

## **BYLAWS OF THE UNIVERSITY OF MINNESOTA BAND ALUMNI SOCIETY**

This instrument constitutes the Bylaws of the University of Minnesota Band Alumni Society (UMBAS), adopted to regulate and manage the internal affairs of the corporation.

### **Article I: Membership**

#### Section 1: Definition of Membership

The membership of the UMBAS shall consist of two classes of members: 1) Regular Membership and 2) Honorary Membership.

1. Regular Membership consists of all former members of the University of Minnesota Band Program(s).
  - a. Rights and privileges
    - i. Regular Members shall be entitled to vote on matters of the society.
    - ii. Regular Members shall be entitled to hold office in the society.
    - iii. Regular Members shall be entitled to serve on committees.
    - iv. Regular Members shall be entitled to serve as a committee chair.
    - v. Regular Members shall be entitled to participate and attend events held by the society.
2. Honorary Membership is granted to the Director of the School of Music, all current and former University of Minnesota Band Directors, and the current and former Director of Bands at the University of Minnesota. In addition, an individual may receive Honorary Membership by approval of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors.
  - a. Rights and privileges
    - i. Honorary Members shall be entitled to serve on committees.
    - ii. Honorary Members shall be entitled to serve as a committee chair.
    - iii. Honorary Members shall be entitled to participate and attend events held by the society.
    - iv. Honorary Members shall not be entitled to vote on matters of the society.
    - v. Honorary Members shall not be entitled to hold office in the society.

### **Article II: Board of Directors**

#### Section 1: Powers

The affairs of UMBAS shall be managed by or under the direction of a Board of Directors elected by the members. For information on elections, please refer to Article VII.

#### Section 2: Number

The Board of Directors shall consist of thirteen (13) members, consisting of six (6) Officers of the corporation (President, President-elect, Secretary, Secretary-elect, Treasurer, and Treasurer-elect) plus seven (7) At-Large Directors.

#### Section 3: Duties

The Duties of the Board of Directors of the corporation shall be:

1. President

- a. The President shall preside at all meetings of the Board of Directors and shall be responsible for general supervision of all corporate business.
  - b. The President shall act as the liaison for all outside groups, unless delegated to another member.
  - c. The President shall be an ex-officio member on all committees.
  - d. The President shall be an active member of the Scholarship Committee.
  - e. The President shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
2. President-elect
- a. The President-elect shall assist the President in all duties and shall be prepared to assume the office of the President should a vacancy occur.
  - b. The President-elect shall assume any tasks the President requests.
  - c. The President-elect is responsible for organizing the annual meeting of the general membership.
  - d. The President-elect shall be a liaison alongside the President to any external groups.
  - e. The President-elect shall be an ex-officio member on all committees.
  - f. The President-elect shall be an active member of the Scholarship committee.
  - g. The President-elect shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
  - h. The President-elect shall become President the following year.
3. Secretary
- a. The Secretary, or their delegate, shall take minutes of all meetings of the Board of Directors.
  - b. The Secretary, or delegated meeting secretary, shall distribute all meeting minutes to all Board members no later than seven (7) days after each meeting.
  - c. The Secretary, or their delegate, shall routinely check the UMBAS mailbox.
  - d. The Secretary shall write correspondence of the corporation as directed by the Board of Directors or President.
  - e. The Secretary shall maintain primary access to the general [info@skiumah.org](mailto:info@skiumah.org) email inbox and distribute email correspondence to the appropriate, responsible party.
  - f. The Secretary shall be responsible for chairing the Scholarship committee, unless delegated to another member.
  - g. The Secretary shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
4. Secretary-elect
- a. The Secretary-elect shall assist the Secretary in all duties and shall be prepared to assume the office of Secretary should a vacancy occur.
  - b. The Secretary-elect shall assume any tasks the Secretary requests and shall serve in the absence of the Secretary.
  - c. The Secretary-elect shall maintain and update membership records, unless delegated to another member.

- d. The Secretary-elect shall track the fulfillment of the participation duties of all Board of Directors, as a responsibility of their position.
  - e. The Secretary-elect shall provide an update on participation progress to the Board of Directors regularly.
  - f. The Secretary-elect shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
  - g. The Secretary-elect shall become the Secretary the following year.
5. Treasurer
- a. The Treasurer shall receive and deposit monies of the corporation.
  - b. The Treasurer shall pay bills approved by the Board of Directors.
  - c. The Treasurer shall keep financial records of all accounts and funds of the corporation, subject to an annual audit.
  - d. The Treasurer shall keep records of the items and values of all property belonging to the corporation.
  - e. The Treasurer shall chair the Annual Budget committee and the Fundraising committee, unless delegated to another member.
  - f. The Treasurer shall chair the Audit committee, unless they are ineligible.
    - i. If ineligible, the President shall appoint an appropriate member of the Board of Directors to chair the Audit committee.
  - g. The Treasurer shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
6. Treasurer-elect
- a. The Treasurer-elect shall assist the Treasurer in all duties and be prepared to assume the office of the Treasurer should a vacancy occur.
  - b. The Treasurer-elect shall assume any of tasks the Treasurer requests and shall serve in the absence of the Treasurer.
  - c. The Treasurer-elect shall attend at least two (2) UMBAS-sponsored events or activities throughout the year.
  - d. The Treasurer-elect shall become the Treasurer the following year.
7. At-Large Director
- a. Each At-Large Director shall plan and run one (1) event, committee, or project per year.
  - b. Each At-Large Director shall attend at least two (2) UMBAS-sponsored events or activities each year.

#### Section 4: Officer Communication

1. At @skiumah.org email address shall be assigned to each of the six (6) named Officers at the beginning of their term.
  - a. Email accounts shall be transitioned no later than thirty (30) days after taking office.
2. All official communications from each officer shall be sent using their official @skiumah.org email.
3. Professional decorum is expected from all @skiumah.org email addresses.
4. A record of incoming/outgoing emails shall be kept for no less than ten (10) years.

- a. At the end of each term, Officers shall archive all communications in a folder labeled with appropriate year for historical record keeping.
5. All Officers shall have access to the [info@skiumah.org](mailto:info@skiumah.org) email account, with the Secretary maintaining primary responsibility of the account as listed in Article II, Section 3.

#### Section 5: Terms and Limitations

The length of the terms of the Board of Directors will be as follows:

1. Officer Terms: The term of office for an Officer shall be one (1) year, starting at the first official meeting in January.
2. At-Large Director Terms: The term of At-Large Directors will be two (2) years, starting at the first official meeting in January immediately following their election to the position.
3. Term Limitation: A member may serve up to ten (10) consecutive years, or to completion of an ongoing term, as a member of the Board of Directors. After a minimum of a one (1) year break in service, the member shall again be eligible for a position on the Board of Directors.

#### Section 6: Resignation

An Officer or At-Large Director may resign at any time by giving written notice to the Board of Directors. The resignation shall be effective when received by the corporation, unless a later date has been specified in the notice.

#### Section 7: Removal

An Officer or At-Large Director may be removed from office, with or without cause, by the affirmative vote of a two-thirds ( $\frac{2}{3}$ ) majority of the Board of Directors at a duly held meeting of the Board of Directors for which notice stating such purpose has been given, and provided that there are at least six (6) votes in favor of removal.

#### Section 8: Vacancies

A vacancy in an office shall be filled as follows:

1. Vacancy for President shall be filled by the President-elect.
2. Vacancy for President-elect shall be filled by an At-Large Director of any member nominated by the President and approved by a majority vote of the Board of Directors, provided they meet the requirements for President-elect.
3. Vacancy for Secretary shall be filled by the Secretary-elect.
4. Vacancy for Secretary-elect shall be filled by an At-Large Director or any member nominated by the President and approved by a majority vote of the Board of Directors.
5. Vacancy for Treasurer shall be filled by the Treasurer-elect.
6. Vacancy for Treasurer-elect shall be filled by an At-Large Director or any member nominated by the President and approved by a majority vote of the Board of Directors.
7. Vacancy for an At-Large Director role shall be filled by any member nominated by the President and approved by a majority vote of the Board of Directors.

### **Article III: Committees**

#### Section 1: Definition of a Committee

1. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.
2. A committee shall consist of one or more individuals, who need not be on the Board of Directors.
3. The committees shall either be designated as standing committees or ad-hoc committees.
4. Standing committees shall be defined as committees that are essential to the function of UMBAS.
5. Ad-hoc committees shall be defined as committees for specific and temporary purposes.
  - a. Unless otherwise designated by the Board, each ad-hoc committee shall be dissolved at the end of the current term.

## Section 2: Committees

1. Standing Committees consist of the following:
  - a. Homecoming
  - b. Music & Performance
  - c. Social
  - d. History
  - e. Scholarship
  - f. Technology
  - g. Budget
  - h. Audit
  - i. Fundraising
  - j. Nominations
  - k. Summer Band
2. Ad-hoc committees are created by an affirmative vote of the majority of the Board of Directors present at a duly-held meeting.
3. Each committee shall have at least one chairperson who is a member of UMBAS that will be the main point of contact for the committee.
4. The chairperson(s) of each committee shall be elected by a majority vote of the Board of Directors annually.
5. Members of each committee are selected by the committee chairperson(s).
  - a. The chairperson(s) of the committee shall update the Board of Directors of committee membership changes by the next regular Cabinet meeting.
  - b. Committee chairpersons are able to delegate responsibilities as needed to other members on their committee.
6. Each committee chairperson(s) may appoint ad-hoc subcommittees as required to fulfill its responsibilities.
  - a. Such action shall be reported to the Board of Directors at their next regular Cabinet meeting.

## Section 3: Standing Committees Scope of Duties

1. The scope of duties of the standing committees include, but are not limited to, the following:
  - a. Homecoming
    - i. Half Time Performance
    - ii. Homecoming Parade
    - iii. Homecoming Social Activities
  - b. Music & Performance Committee
    - i. Music Library
    - ii. Parades
    - iii. State Fair
    - iv. Performances
    - v. Equipment/uniforms
  - c. Social Committee
    - i. Member Social Events
    - ii. Communication with membership
  - d. History Committee
    - i. Maintain historical records and artifacts
  - e. Technology Committee
    - i. Website Management
    - ii. Social networking site support
    - iii. Updating technology resources
  - f. Scholarship Committee
    - i. Ensures the Jalma Scholarship is awarded each year
  - g. Budget Committee
    - i. Sets the annual budget
  - h. Audit Committee
    - i. Completes the annual audit
  - i. Fundraising Committee
    - i. Holds fundraising events or campaigns
  - j. Nominations Committee
    - i. Runs annual Board of Directors elections
  - k. Summer Band Committee
    - i. Handles all aspects of Summer Band

#### Section 4: Committee Communication

1. An @skiumah.org email address shall be assigned to each committee at the beginning of their appointment if the committee does not fall within an Officer's outlined responsibilities.
  - a. Email accounts shall be transitioned no later than thirty (30) days after the chairperson(s) appointment.
  - b. If there is no chairperson, the email account shall be delegated to the President, or an Officer of their choosing.
2. All official communications from each committee shall be sent using the official @skiumah.org email address for that committee.

3. Professional decorum is expected from all @skiumah.org email addresses.
4. A record of incoming/outgoing emails shall be kept for ten (10) years.
  - a. At the end of each year, the chairperson(s) of each committee shall archive all communications in a folder labeled with the year for historical record keeping.
  - b. If a committee ceases to exist, the email records shall be transferred to the Secretary for historical record keeping.

#### Section 5: Minutes

Minutes of committee meetings, if any, shall be made available upon request to the general membership or the Board of Directors.

### **Article IV: Cabinet**

#### Section 1: Purpose

The purpose of the Cabinet is to provide insight and perspective to continue the purposes of UMBAS.

#### Section 2: Members

Members of the Cabinet consists of the following people:

1. All members of the Board of Directors
2. Immediate Past President of UMBAS
3. Directors of the University of Minnesota Bands
4. Up to three (3) student representatives, as appointed by the Board of Directors.
5. A University of Minnesota Alumni Association (UMAA) representative, as appointed by UMAA
6. Chairpersons of standing committees

#### Section 3: Duties, Responsibilities, and Eligibility Requirements of Cabinet Members (non-Board of Directors positions)

1. Immediate Past President of UMBAS
  - a. Transition all applicable knowledge, information, and points of contact related to the President position, and any other duties, to the incoming President in a timely manner.
  - b. Attend monthly meetings to provide any insight and context, as necessary.
2. Directors of the University of Minnesota Bands
  - a. Defined as individuals who are School of Music band faculty, or their delegate.
  - b. Attend monthly meetings, as able, to provide any updates, as desired, to the Board.
  - c. Communicate, as necessary, to Board Officers and Directors.
  - d. Provide insight and opinions from the Director point of view, as desired.
3. Student Representative
  - a. Must be a student enrolled in a band class within the current academic year at the University of Minnesota - Twin Cities.
  - b. Attend monthly meetings, as able, to provide any applicable updates to the Board from a student perspective.

- c. Provides insights and opinions during monthly meetings from the student point of view.
- 4. University of Minnesota Alumni Association (UMAA) representative
  - a. Attend monthly meetings, as able, to provide any insight and updates from UMAA.
  - b. Communicates any needs or requests for UMBAS, performance or otherwise, on-behalf of the UMAA.
- 5. Chairperson(s) of the standing committees
  - a. Attends monthly meetings, as able or as requested by the President, to provide updates regarding their committee(s).

#### Section 4: Compensation

Cabinet members shall not receive any compensation from UMBAS unless they are the director of the Summer Band Program.

### **Article V: Meetings and Conducting Business**

#### Section 1: General Membership Meetings.

There shall be at least one (1) meeting of the general membership per calendar year, at a day and time determined by the Board of Directors.

1. Notice of a General Membership Meeting
  - a. Unless otherwise required by law or by the Bylaws of this corporation, notice of all Member meetings must be given at least ten (10), and not more than sixty (60), days before the meeting.
    - i. The notice must contain the date, time, and place of the meeting.
  - b. By a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of Directors, an emergency meeting of the General Membership may be called with notice to all Members at least five (5) days before the meeting.
2. Demand for Notice
  - a. If a General Membership Meeting has not been held during the preceding fifteen (15) months, at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, may demand a General Membership Meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation.
  - b. Within thirty (30) days after receipt of the demand, the Board shall cause a General Membership Meeting to be called and held, with notice no later than ninety (90) days after receipt of the demand at the expense of the corporation.
3. Quorum
  - a. Unless otherwise required by law or the Bylaws of this corporation, the Regular Members present at a properly called General Membership Meeting shall constitute a quorum, provided at least one voting member in attendance is a current voting member of the Board of Directors and another voting member is not currently serving on the Board.
4. Voting and Conducting Business



- a. All Regular Members present shall be entitled to one vote on any matter properly present to the Members.
- b. Members may take action at a meeting by voice or ballot.
- c. All Members are entitled to participate in the discussion of business at hand.
- d. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even if the withdrawal of a number of members originally present leaves less than the number otherwise required for a quorum.

## Section 2: Cabinet Meetings

Cabinet Meetings shall be held regularly throughout the year.

1. Notice of a Cabinet Meeting
  - a. Advance notice is required for all meetings and shall be given by electronic mail to each Cabinet Member at least five (5) days prior to the meeting and published on the UMBAS calendar.
2. Quorum
  - a. Unless otherwise required by law or the Bylaws of this corporation, at least seven (7) members of the Board of Directors constitute a quorum for a Cabinet Meeting.
3. Meetings shall be open to any Members of UMBAS, unless the President calls for a closed-door meeting.
4. In the event of a closed-door meeting, only Cabinet members and individuals invited by the President are entitled to attend.
  - a. Advance notice is required for a closed-door meeting and shall be given by electronic mail to each Cabinet Member at least five (5) days prior to the meeting.
  - b. An immediate closed-door meeting can be called at any time during a General Membership Meeting or Cabinet Meeting by the President with at least two-thirds ( $\frac{2}{3}$ ) affirmative vote of the Board of Directors present.
5. Voting and Conducting Business
  - a. All Board of Director members shall be entitled to one vote on any matter properly presented at the meeting.
  - b. The affirmative vote of a majority of the Board of Directors present at a duly held meeting shall be sufficient for any action, except where otherwise required by law, the Articles of Incorporation, or these Bylaws.
  - c. Only the Board of Directors present at the meeting may vote.
    - i. A Board of Director member is considered "present" at a meeting if, by any means of communication that Director, other persons participating, and all persons physically present at the meeting may simultaneously hear others during the meeting.
  - d. All members of UMBAS are entitled to bring business and matters to the attention of the Cabinet for discussion.
  - e. All members are entitled to participate in the discussion of business at hand, unless a closed-door meeting has been called.

## Section 3: Board of Directors Meetings

Board of Director Meetings shall be called on an as-needed basis by the President.

1. Advance notice is required for all Board of Director meetings and shall be given by electronic mail to each member of the Board of Directors at least five (5) days prior to the meeting.
2. Quorum
  - a. Unless otherwise required by law of the Bylaws of this corporation, at least seven (7) members of the Board of Directors constitute a quorum for a Board of Directors meeting.
3. Meetings shall be open to the General Membership to attend, unless the President calls for a closed-door meeting.
4. In the event of a closed-door meeting, only the Board of Directors and individuals invited by the President are entitled to attend.
  - a. Advance notice is required for a closed-door meeting and shall be given by electronic mail to each member of the Board of Directors at least five (5) days prior to the meeting.
  - b. An immediate closed-door meeting can be called any time during a General Membership Meeting, Cabinet Meeting, or Board of Directors Meeting by the President with at least two-thirds ( $\frac{2}{3}$ ) affirmative vote of the Board of Directors present.
5. Voting and Conducting Business
  - a. All Board of Director members present shall be entitled to one vote on any matter properly presented at the meeting.
    - i. A Board of Directors member is considered "present" at a meeting if, by any means of communication that Director, other persons participating, and all persons physically present at the meeting may simultaneously hear others during the meeting.
  - b. An affirmative vote of a majority of the Board of Directors present at a duly held meeting shall be sufficient for any action, except where otherwise required by law, the Articles of Incorporation, or these Bylaws.
  - c. All members of UMBAS are entitled to bring business and matters to the attention of the Board of Directors for discussion.
  - d. All members are entitled to participate in the discussion of business at hand, unless a closed door meeting has been called.

#### Section 4: Special Meetings

Special Meetings of the Board of Directors or Cabinet may be called at any time upon the request of three (3) members of the Board of Directors, provided that any such request shall specify the purpose or purposes for the meeting.

1. The President shall set the date for the Special Meeting within three (3) working days of receiving such a request.
2. The President shall give not less than five (5) and not more than thirty (30) days written notice of the time, place, and purpose of the Special Meeting.

#### Section 5: Action Without Meeting

Any action required or permitted to be taken at a General Membership, Cabinet, or Board of Directors meeting may be taken by written action signed or consented to by authenticated electronic communication, by the number of members of the Board of Directors that would be required to take the same action at a meeting. When written action is taken by less than all members of the Board of Directors, all members of the Board of Directors must be notified immediately of its text and effective date, except that failure to provide such action does not invalidate the written action.

## **Article VI: Board of Director Elections**

### Section 1: Purpose of the Elections

The members of the Board of Directors will be determined each year by a vote from the General Membership.

### Section 2: Open Positions for Election

The positions to be voted on each year are as follows:

1. President-elect
2. Treasurer-elect
3. Secretary-elect
4. At-Large Director openings
  - a. Even calendar years there will be at least three (3) openings
  - b. Odd calendar years there will at least (4) openings

### Section 3: Qualifications to Run for an Office or At-Large Director

Candidates interested in an Officer or At-Large Director position must meet the following criteria:

1. Meet the requirements for Regular Membership
  - a. See Article 1, Section 1.1
2. President-elect candidates shall have served on the Board of Directors in an elected position for at least one (1) year.

### Section 4: Nominations Committee

A Nominations committee, consisting of the President-elect and two (2) members of UMBAS shall solicit nominations and secure candidates for all open electable positions. They shall:

1. Ensure all candidates meet the qualifications to run for an Officer or At-Large Director position.
2. Gather biographical information to present to the General Membership prior to the election.
3. Present a ballot of candidates and their biographical information in the fall of each calendar year prior to opening elections to the General Membership.
4. Ensure the election procedures are followed correctly.

### Section 5: Elections

Elections will occur each fall for the Board of Directors before the calendar year they will serve.

1. There must be an election meeting held each year for the General Membership to attend and cast their vote in person.

- a. Notice of the election meeting must be given no more than sixty (60) days but not less than ten (10) days prior to.
    - i. Candidate biographical information shall be available at this meeting.
    - ii. President-elect candidates may address the membership at this meeting.
  - b. Paper ballots must be available for members to vote at the election meeting. Electronic ballots are also permitted by may not replace paper ballots.
    - i. Nominations from the floor will be accepted.
    - ii. Write-in space must be made available on ballots for nominations from the floor.
2. Electronic voting is permitted
    - a. Electronic election start and end dates must be communicated to the General Membership no more than sixty (60) days but not less than ten (10) days prior to.
    - b. Electronic voting must coincide with the date of the election meeting.
  3. Results of the Election shall be published before November 30th of each calendar year.
    - a. The Candidate of each Officer position with the most votes will be declared elected.
    - b. The At-Large Director candidates will fill the open roles in order of who received the highest votes.
    - c. Candidates for any Board of Directors position who receive insufficient votes for election shall be Board of Director Alternates.
      - i. Alternates may be called upon to fill vacancies in the Board of Directors as the President and Board may determine.
    - d. The newly-elected Board of Directors will take office January 1 of the calendar year after they are elected.

## **Article VII: Finance**

### Section 1: Financial Activities

All financial activities of the corporation shall be handled as follows:

1. The fiscal year shall be from January 1st - December 31st of each calendar year.
2. The Treasurer shall record all income and expenses.
  - a. This record shall be subject to audit by the Audit committee
    - i. See Article 3, Section 3.h
3. The Treasurer shall give a report of the UMBAS finances at each General Membership Meeting.
4. The Budget Committee shall prepare an annual budget of estimated income and expenses, which shall be subject to approval by the Board of Directors.
5. There shall be a report given at each meeting of the Board of Directors of income, expense, and remaining budgeted funds.
6. The funds of the corporation shall be maintained in one or more bank accounts and shall be managed as follows:
  - a. Income shall be from the UMBAS performances, donations, fundraising efforts, and other sources.
  - b. All expenditures shall be approved by and at the discretion of the Board of Directors and shall be used for:

- i. Operation of the UMBAS including meetings, publications, and general membership activities.
    - ii. Scholarships, including donations to band-related University of Minnesota Foundation scholarship accounts.
    - iii. Other projects directly supporting University of Minnesota Bands.
    - iv. Fundraising initiatives supporting the preceding items.
  - c. All expenditures require two (2) signatures
    - i. The signatories shall consist of the following three (3) members of the Board of Directors:
      - 1. President
      - 2. Treasurer
      - 3. Secretary
    - ii. Additional signatories can be added as necessary at the Board of Directors' discretion with a majority vote.
      - 1. Signatory must be an elected member of the Board of Directors, excluding the Treasurer-elect.
- 7. The Audit Committee shall be chaired by the Treasurer and include at least two (2) additional members of the corporation, excluding any members having expenditure signing authority during the fiscal year being audited.
- 8. All records shall be audited by February 28th of each year. The Audit Committee shall submit a report to the Board of Directors within thirty (30) days of audit completion.
- 9. All items purchased by or donated to the corporation shall become the property of the corporation.

### **Article VIII: Indemnification**

The corporation shall, to the extent the alleged liability is not covered by insurance, indemnify every individual acting in any official capacity on behalf of the corporation, pursuant to the provisions of Minnesota Statutes, Section 317A.521.

### **Article IX: Miscellaneous**

#### Section 1: Robert's Rules of Order

All meetings of the corporation shall be conducted under Robert's Rules of Order, newly reviewed, unless otherwise provided by law or these Bylaws.

#### Section 2: Rules and Procedures

The Board of Directors may adopt rules and procedures it deems necessary or desirable for operation of the corporation not otherwise provided for by law or these Bylaws.

#### Section 3: Amendments

The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment, provided that the proposed amendment has been submitted in writing to the Board of Directors, discussed at a regular meeting, and then adopted by a two-thirds majority vote of the Board members present and voting at the next subsequently scheduled regular Cabinet or Board of Directors meeting. Modifications to the proposed amendments may be incorporated

into the written proposal, provided those modifications are delivered to the Board members prior to any meeting where the Board of Directors will vote on the proposed amendment.

ACKNOWLEDGEMENT

The undersigned Officer of this corporation does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by its Board of Directors on **11/07/2023**