

**Code of By-Laws  
of  
S.I.B.A., Inc.**

**ARTICLE I  
Purpose**

The purpose or purposes for which S.I.B.A., Inc. (the "Corporation") is organized are:

Section 1.1 The Corporation is a public benefit corporation, organized exclusively for the following purposes, including, for such purposes, the making of the distribution to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law):

- (a) To sustain and grow the Naval Support Activity-Crane, and its tenants, from closure and to exploit Crane's potential to bring economic development to Southern Indiana, and;
- (b) To perform any purpose which not-for-profit corporations are authorized under the "Act."

Section 1.2 The Corporation may engage in any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance of the purpose of the Corporation.

Section 1.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered.

Section 1.4 Notwithstanding any other provisions of the by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501.

Section 1.5 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes or which shall at the time

qualify as an exempt organization or organizations under 501 of the Code, as the Board of Directors shall determine.

## **ARTICLE II**

### **Offices**

Section 2.1 The Corporation shall have and continuously maintain in the State of Indiana a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Indiana as the Board of Directors may from time to time determine.

## **ARTICLE III**

### **Members**

Section 3.1: Eligibility. Any United States of America based person, association, corporation, partnership, or estate having an interest in the objectives of the organization and that is currently eligible to contract for, or work for U.S. Military shall be eligible for membership.

Section 3.2: Election. Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be completed once the Corporation has received both the completed application form and the investment payment provided for in Section 3.3 of Article III.

Section 3.3: Investments. Membership investments shall be at such rates, schedule, or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 3.4: Termination. (1) Any member may resign from the Corporation upon written request to the board of directors; (2) any member shall be expelled for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; (3) and any member may be expelled by a majority vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the Corporation, after notice and opportunity for a hearing are afforded the member complained against.

Section 3.5: Exercise of Privileges. Any firm, association, corporation, partnership, or estate-holding membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 3.6: Honorary Membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of

members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

## **ARTICLE IV** **Board of Directors**

Section 4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2 Number of Directors. The initial number of directors of the Corporation shall be five (5). A variable range board consisting of a minimum of five (5) and a maximum of seven (7) directors is hereby established. The number of directors may be changed from the initial number to a number within the range herein established by resolution of the Board of Directors. In the absence of a resolution of the Board of Directors fixing the number of directors, the number shall be the number herein specified for the initial Board of Directors. A vote to increase or decrease the number of directors as authorized herein shall not have the effect of shortening the term of any existing director.

Section 4.3 Election and Term of Directors. At the board meeting in September of each year as set forth herein, the Corporation shall elect, upon recommendation of the nominating committee, directors to serve a two (2) year term. Only current members of the Corporation are eligible to be a director. Said director shall take office October 1<sup>st</sup> and shall serve two (2) year term office until the annual meeting at which time a successor shall have been designated and qualified to succeed said director. Directors may serve consecutive elected terms.

Section 4.4 Regular Meetings. A regular meeting of the Board of Directors shall be held in February of each year. This meeting shall also be considered the annual meeting of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Meetings of the Board of Directors shall be held at least four (4) times each year, with at least one (1) meeting per calendar quarter. The Board of Directors shall provide representation at the White River Military Coordination Alliance regular meetings.

Section 4.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of either the President of Radius Indiana, or the White River

Military Coordination Alliance, the President, or directors constituting no less than fifteen percent (15%) of the directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Indiana, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.6 Notices. Notice of any regular or special meeting of the Board of Directors shall be given at least two (2) weeks previously thereto via any reasonable medium, including but not limited to in-person communication, mail or other method of delivery, or electronic means capable of verification unless a specific medium is otherwise requested by a Director or officer. Any director may waive notice of any meeting. The attendance of the director at a 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 of Directors need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 4.7 Quorum and Proxy. A majority of the directors present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Directors duly called. Directors may act by written proxy.

Section 4.8 Manner of Acting. The act of a majority of directors present at a meeting shall be the act of the Board of Directors, except where otherwise provided by law or by the Articles of Incorporation or by these By-laws. A Director may be considered "present" if participating in the meeting by telephone or other electronic means or by giving his or her proxy.

Section 4.9 Vacancies. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in number of directors, shall be filled by a vote of the Board of Directors after recommendation of one or more candidates for said position is made by either the nominating committee or the executive committee. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 4.10 Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is to be signed by a majority of the directors.

Section 4.11 Advisory Board Members. An Advisory board membership shall be offered to one person per each five star membership. This shall be accomplished through a formal letter requesting the name of the individual (or in the case where we already have a person, confirming the name) and requesting any update to that name be made to the Board. The letter will also explain that Advisory Board members are invited to and encouraged to participate in Board of Directors meetings and other activities of the Corporation but shall have no vote on matters coming before the Board of Directors of the Corporation. The letter will include that the advisory board position would continue until the member requested to withdraw or their membership had lapsed. This timing will coincide with their establishment as a five star member. Additionally, other advisory board positions may be brought forward by the Executive Committee or Board of Directors. After recommendation of the Executive Committee, the additional Advisory Board members must be approved by a majority of the Board of Directors present at any meeting of the Board of Directors where a quorum is present. Advisory Board members other than five star members shall serve a term of two (2) years.

Section 4.12 Attendance. A Director who is absent from three (3) meetings in one calendar year without prior notice or explanation satisfactory to the Board, in its sole discretion, may be removed from the Board.

Section 4.13 Removal of Director or Officer. Any director or officer or other agent may be removed by the Board of Directors whenever, in the judgment of the Board, the interests of the Corporation will be served thereby. In order to remove a director, officer, or agent, such action may be taken at a regular meeting of the Board or upon the calling of a special meeting pursuant to Section 4.5 above.

Section 4.14 Compensation. Directors shall receive no compensation for acting in such capacity, but may be reimbursed actual expenses incurred while conducting the Corporation's business, providing that the expenses are authorized by the Board of Directors and are reimbursed only upon presentation of itemized receipts.

## **ARTICLE V**

### **Officers**

Section 5.1 Officers. The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer, each of whom shall be elected by the Board of Directors, such assistant treasurers, assistant secretaries or other officers or agents as may be elected or appointed by the Board of Directors or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer. In addition to the above listed officers, at the option of the

Board of Directors, a president-elect may also be elected to serve as an additional officer.

Section 5.2 Election and Term of Office. The nominating committee shall bring forward proposed officers of the Corporation and those officers shall be elected biennially by the Board of Directors at the Board of Directors annual meeting in February. The nominating committee may propose a continuation of the current officers. If the election of officers can not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office for at least two years or until a successor has been duly elected and shall have qualified.

Section 5.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, if the person so removed.

Section 5.4 Vacancies. A vacancy is any office because of death, resignation, removal, disqualification or otherwise may be filled by a vote of the Board of Directors after a recommendation of one or more candidates for said position is made by either the nominating committee or the executive committee. Upon election the officer will serve the unexpired portion of the term.

Section 5.5 President. The President shall be the chief executive officer of the Corporation. Within the policies and objectives prescribed by the Board of Directors, he or she shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. The President shall preside at meetings of the Board of Directors. He or she shall have the power to execute, on behalf of the Corporation, bonds and mortgages and all other contracts and documents. In addition, the President shall have the power to execute documents where by law the signature of the President is required. In general, he or she shall have all the powers and shall perform all duties usually vested in the office of the President of the Corporation, subject to those powers delegated by these by-laws, and further subject to the right of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President.

Section 5.6 Vice President. In the absence of the President, or in the event of his or 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 or her by the President or the Board of

Directors.

Section 5.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and which such surety or sureties as the Board of Directors shall determine. He or she shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Article VIII of these By-laws; and in general performs all duties incident to the offices of the treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.8 Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate record of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.9 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. 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.

Section 5.10 Compensation. Officers shall receive no compensation for acting in such capacity, but may be reimbursed actual expenses incurred while conducting the Corporation's business, providing that the expenses are authorized by the Board of Directors and are reimbursed only upon presentation of itemized receipts.

## **ARTICLE VI**

### **Interested Directors and Officers**

Section 6.1 No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officer are directors or officers, or have financial interest, shall be void or voidable solely for this reason, or solely because the director or officer was present at or participated in the

meeting of the Board of Directors or a committee thereof which authorized the contract or transaction, solely because his, her, or their votes were counted for such purpose, if:

- (1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorized the contract or transaction by the affirmative vote of a majority of the disinterested directors; or
- (2) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Directors entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Directors; or
- (3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors or of a committee which authorized the contract or transaction.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## **ARTICLE VII**

### **Indemnification of Directors and Officers**

Section 7.1 The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact of the he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner



which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.2 The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, and expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation except that no indemnification shall be made in respect to any claim, issue or matter as to which such director or officer shall have been adjudged to be liable for issue or matter as to which such director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such trustee or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 7.3 The Corporation shall indemnify each director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of such

plan or trust, and, with respect to any criminal actor or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provision of all the following paragraphs of the Article relating to directors, officers, employees or agents shall apply also to directors, officers or employees held to be fiduciaries under this Section 7.3, specifically including the power of the Corporation under Section 7.7 to purchase and maintain insurance on behalf of such fiduciaries.

Section 7.4 To the extent that a person who is or was a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.5 Any indemnification under Sections 7.1 and 7.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.1 and 7.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, but a quorum of disinterested directors or directors, by independent legal counsel in a written opinion.

Section 7.6 The indemnification provided by this Article shall not be deemed exclusive of any right to which a director or officer seeking indemnification may be entitled under any statutes, provision in the Corporation's Articles of Incorporation, By laws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer or shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.7 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of this status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

Section 7.8 For purposes of this Article, references to the "Corporation" shall include, in

addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to such constituent corporation of its separate existence had continued.

Section 7.9 The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## **ARTICLE VIII**

### **Contracts, Checks, Deposits, and Funds**

Section 8.1 Contracts. The Board of Directors may authorize any officer or officers, agents of the Corporation, in addition to the officers so authorized in the By laws, 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 8.2 Checks, Drafts, Etc. All checks, drafts or other 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 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 8.3 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 8.4 Gifts. The Board of Directors or the President 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.

## **ARTICLE IX**

### **Books and Records**

Section 9.1 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Committee and its Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by the Director or his agent or attorney for a proper

purpose at any reasonable time upon giving the statutory required notice.

**ARTICLE X**  
**Fiscal Year**

Section 10.1 The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year.

**ARTICLE XI**  
**Waiver of Notice**

Section 11.1 Whenever any notice whatever is required to be given under the provisions of an applicable law related to this Corporation, or the By-laws 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 XII**  
**Committees**

Section 12.1 Executive Committee. There shall be an Executive Committee of the Corporation which shall consist of all the officers of the Corporation and such other directors of the Corporation as the Board of Directors may from time to time determine. The Executive Committee shall do, except as limited by law, any and all things in the management of the Corporation in fulfillment of the purpose of the Corporation with same force and effect as if a meeting of the Board of Directors were duly convened, present and acting. The Executive Committee shall not exercise in its function at such time as when the Board of Directors is convened in a regular or special meeting, and any action of the Board of Directors done by writing in lieu of a regular or special meeting for said purpose shall take precedence over action of the Executive Committee.

Section 12.2 Committee of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, unless specifically provided in said resolution and not restricted by law, shall not have and shall not exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the specific delegation thereto of such authority shall not operate to relieve the Board of Director, or any individual director or any responsibility imposed upon or him or her by law.

Section 12.3 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated either by

the President or by a resolution adopted by a majority of the directors present at a meeting. Except as otherwise provided by the President or in such resolution, members of each such committee need not be members of the Board of Directors. The President of the Corporation shall appoint the members thereof, and each committee shall have at least one (1) member who is a director of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 12.4 Nominating Committee. The Nominating Committee shall be composed of any three (3) members of the Board of Directors as determined by the President and approved by the Executive Committee. The President shall also designate the Chair of the Committee. This committee is responsible for monitoring board effectiveness, recruiting and orienting new board members and officers of the Corporation, and from time to time as appropriate, making nominations to the Board of Directors for members of the Board of Directors and Officers. Prior to the annual meeting each year, the Nominating Committee shall submit a slate of officers and directors for election to said positions which election will be held at the February meeting, which slate shall be made available at least fourteen (14) days before the annual meeting.

Section 12.5 Term of Office. Each member of a committee shall continue as such until the next Board of Directors Annual meeting of the Corporation and until his or her 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 12.6 Chairman. One member of each committee shall be appointed chairman by the President with the approval of the executive committee.

Section 12.7 Vacancies. Vacancies in the membership of any committee can be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 12.8 Quorum. Unless otherwise provided in the resolution of the directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 12.9 Rules. Each committee may adopt rules for its own government not inconsistent with these By-laws or rules adopted by the Board of Directors.

### **ARTICLE XIII** **Amendments to By-Laws**

Section 13.1 These By-laws may be altered, amended or repealed and new by laws may be adopted by the Directors present at any regular meeting or at any special meeting, provided that at least two (2) weeks' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting; provided, however, that new by-laws may be added only by a majority vote of directors, and existing by-laws may be altered, amended or repealed only by a two-thirds (2/3) vote of directors.

Adopted and approved effective this \_\_\_\_\_ day of \_\_\_\_\_, 2023

15th

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Chair, Board of Directors