provided, however, a committee may not:

- (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (2) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or
- (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

Section 5.15 Compensation, Loans to, Loans From, or Guarantees for Directors.

(a) Reimbursement of Expenses of Attendance. The Board of Directors may, upon the approval of the Board, pay each Director expenses, if any, of attendance at each Board meeting or committee meeting of the Board.

(b) Compensation for Service on the Board. The Board of Directors may, provided that the requirements of this Section 5.15 are complied with, provide that members of the Board of Directors are to receive reasonable compensation for their services to the Board of Directors.

(c) Compensation Committee. Any decision to provide any form of compensation to any Director of the Corporation, as a Director or in any other capacity other than as set forth in Subsection 5.15(a) above, or any other disqualified individual as defined in Section 4958 of the Code, shall be approved by an authorized body which complies with the requirements of

Treasury Regulation Section 53.4958-6, as may be amended, and is composed of members of the Board, if available, in order to create a presumption that such compensation arrangements are not excess benefit transactions, as defined in the Code. In addition, the following conditions must be met whether or not the arrangement is approved by an authorized body:

- (1) All compensation arrangements must be made in compliance with the Corporation's Conflict of Interest Policy, as set forth in Article VIII of these Bylaws.
- (2) All compensation arrangements must be approved in advance of paying such compensation.
- (3) The date and terms of approved compensation arrangements must be documented in writing. This documentation must include a record of the decision made by each individual who decided or voted on the compensation arrangement.

(d) Loans to or Guaranties for Directors. The Corporation may not lend money to or guarantee the obligation of a Director of the Corporation, or any other disqualified person as defined for purposes of excess benefit transaction excise taxes and self-dealing excise taxes in the Internal Revenue Code of 1986, as may be amended.

(e) Loans from a Director. Any loan from a Director or other any disqualified person as defined for purposes of excess benefit transaction excise taxes and self-dealing excise taxes in the Internal Revenue Code of 1986, as may be amended, shall bear no interest.

ARTICLE VI. OFFICERS

Section 6.1 Number of Officers Required. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The Board of Directors may, but shall not be required to, appoint each of these officers from the Board of Directors; provided, however, each officer must be a Full Member in good standing. The Board may appoint other officers and assistant officers, including but not limited to, a chairman of the board, if it deems it necessary by a majority vote. The same individual may simultaneously hold more than one office in the Corporation.

Section 6.2 Appointment and Term of Office. The Board of Directors shall elect the officers of the Corporation to serve for a period of one (1) year, until his or her successor is elected.

Section 6.3 Resignation and Removal of Officers. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. In the event of a vacancy in any office, there shall be an election at the next Directors meeting to fill such vacancy. If the resignation is made effective at a later date and the Corporation accepts the future effective date, it may fill the

pending vacancy before the effective date if the successor does not take office until the effective date.

Section 6.4 President. The President shall be the principal executive officer of the Corporation. The President shall be subject to the control of the Board of Directors, and shall in general oversee, in good faith, the affairs of the Corporation. The President shall be responsible for the overall day-to-day management of the Corporation. The President may sign, with proper authorization of a majority of the directors, grants, deeds, mortgages, bonds, contracts, or other Board authorized instruments; provided, however, any commitment made by the President obligating the Corporation in excess of \$500.00 shall require specific Board authorization.

Section 6.5 Vice-President. The Vice-President shall perform, in good faith, the President's duties if the President is absent, dies, is unable or refuses to act. If the Vice-President acts in the absence of the President, the Vice-President shall have all Presidential powers and be subject to all the restrictions upon the President. If the Vice-President is unable or refuses to act, then the Secretary shall perform the Presidential duties. The Vice-President shall perform any other duties that the President or Board may assign to the Vice-President.

Section 6.6 Secretary. The Secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Board of Directors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation; (5) keep a current register of the post office address of each Director; and (6) in general perform all duties incident to the office of Secretary and any other duties that the President or the Board may assign to the Secretary.

Section 6.7 Treasurer.

(a) The Treasurer shall in good faith: (1) maintain charge and custody over all special funds, as defined in subsection (b) hereof; (2) be responsible for maintaining accurate, properly stored and backed up and up to date records of all transactions; (3) receive and give receipts for monies due and payable to the Corporation from or associated with any special fund source, and deposit all special fund monies in the Corporation's name in banks, trust companies, or other depositories that the Board shall select; (4) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; (5) be responsible for the timely and accurate filing of corporate tax returns as required by law; (6) be responsible for all special funds such as building funds, grants, etc. and securities of the Corporation; (7) perform any other duties that the President or Board may assign to the Treasurer; and (8) in general perform all of the duties incident to the office of Treasurer and operate within the law for accounting issues arising from the income tax-exempt status of the Corporation.

(b) For purposes of subsection (a) above, special funds shall be defined as all monies, cash, grants, endowments, charitable contributions, fundraising proceeds, or income of any type received to achieve the purposes for which this Corporation is created.

Section 6.8 Chairman of the Board. If appointed, the Chairman of the Board shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform

such executive, supervisory and management functions and duties as may be assigned to him/her from time to time by the Board of Directors. He/she shall, if present, preside at all meetings of Full Members and of the Board of Directors.

Section 6.9 Compensation, Loans to, Loans From, or Guarantees for Officers. An officer of the Corporation may be compensated for his or her performance of his or her duties. Such compensation must be approved in accordance with the procedures set forth above in Section 5.15 for Director compensation. The provisions of Article III relating to loans to Directors and loans from Directors shall also apply to officers of the Corporation.

**ARTICLE VII.
INDEMNIFICATION OF DIRECTORS,
OFFICERS, AGENTS, AND EMPLOYEES**

Section 7.1 Indemnification of Board of Directors.

(a) General. An individual made a party to a proceeding because the individual is or was a Director of the Corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

- (1) determined permissible; and
- (2) authorized, as defined in Subsection (b) of this Section 7.1. (The indemnification is further subject to the limitation specified in Subsection (d) of this Section 7.1.)

(b) Determination and Authorization. The Corporation shall not indemnify a Director under Section 7.1 of Article VII unless:

- (1) Determination. Determination has been made in accordance with procedures set forth in the Act that the Director met the standard of conduct set forth in subsection (c) below; and
- (2) Authorization. Payment has been authorized in accordance with procedures listed in the Act based on a conclusion that the expenses are reasonable, the Corporation has the financial ability to make the payment, and the financial resources of the Corporation should be devoted to this use rather than some other use by the Corporation.

(c) Standard of Conduct. The individual shall demonstrate that:

- (1) the individual acted in good faith; and
- (2) the individual reasonably believed:

- (i) in acting in an official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests;
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and
- (3) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Subsection 7.1(c)(2)(ii). The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the Director did not meet the standard of conduct described in this section.

(d) No Indemnification Permitted in Certain Circumstances. The Corporation shall not indemnify a Director under Section 7.1 of this Article VII if:

- (1) the Director was adjudged liable to the Corporation in a proceeding by or in the right of the Corporation; or
- (2) the Director was adjudged liable in any other proceeding charging that the Director improperly received personal benefit, whether or not the individual acted in an official capacity.

(e) Indemnification Limited. Indemnification permitted under Section 7.1 of this Article VII in connection with a proceeding by the Corporation or in the right of the Corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 7.2 Advance Expenses for Directors. The Corporation may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Director who is a party to a proceeding if:

- (1) by following the procedures of the Act the Directors determined that the Director met requirements (3)-(5) listed below; and
- (2) the Board authorized an advance payment to the Director; and
- (3) the Director has furnished the Corporation with a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in Section 7.1 of this Article VII; and
- (4) the Director has provided the Corporation with a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of

conduct; the Director's undertaking must be an unlimited general obligation, but need not be secured, and the Corporation may accept the undertaking without reference to financial ability to make repayment; and

- (5) the Board determines that the facts then known to it would not preclude indemnification under Section 7.1 of this Article VII or the Act.

Section 7.3 Indemnification of Officers, Agents and Employees. The Corporation may choose to indemnify and advance expenses to any officer, employee, or agent of the Corporation who is not a Director to the same extent as to a Director, as provided in Sections 7.1 and 7.2 of this Article VII.

Section 7.4 Mandatory Indemnification. Notwithstanding any other provisions of these Bylaws, the Corporation shall indemnify any current and former Director or officer who entirely prevails on the merits or otherwise, in the defense of any proceeding to which the Director or officer was a party because he or she is or was a Director or officer of the Corporation, against reasonable expenses incurred by the Director or officer in connection with the proceeding.

ARTICLE VIII. CONFLICT OF INTEREST POLICY

Section 8.1 Purpose. The purpose of this conflict of interest policy (the "Conflict of Interest Policy") is to protect the 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 8.2 Definitions.

(a) An "Interested Person" means any Director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below.

(b) A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) 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.

- (1) 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 Section 8.3, a person who has a Financial

Interest may have a conflict of interest only if the Board or an appropriate committee decides that a conflict of interest exists.

Section 8.3 Procedures.

(a) Duty to Disclose. In connection with an 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 Board delegated powers considering the proposed transaction or arrangement.

(b) 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 or she shall leave the Board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- (1) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (2) The President or acting chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the 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.
- (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of all disinterested Directors whether the transaction or arrangement is the Corporation'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.

(d) Violations of the Conflicts of Interest Policy.

- (1) If the 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.

- (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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 8.4 Records of Proceedings. The minutes of the 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 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 8.5 Compensation.

(a) A voting member of the 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 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 8.6 Annual Statements. Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of this 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 engaged primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8.7 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 8.8 Use of Outside Experts. When conducting the periodic reviews as provided for in this Article VIII, 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 IX.

CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

Section 9.2 Loans. The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 9.3 Checks, Drafts, etc. The Board of Directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 9.4 Deposits. The Treasurer of the Corporation shall oversee the deposit of all funds of the Corporation, in banks and other depositories; the Board of Directors shall authorize by Board resolution the exact location of the banks and depositories.

ARTICLE X.

PROHIBITED TRANSACTIONS

Section 10.1 Prohibited Transactions.

(a) Prohibition Against Sharing in Corporation Earnings. No Director, officer, employee, committee member, or person connected with the Corporation 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 Corporation's payment to any person of reasonable compensation

for services rendered to or for the Corporation in effecting any of its purposes as determined by the Board of Directors.

(b) Other Prohibitions. Neither the Corporation, nor its Directors, nor its officers have any power to cause the Corporation to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, "Related Parties" means any person who has made a substantial contribution to the Corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a Corporation directly or indirectly controlled by the person giving.

Section 10.2 Prohibited 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 exempt organization under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 10.3 Corporate Funds Used For Indemnification. Corporate funds may be used to benefit officers and Directors by way of indemnification, but only if such indemnification is authorized by Article VII of these Bylaws.

ARTICLE XI. AMENDMENTS

Section 11.1 Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors or by the Full Members.

The Board of Directors shall have no power to adopt a bylaw which:

- (a) Provides for the management of the corporation otherwise than by the Board of Directors or a committee; or
- (b) Increases or decreases the number of directors; or
- (c) Changes the staggered terms of office; or
- (d) Changes the 501(c)(3) status under which this Corporation was formed;
and

- (e) No bylaws adopted or amended by the Full Members shall be altered or repealed by the Board of Directors unless specifically authorized by the Full Members.

Section 11.2 Adoption History. These Bylaws were unanimously adopted by the Board of Directors effective as of the 8th day of June, 2012.

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