



An Indiana Nonprofit Corporation

ARTICLE I

NAME AND PRINCIPAL OFFICE

1.01. Name and Principal Office.

The name of this corporation shall be Pyoca Camp and Retreat Center, Inc. (“the Corporation”). The principal office of the Corporation shall be located at 886 East County Rd. 100 South, Brownstown, IN 47220.

ARTICLE II

PURPOSE AND POWERS

2.01. Purpose.

Pyoca Camp and Retreat Center, Inc. (“Pyoca”) is a nonprofit charitable organization continuing the mission and ministry began when it was founded in 1952 as a Presbyterian summer camp. The Corporation is now an independent camp and retreat center with strong connections to the Presbyterian Church (U.S.A.), and is available to religious groups and schools as well as Scouting, 4-H, and other secular nonprofit organizations. Pyoca’s mission is to be a place where all are welcome in God’s love to explore, grow, rest, and play. Pyoca welcomes all, and the staff, values, and culture of the organization shall always reflect an atmosphere of Christian hospitality; and

- a) The Corporation is an Indiana nonprofit corporation and shall be operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- b) The property of the Corporation is irrevocably dedicated to public and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any private person; and
- c) No substantial part of the Corporation’s activities shall consist of attempts to influence

legislation; and

- d) The Corporation will not participate or intervene in any political campaign of a candidate for public office; and
- e) The Corporation may, from time to time as directed by its Board of Directors, collaborate with other nonprofit organizations consistent with its mission.

2.02. Powers.

The Corporation shall have all powers granted to Indiana nonprofit corporations by the Indiana Nonprofit Corporation Act of 1991, as it may be amended from time to time. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The Corporation may accept contributions from the public and private sectors, whether financial or in-kind contributions.

2.03. Exempt Activities Limitation.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, or other private person, 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 the Articles of Incorporation and these Bylaws.

ARTICLE III

MEMBERSHIP

3.01. Membership.

The Corporation shall have no members. The Corporation has vested the management of the business and affairs of the Corporation in its Board of Directors (the “Board”).

ARTICLE IV

BOARD OF DIRECTORS

4.01. Purpose.

The Board of Directors shall be responsible for carrying out the mission of the Corporation to provide Christian hospitality and nurture to those who participate in Pyoca’s activities and programs. The Board shall be responsible for establishing the governing policies of the Corporation, electing and evaluating the performance of the Head of Staff, electing other senior officers upon the recommendation of the Head of Staff, and ensuring the appropriate stewardship of the buildings, facilities, and financial resources of the Corporation and its success in achieving its stated mission. The Board shall carry out and manage the business and affairs of the Corporation subject to the Articles of Incorporation; these Bylaws; and the Covenant and Agreement with the Presbytery of Whitewater Valley, the Presbytery of Ohio Valley, and Pyoca Camp and Retreat Center.

4.02. Powers and Duties.

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law. The duties of the Board, are, in addition to those stated above in section 4.01, at a minimum to:

- a) Oversee the work of the Corporation and ensure that it stays true to its mission and purpose; and
- b) Oversee the work of the Head of Staff, providing an annual evaluation and setting his/her compensation; and

- c) Approve the employment of other senior personnel upon the recommendation of the Head of Staff; and
- d) Create and oversee the work of the Board's committees; and
- e) Prepare and monitor the annual budget of the Corporation and provide for an annual review of the Corporation's finances; and
- f) Provide for adequate insurance for the Corporation, its officers and directors, and its activities and programs; and
- g) Establish and regularly review the policies of the Corporation.

4.03 Qualifications of Directors.

To be eligible to serve as a member of the Board of Directors, an individual must be at least eighteen years old at the time of election, pass a criminal records and background check, and be interested in and willing to promote, support, and advocate for Pyoca and its programs. A director shall make his/her best efforts to prepare for and attend all meetings of the Board and any Board committees to which the director is appointed, shall make an annual financial contribution to the Corporation, and shall actively participate in the life and work of the Corporation.

4.04 Number of Directors.

The Corporation's Board of Directors shall consist of at least nine persons. The number of directors may be increased or decreased by adoption of a resolution by the Board of Directors; provided, however, that at any time there shall be no fewer than nine and no more than seventeen members of the Board of Directors; and

- a) The Presbytery of Whitewater Valley shall, at all times, retain the right to hold at least three but not more than six seats on the Board of Directors; and
- b) The Presbytery of Ohio Valley shall, at all times, retain the right to hold at least three but not more than six seats on the Board of Directors; and
- c) At-Large members shall, at all times, consist of at least three but not more than five seats on the Board of Directors.

4.05. Terms.

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- a) All directors shall be elected to serve a three-year term; and shall be allowed to serve no more than two consecutive terms before rotating off the Board for at least one year.
- b) Director terms shall be staggered so that approximately one-third the number of directors will end their terms in any given year.
- c) The term of office shall be considered to begin January 1st of the first year in office and end December 31st of the third year in office, unless the term is extended until such time as a successor has been elected, which shall not exceed six months. If a director's successor has not been elected within six months of the end of a director's term, the position shall remain vacant until the next annual meeting of the Board.

4.06. Nomination of Directors.

New members for the seats held by the Presbytery of Whitewater Valley and the Presbytery of Ohio Valley shall be nominated by them according to their respective existing processes. The Executive Committee, or an alternate committee selected by the Board for the purposes of nominating such members, shall nominate new members for At-Large seats on the board.

4.07. Election of Directors.

New nominees for director shall be elected by majority vote of the existing Board members at the annual meeting, which will be held in January. Two types of vacancies shall be filled when necessary:

- a) **Expected Vacancies.** The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.
- b) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled, by a majority Board vote, for the balance of the term of the director being replaced.

4.08. Removal of Directors.

A director may be removed by two-thirds vote of the Board then in office, if:

- a) the director is absent and unexcused from two or more meetings of the Board of Directors

in a twelve-month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President; or

- b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board; or
- c) either the Presbytery of Whitewater Valley or the Presbytery of Ohio Valley determines that a member or members holding one or more of their seats is (are) no longer able to effectively represent the Presbytery on the Board (for example, if they have physically moved outside the boundaries of the Presbytery). The Executive Committee, or other committee of the Board tasked with nominating At-Large members, could then choose to nominate the member or members for election to an open At-Large seat if one exists.

4.09. Board of Directors Meetings.

- a) **Regular Meetings.** The Board of Directors shall have a minimum of four regular meetings each calendar year at dates, times, and places fixed by the Board. Board meetings shall be held upon thirty days' notice by first-class mail, electronic mail, or facsimile transmission or seven days' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified, and any business of the Board may be conducted at a regular Board meeting consistent with these Bylaws.
- b) **Special Meetings.** Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any five other members of the Board of Directors. A special meeting shall be held upon fourteen days' notice by first-class mail, electronic mail, or facsimile transmission or seven days' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting and the purpose of the meeting. In an exigent

circumstance, a special emergency meeting of the Board may be called on not less than twenty-four hours' notice, provided notice of the date, time, location, and purpose of the special emergency Board meeting is given to each director by telephonic and electronic mail notification.

- c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Indiana state law.

4.10. Manner of Acting.

- a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- b) **Majority Vote.** Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. There shall be no voting by proxy. If the occasion should arise that directors of the Board are unable to make a decision based on a tied number of votes, the President, Vice President, Secretary, or Treasurer, in that order of precedence, shall have the power to cast a tie-breaking vote and decide the final action of the Board based upon his/her discretion and best judgment.
- c) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call. The President may invite other persons, such as, for example, Pyoca staff members or professional advisors to the Corporation, to attend Board meetings and such persons shall be granted voice, but no vote, at any such meeting.
- d) **Parliamentary Guidance.** Robert's Rules of Order (Newly Revised or as thereafter amended or revised) shall be used for parliamentary guidance. In the event of any conflict or inconsistency, these Bylaws and the laws of Indiana shall control.

4.11. Informal Action by the Board.

Any action required or permitted to be taken by the Board at a meeting of the directors may be taken without a meeting if notice of the intent to take action without a meeting is given to all directors in the manner prescribed for special meetings of the Board and a majority of the directors consent in writing to the proposed action. For purposes of this section an electronic mail transmission from a director's electronic mail address on record with the Board Secretary constitutes a valid writing.

4.12. Compensation for Board Service.

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.13. Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided to the Corporation, provided that a majority of the Board has approved any such contract for service and the remuneration is reasonable and fair to the Corporation and is commensurate with the cost for similar sources that could be provided to the Corporation by others. All such arrangements must be disclosed, reviewed, and approved in accordance with the Board's Conflict of Interest policy and state law.

ARTICLE V

COMMITTEES

5.01. Committees.

The Board of Directors may, by a resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

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- a) take any final action on matters which require approval of a majority of the Board; or
- b) fill vacancies on the Board of Directors or on any committee which has the authority of the Board; or
- c) amend or repeal these Bylaws or adopt new Bylaws; or
- d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal-able; or
- e) appoint any other committees of the Board of Directors or the members of these committees; or
- f) expend Corporation funds to support a nominee for director; or
- g) approve any transaction
 - i. to which the Corporation is a party and one or more directors have a material financial interest; or
 - ii. between the Corporation and one or more of its directors or between the Corporation and any person in whom one or more of its directors have a material financial interest; or
- h) bind the Corporation to any contract valued at more than \$500.00; or
- i) dispose of any asset of the Corporation.

5.02. Meetings and Action of Committees.

Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

Special meetings of the committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each

meeting of any committee and shall be filed with the corporate records consistent with the provisions of sections 6.07 and 8.01. The Board of Directors may adopt rules for the governing of the committees not inconsistent with the provisions of these Bylaws.

ARTICLE VI

OFFICERS

6.01. Board Officers.

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws, or by resolution of the Board, or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.02. Eligibility.

To be eligible for election and to serve as an officer, one must be a director of the Corporation.

6.03. Term of Office.

Each officer shall serve a one-year term of office and may not serve more than three consecutive terms of office. Unless unanimously elected by the board at the end of his/her three year terms, or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.04. Removal and Resignation.

The Board of Directors may remove an officer at any time, with or without cause. The process

set forth in section 4.08. shall be followed for removal of an officer. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice by the President or Vice President of the Board, or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.05. Board President.

The Board President shall be the chief volunteer officer of the Corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall be an ex-officio member of all committees of the Board, and perform all other duties incident to the office or properly required by the Board of Directors.

6.06. Vice President.

In the absence or disability of the Board President, the Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice President shall normally accede to the office of Board President upon the completion of the Board President's term of office.

6.07. Secretary.

The Secretary shall maintain all records of the Corporation as described in section 8.01 of these Bylaws. The Secretary shall ensure that minutes of all meetings and actions of the Board and its committees are taken, approved, and maintained. The Secretary shall direct all committees to take minutes and the minutes of all committees shall become records of the Board. All minutes shall state the date, time, and place that it was held; the attendance at the meeting; any excused absences for the meeting; and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with applicable laws and these Bylaws. The minutes shall be handwritten or typed and may be stored in electronic format. All minutes shall be approved at the entity's next regular meeting.

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The Secretary shall cause notice to be given of all meetings of the Board. Committees shall be responsible for issuing notices of their meetings consistent with these Bylaws. The Secretary shall maintain current and complete contact information for every director, officer, and senior staff member of Pyoca. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the Secretary.

6.08. Treasurer.

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.09. Head of Staff.

The Head of Staff of Pyoca shall serve as the chief executive officer of the Corporation and shall be responsible to the Board for the administration of business affairs and assets of the Corporation and for the employment and supervision of all other employees and volunteer personnel of the Corporation. The Head of Staff shall not be a member of the Board but shall attend all meetings thereof and shall have the privilege of the floor without vote. The Head of Staff (or a staff member whom he/she designates) shall also serve as an ex-officio member of all committees of the Board, attending meetings as he/she and the committee chair determine is useful with the privilege of the floor without vote.

6.10. Non-Director Officers.

The Board shall, upon the recommendation of the Head of Staff, elect such other senior officers

deemed essential for management of the Corporation and/or required by law. The Board in conjunction with the Head of Staff shall determine the title, duties, and compensation of such other senior officers.

ARTICLE VII

INSURANCE AND INDEMNIFICATION

7.01. Corporate Indemnification.

Except as stated otherwise below in part 7.02, the Corporation shall indemnify its officers and directors, whether current or former, who have served at its request or by election of its directors, against any expense, action, suit, or proceeding in which any of them is made a party by reason of having been an officer or director of the Corporation, except in relation to any matter in which: (i) he or she shall be adjudged in such suit, action, or proceeding to be liable for willful misconduct in the performance of duty; or (ii) any such matter shall be resolved or settled predicated on the existence of such liability (the foregoing being “Indemnitees”). The Corporation shall pay the reasonable expenses, including legal costs and attorneys’ fees, of such Indemnitees consistent with the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”). The indemnification herein provided shall not be deemed exclusive of any other right to which anyone seeking indemnification may be entitled under any agreement or otherwise, both as to action in his/her official capacity or to action in any other office or capacity while holding such office.

7.02. Exceptions to Indemnification.

No person, regardless of office, position, or capacity, shall be indemnified in relation to any matter: (i) in which he or she shall be adjudged in such suit, action, or proceeding to be liable for any matter involving sexual misconduct as defined under the Book of Order of the Presbyterian Church (U.S.A.) or Indiana law; or (ii) in any matter that is resolved or settled predicated on the existence of such liability. No person, regardless of office, position, or capacity, whether an Indemnitee or otherwise, shall have any claim or cause of action against the Corporation for the failure to purchase and maintain insurance or insurance in an amount insufficient to meet

indemnification needs.

7.03. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any Indemnitee or other person against any liability against and incurred by it or any Indemnitee or other person to the extent that the Corporation would have the power to grant indemnity under these Bylaws, the Act, or the laws of the State of Indiana.

ARTICLE VIII

MISCELLANEOUS

8.01. Books and Records.

The Corporation, through its Secretary, shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date. The Corporation shall keep and store all records in a suitable location.

8.02. Fiscal Year.

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

8.03. Conflict of Interest.

The Board shall adopt and periodically review a Conflict of Interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, or member of a committee with Board-delegated powers.

8.04. Non-Discrimination Policy.

The officers, directors, committee members, and employees of Pyoca shall be selected entirely on a nondiscriminatory basis with respect to race, color, national origin, sex, age, disability, political beliefs, gender preference, sexual orientation, marital status, or financial status. Pyoca

prohibits discrimination in its programs on the basis of race, color, national origin, sex, age, disability, political beliefs, gender preference, sexual orientation, marital status, or financial status. This policy applies to all who participate in Pyoca activities, and anyone who participates in Pyoca activities whether as staff, guest, parent, or camper shall agree to abide by this policy.

ARTICLE IX

DISTRIBUTION UPON DISSOLUTION

9.01 Distribution Upon Dissolution.

If at any time the Corporation is formally dissolved, declares bankruptcy, or has a receiver appointed, its real and personal assets remaining after provision for payment of valid debts and liabilities shall be distributed to the Presbytery of Whitewater Valley or its successor organization within the Presbyterian Church (U.S.A.), or, if such organizations no longer exist, or if such organizations choose not to accept the transfer of the assets and property, each shall be distributed in the manner described in Section 9.01(a) through (c) *infra*.

- a)** Any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute), which organization or organizations have a charitable purpose which is consistent with the mission and purpose of Pyoca.
- b)** The selection of the receiving organization(s) shall be made by a majority vote of the remaining members of the Board of Directors. In the event that there is not agreement as to how and to whom the remaining property and assets of the Corporation shall be distributed, the Corporation may file a verified petition in equity in a court of proper jurisdiction, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to one or more organizations located within

the State of Indiana whose mission and purpose are consistent with those of Pyoca.

- c) In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund.
- d) The provisions of this Article may not be amended, repealed, or altered in whole or in part.

ARTICLE X

AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

10.01. Amendment of the Bylaws.

With the exception of Article IX, other provisions of these Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however;

- a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and
- b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting; and
- c) that all amendments shall be consistent with the Articles of Incorporation; and
- d) that before any proposal to amend, alter, repeal, or restate any provision of these Bylaws shall be presented to the Board, the proposal shall be provided in writing to each Director with the notice for the meeting at which the proposal will be considered. No vote to adopt the proposal may be taken at that meeting, but a vote to adopt the proposal may be taken at the next regular meeting of the Board.

10.02 Amendment of the Articles of Incorporation.

Any proposal to amend, alter, or restate any provision of the Articles of Incorporation for the Corporation shall be provided in writing to each Director with the notice for the meeting at which the proposal will be considered. No vote to adopt the proposal may be taken at that meeting, but a vote to adopt the proposal may be taken at the next regular meeting of the Board. Any amendment to the Articles of Incorporation will require approval of two-thirds of the Directors then serving to be adopted.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Corporation were approved by the Corporation's Board of Directors on August 14th, 2021, and constitute a complete copy of the Bylaws of the Corporation.

Carol Foulke

Carol Foulke, Secretary

Date: January 27th, 2022

TITLE	Attachment 2 - Corporate Bylaws.pdf
FILE NAME	Attachment%20%20...rate%20Bylaws.pdf
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