

Middle Rock Conservation Partners
an Illinois Not For Profit Corporation

BY-LAWS

ARTICLE I

Name

SECTION A. Name. The name of the corporation shall be Middle Rock Conservation Partners.

SECTION B. Offices. The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Purposes and Non-Discriminatory Policy

SECTION A. Purposes. (a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the

income or its principal to any person or organization other than an “exempt organization” or for other than “exempt purposes” within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of the State of Illinois for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

SECTION B. Earnings shall be limited to charitable purposes. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, 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(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION C. Specific purposes. Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by SECTIONS A and B of this Article II are the following: assisting and coordinating with citizens, agencies, and non-governmental organizations in working together to protect and steward habitat for species in greatest need of conservation in the Middle Rock Region.

SECTION D. Authorization to accomplish Charitable Purposes. The Corporation is authorized to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

SECTION E. Non-Discriminatory Policy. Middle Rock Conservation Partners shall not discriminate against potential or actual members of the Board of Directors, personnel, officers, ap-

plicants, or other community citizens because of race, color, creed, age, sex, national origin, handicap, or religion.

SECTION F. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE III

Members

SECTION A. Classes Of Members. The corporation shall have one class of members which shall be the voting members. The qualifications to be a member of the voting class shall be as follows:

1. Voting Members. To qualify as a voting member of Middle Rock Conservation Partners an individual shall request membership and (a) have made a financial gift of any amount, during the current or preceding calendar year, and (b) have participated in an approved Stewardship event in support of Middle Rock Conservation Partners programs during the current or preceding calendar year, provided, however, that in the first year of the existence of Middle Rock Conservation partners the voting members shall be those persons who are approved by the initial board of directors.

SECTION B. Election Of Members. Members shall be approved by the board of directors at the first Board of Directors meeting in each calendar year. An affirmative vote of a majority of the directors shall be required for election. Individuals who request membership and meet the qualifications may further be approved at any meeting of the Board of Directors throughout the year.

SECTION C. Voting Rights. The only matter to be submitted to the voting members shall be the election of the directors of the corporation. Each voting member shall be entitled to one vote for each open directors position. Cumulative voting shall not be allowed.

SECTION D. Termination Of Membership. The board of directors by affirmative vote of two thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or

suspend or expel any member who shall be in default in the payment of dues, if any.

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

SECTION F. Reinstatement. Upon written request signed by a former member filed with the secretary, the board of directors may, by the affirmative vote of two thirds of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

SECTION G. Transfer Of Membership. Membership in this corporation is not transferable or assignable.

SECTION H. No Membership Certificates. No membership certificates of the corporation shall be required.

ARTICLE IV
Meetings of Members

SECTION A. Annual Meeting. An annual meeting of the members shall be held within 90 days of the end of the fiscal year at a date selected by the directors for the purpose of electing directors. If such day is a Sunday or a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

SECTION B. Place of Meeting. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

SECTION C. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60 days before the date of such meeting. Such notice may be mailed or delivered by electronic e-mail. When required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If e-mailed, the notice of a meeting shall be deemed delivered when transmitted by e-mail addressed to the member at his or her e-mail address as it appears on the records of the corporation. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION D. Fixing of Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION E. Quorum. The holders of one-tenth of the votes that may be cast at a meeting of the corporation, represented in person, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not for Profit Corporation Act, the articles of incorporation, or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION F. Proxies. No voting member may vote by proxy.

SECTION G. Voting. Each voting member shall be entitled to one vote on each matter submitted to vote at a meeting of members.

SECTION H. Inspectors. At any meeting of members, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION I. Voting by Ballot. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

ARTICLE V

Board of Directors

SECTION A. General Powers. The functions of the corporation shall be managed by or under the supervision and direction of its Board of Directors. The Board of Directors shall be invested with all of the powers allowed to general not for profit corporations under the laws of the State of Illinois, as amended from time to time.

SECTION B. Number, Qualifications and Tenure. The number of the Directors of the corporation shall be Five (5). Directors must be residents of the United States. Each director shall hold office until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois or members of the corporation.

SECTION C. Manner of Election. Of the initial members of the Board of Directors two shall be appointed for an initial two-year term and three shall be appointed for an initial one-year term. The directors appointed to a one-year term shall hold office until the first annual meeting of the members in the calendar year 2018 at which meeting the office of the directors whose one year term has expired shall be elected to a two-year term. Thereafter, the election of Directors shall take place at the annual meeting of the Members to be held during the first 90 days of the year. The nominating committee of the Board of Directors shall submit to the members a slate of proposed candidates for the Directors whose terms of office are about to expire, and they shall be elected by majority vote of the members present at the annual meeting. All terms of office after the initial terms shall be for two years duration.

SECTION D. Vacancies. When a vacancy occurs in the office of a Director through resignation, death, or otherwise, such a vacancy may be filled by the Board of Directors at any regular or special meeting called for that purpose and such person shall serve until the next meeting of the members at which a director may be elected. The Director so elected to fill the vacancy shall complete the balance of the term.

SECTION E. Resignations. Any director may resign by filing a written resignation with the Secretary.

SECTION F. Termination/Removal. Any Director or officer may be removed for any reason at any regular board meeting with a two-thirds (2/3) vote of the board members present in quorum. Such Director shall be notified of the meeting and the reason for removal at least thirty

(30) days before the next regular meeting of the board.

SECTION G. Change in Number of Directors. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director.

SECTION H. Compensation. Directors shall serve without compensation, except for reimbursable costs incurred through performance of their role as a Director.

SECTION I. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these by-laws.

SECTION J. Informal Action By Directors. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION K. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than these bylaws immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION L. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION M. Notice. Notice of any special meeting of the board of directors shall be given at least 2 days previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If e-mailed, the notice of a meeting shall be deemed delivered when transmitted by e-mail addressed to the member at his or her e-mail address as it appears on the records of the corporation. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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 transact-

ed at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION N. Votes. Each Director shall be entitled to one (1) vote if present. Voting by proxy shall not be permitted.

SECTION O. Adjournments. If a quorum of Directors shall not be represented in person at the time and place set for the meetings, such meeting shall be adjourned by the members present for a period not to exceed forty-five (45) days at any one adjournment.

SECTION P. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION Q. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION R. Conflict of Interest. The directors shall abide by the Conflict of Interest Policy adopted by the Board. Further, each Director shall recuse himself or herself from any action of the Board which involves corporation activity at any site at which the director is employed or is a member of the governing body of such site.

ARTICLE VI
Officers

SECTION A. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

SECTION B. Election And Term Of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon

thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION C. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION D. President. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION E. Vice President. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and 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. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president (or any of them if

there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION F. Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of 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. 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 with such surety or sureties as the board of directors shall determine.

SECTION G. Secretary. The secretary shall (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office and e-mail address of each member that shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary 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 H. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. 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.

SECTION I. Salaries. All officers shall serve without compensation, except for reimbursable costs incurred through performance of their role as an officer.

ARTICLE VII

Committees, Commissions, and Advisory Boards

SECTION A. Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of two or more directors and such other persons as the board of directors designates, provided that a majority of each committee's members are directors. The committees, to the extent provided in said

resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it, him, or her by law.

SECTION B. Commissions Or Advisory Bodies. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

SECTION C. Term Of Office. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

SECTION D. Chair. One member of each committee, advisory board, or commission shall be appointed chair.

SECTION E. Vacancies. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION F. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

SECTION G. Rules. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

SECTION H. Informal Action. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE VIII

Contracts, Checks, Deposits, and Funds

SECTION A. Contracts. The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION B. 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 or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION C. 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 D. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Books and Records

SECTION A. Books and Records The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act of 1986, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XII

Indemnification of Officers, Directors, Employees and Agents

SECTION A. Indemnification In Actions Other Than By Or In The Right Of The Corporation. The corporation may indemnify any person 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 a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests 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, or 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 he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION B. Indemnification In Actions By Or In The Right Of The Corporation. The corporation may indemnify any person 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 such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person

acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person 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 the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION C. Right To Payment Of Expenses. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION D. Determination Of Conduct. Any indemnification under Sections A and B of this Article (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, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections A or B of this Article. Such determination shall be made (a) 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; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

SECTION E. Payment Of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION F. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or 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, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION G. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of an-

other corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION H. Notice to Members. If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION I. References to Corporation. For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as 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 the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

SECTION J. Other References. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

ARTICLE XIII

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XIV

Effective Date

These By-Laws shall be effective immediately upon their adoption by a majority of the Directors.

ARTICLE XV

Rules of Order

At the discretion of the board of directors, Robert's Rules of Order, newly revised, may be the parliamentary authority for all matters of procedure not specifically covered by the By-Law.

Adopted as of this 23rd day of May, 2017, effective as of the 23rd day of May, 2017