

**BYLAWS
OF
SINGLES AVAILABLE FOR COMMUNITY SERVICE, INC.
A NOT-FOR-PROFIT CORPORATION**

Article I - INTRODUCTION

Section 1.1 Bylaws and Operations of the Corporation

These *Bylaws* constitute the code of rules adopted by the Corporation for the regulation and management of its affairs. These *Bylaws* provide the framework of how the business and meetings of the Corporation are to be conducted and shall govern the Corporation in all cases to which they are applicable. The general rules of how meetings and business are conducted are to be governed by Standing Rules and the most recent edition of *Robert's Rules of Order*.

Standing Rules are rules of order concerning the operations and business of the Corporation, which may be adopted, amended, approved or revoked by a simple majority of either the Board of Directors or the general membership. They continue in effect until rescinded, modified or, if applicable, their term ends. No standing rule can be adopted which conflicts with the Bylaws or Articles of Incorporation. All Standing Rules shall be in writing, labeled and kept in the custody of the Corporation Secretary. The Secretary will review the Standing Rules periodically for inconsistencies or conflicts.

Section 1.2 Name and Policy Statement

Singles Available for Community Service, Inc. (hereinafter the "Corporation") is a not-for-profit corporation, organized and doing business under the laws of the State of Missouri, and under the Internal Revenue Code, section 501(c)(3). As such:

- A. The Corporation is organized and operated exclusively for exempt purposes and is not intended for pecuniary profit.
- B. No portion of the Corporation's net earnings inures to the benefit of any private member or individual. No part of the income or assets of the Corporation is distributable to or for the benefit of individual Members, Directors or Officers, except to the extent permissible under law. No members of the Corporation shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.
- C. The Corporation does not carry on propaganda, influence legislation or intervene in political campaigns on behalf of or in opposition to any candidate or political party.
- D. The Corporation will not be deemed responsible for the fund raising activities of any outside organization.
- E. The Corporation does not provide any type of liability insurance under any circumstance except as provided in Article XIII Section 13.5 of these Bylaws set out below.

Section 1.3 Purpose

The Corporation is a volunteer resource organization comprised of single (unmarried) adults, twenty-one (21) years of age or older except as amended in Article III, Section 3.16. The Corporation provides voluntary personnel and/or materials within the States of Kansas and Missouri (Kansas City Greater Metropolitan Area) to assist and support other community service, charitable, philanthropic, not-for-profit, environmental, and other similar organizations. Said assistance is provided on a project-by-project basis with no preference given to any particular organization.

Article II - OFFICES

Section 2.1 Principal Office

The principal office of the Corporation will be in the State of Missouri, U.S.A.

Section 2.2 Registered Office

The registered office of the Corporation is SACS, c/o George Wilson, 452 E 81st Street, Kansas City, MO 64131. Such registered office will be a current Missouri resident and board member (or board designee) maintained in the State of Missouri for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and the filing of the appropriate statement in compliance with the laws of the State of Missouri.

Article III - MEMBERSHIP

Section 3.1 Voting Members

A Voting Member is any adult, twenty-one (21) years of age or older, who has agreed to comply with the Corporation's *Volunteer Code of Conduct*, as approved by the Board of Directors, and has duly remitted the applicable dues thereto. All Members shall pay yearly dues to the Corporation regardless of their position with the Corporation.

Section 3.2 Membership Rights

All Voting Members shall be entitled to equal rights and privileges in the Corporation. All references to "Members" in the Articles of Corporation, *Bylaws*, resolutions and minutes of this Corporation shall mean Voting Members, unless otherwise expressly stated. Non members have no right to vote. There will be no restrictions as to membership due to race, creed, sex, religious, or political preference.

Section 3.3 Scheduled Activities

All monthly meetings, fundraisers, workshops, and other scheduled activities are open to the general public, twenty-one (21) years of age or older.

Section 3.4 Membership Fees and Renewals

The annual membership fee shall be determined by the Board of Directors and shall be based upon annual budgetary requirements, either actual or projected. Members will be subject to termination if dues are in arrears over 18 months. (See Termination Rights, Section 3.12)

Section 3.5 Membership Entitlements

- A. Access to the Corporation's Web Site (<http://www.sacskc.com>) and Facebook Page (<https://www.facebook.com/SACSKC>).
- B. eMail notifications to coordinate participation in scheduled events, special projects and activities.

Section 3.6 No Mandatory Attendance

Members are not required to volunteer for any established number of projects or activities. Members volunteer at their own discretion.

Section 3.7 Membership Roster

The membership roster is the sole and exclusive property of the Corporation. Any sale or unauthorized use of the roster, without the express written consent of the Board, may result in termination as set out in Section 3.12.

Section 3.8 Right to Promote

The Board reserves the exclusive right to plan, schedule and promote any membership-incentive programs as the Board, in its sole discretion, shall deem necessary and appropriate.

Section 3.9 Members' Adherence to Code of Ethics

Members, when attending the Corporation's projects and activities, will adhere to the *Volunteer Code of Conduct* that has been approved by the Board of Directors. A copy of the *Volunteer Code of Conduct* shall be attached to these Bylaws. The *Volunteer Code of Conduct* may be amended or altered at the discretion of the Board of Directors. If the member does not adhere to the *Volunteer Code of Conduct* that person will be asked to leave the project or activity. In addition, the Board may ask them to leave the Corporation as discussed in Section 3.12.

Section 3.10 Non-transferability of Membership

Membership in this Corporation is non-transferable and non-assignable.

Section 3.11 News Media

No Member shall speak for the Corporation to the news media without specific express authority from the Board of Directors.

Section 3.12 Termination Rights

The Board reserves the right to terminate with seventy-five percent (75%) majority vote with thirty (30) days written notice, any Member who is arrear in dues over 18 months or misrepresents or violates the Bylaws or *Volunteer Code of Conduct* as adopted by the Corporation.

Section 3.13 Grievance Procedures

Any Member terminated under Section 3.12 has the right to file a written grievance with the Corporation within thirty (30) days of the effective date of the termination. When a grievance is received, a Council of Peers will be selected.

Section 3.14 Council of Peers

The Council of Peers (the "Council") will be selected to resolve the grievance. The Council shall be comprised of seven (7) persons: the President, Vice President, a Director at Large chosen by the Board and four (4) members at large. The four members at large will be selected by randomly drawing names from the roster of current members. The decision of the Council of Peers is final in all such matters.

Section 3.15 Outside Services Provided by Members

Members may occasionally receive compensation for approved professional services rendered to the Corporation if:

- A. The fee or price is usual and customary in the community and industry.
- B. The Member holds himself separate and apart from the Corporation while rendering the service; during this time the Member is deemed to be a representative of his or her business or company, and not of the Corporation herein.
- C. When a fee for services is involved, the Board must also consider bids from other qualified vendors. A vote approving the vendor will be taken during a regularly scheduled or special Board meeting, as set out in Article IV, Sections 4.4 and 4.5.
- D. There shall be no conflict of interest nor appearance of same.

Section 3.16 Married SACS Members

SACS members who marry may continue their membership. At renewal a newly married member must renew their membership. Yearly dues will remain the same as individual SACS members. The member must continue to comply with the Corporation's *Volunteer Code of Conduct*, as approved by the Board of Directors. The board reserves the right to accept/decline their membership request and to terminate their membership as stated in Section Article III, Section 3.12. As members they will have the right to vote and serve on the SACS board. If a married member leaves SACS or is terminated, they may not rejoin.

Article IV - BOARD OF DIRECTORS

Section 4.1 Definition of Board of Directors

The Board of Directors (the "Board") is that group of elected or appointed members vested with the management of the affairs of this Corporation subject to the laws of the State of Missouri, the *Articles of Incorporation*, and these *Bylaws*. The Board is established to govern, formulate and implement policy, schedule, supervise, and organize all events on behalf of and inuring to the benefit of the Corporation and its membership.

Section 4.2 Term of Office

The term of office for a Director shall be two (2) years. There is a term limitation of four (4) consecutive years.

Section 4.3 Composition of the Board

The Board shall be comprised of five (5) to seven (7) officers. The officer roles include President, Vice President, Secretary, Treasurer, Membership/Records, Event Coordinator, Webmaster, Social Coordinator and Historian. A Board member will likely serve multiple roles (i.e. Vice President / Social Coordinator, Secretary / Treasurer, etc.

The President is the Chairman of the Board of Directors.

The board officer positions are one (1) year terms allowing new members to join the board each year and officers to rotate offices during their term on the Board.

Section 4.4 Board Meetings

The Board shall meet at least once a month at a predetermined place and time. A quorum shall consist of more than fifty percent (50%) of the Board and shall constitute a valid meeting.

Section 4.5 Call of Special Meetings of the Board

A special meeting of the Board of Directors may be called by the President or a majority of the Directors.

Section 4.6 Board Meetings by Communications Equipment

Meetings of the Board may be held through communications equipment if a majority of the Board is able to participate. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

Section 4.7 Action by the Board Without a Meeting

Any action which may be authorized at a meeting of the Board may be authorized without a meeting by the affirmative vote of a majority of the Directors. Any such action shall be put in writing and filed with or entered upon the records of the Corporation.

Section 4.8 Ratification

Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in writing. Such ratification shall also be deemed to constitute presence at such meeting.

Section 4.9 Board Meeting Minutes

Minutes of the Board meeting shall be recorded by the Secretary who will archive and preserve such records for five (5) years. All Board members shall receive copies of the minutes following the Board of Director's meetings.

Section 4.10 Duties of Board Members

Each Director/Officer shall chair, organize and supervise his or her own assigned duties as fulfillment of his or her commitment and responsibility to the Board.

Section 4.11 Attendance Requirements

Members of the Board may not have more than two (2) unexcused absences from regularly scheduled Board meetings during any consecutive twelve-month period. If a Board member fails to honor this commitment written notice from the Board requesting his or her resignation may be made.

Section 4.12 Excused Absences

Board members may be excused from a regularly scheduled or special Board meeting due to regular or emergency business commitments. Medical leaves of absence will be granted, at the Board's discretion. The Board shall not arbitrarily or capriciously withhold its approval of such requests.

Section 4.13 Resignations and Vacancies

A Board member may resign by providing the Board with a written letter of resignation at least thirty (30) days prior to vacating his or her position. Upon resignation of a Director a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, death or otherwise, shall be filled by the Board. The new Director will serve for the unexpired term of the predecessor in office.

Section 4.14 Removal of a Board Member

Any Officer or Director may be removed by an affirmative vote -of seventy-five percent (75%) of all Board Members whenever, in their judgment, the best interests of this Corporation will be served.

Section 4.15 Grievance Procedures

The Officer or Director removed under Section 4.14 above has the right to file a written grievance with the Corporation within thirty (30) days of the effective date of the removal. When a grievance is received, a Council of Peers will be selected.

Section 4.16 Council of Peers

The Council of Peers (the "Council") will be selected to resolve the grievance. The Council shall be comprised of seven (7) persons: the President, Vice President, a Director at Large chosen by the Board and four (4) members at large. The four members at large will be selected by randomly drawing names from the roster of current members. The decision of the Council of Peers is final in all such matters.

Section 4.17 Nomination Eligibility

Any nominee for the Board must have been a Member of the Corporation for a minimum of six (6) months.

Section 4.18 Election Process

The Board of Directors will be the nominating committee. The committee will review and verify all nominations for officers. After verification, a slate will be prepared, setting out the office and the name(s) of the candidate(s) seeking each position. The Board of Directors will present the slate of nominees at the November meeting.

Section 4.19 Compensation

Board members shall not be compensated in any manner.

Section 4.20 Expenses and Reimbursement

A. Expenses

Board members who receive Board of Directors approval to incur expenses shall be reimbursed for those expenses if such is/was for the use and benefit of the Corporation.

B. Reimbursement

All expense receipts shall be submitted to the Treasurer for presentation to the Board for final approval and payment.

Section 4.21 Signature Authority

The President and Treasurer will have check signature authority. Checks written in amounts greater than \$250.00 will require two (2) signatures.

Article V - OFFICER ROLES (POSITIONS)

Board members may serve in multiple officer roles simultaneously.

Section 5.1 President

The President will be the Chief Executive Officer and Chairman of the Board of Directors of the Corporation and will, with the consent of the Board of Directors, conduct the Board of Directors and General Membership meetings, and supervise the affairs of the Corporation. The President will perform all duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 5.2 Vice President

The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act.

Section 5.3 Secretary

The Secretary will keep minutes of all general membership and Board of Directors meetings, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incidental to the office of Secretary. The Secretary will perform all duties as may be required by law, by the *Articles of Incorporation*, by these *Bylaws*, or which may be assigned from time to time by the Board of Directors.

Section 5.4 Treasurer

The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds within ten (10) business days of receipt will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and will render reports and accountings to the Board of Directors and to the Members as required by the Board of Directors. The Treasurer will perform all duties as may be required by law, by the *Articles of Incorporation*, by these *Bylaws*, or which may be assigned from time to time by the Board of Directors.

Section 5.5 Event Coordinator

The Event Coordinator will qualify the volunteer projects, supervise and work with the Project Coordinators in the scheduling, organization and implementation of projects.

Section 5.6 Membership / Records Officer

The Membership / Records Officer maintains a record for each member which includes contact information, tenure with SACS KC, participation in events, hours volunteered, and other information pertinent to SACS KC operations. The Officer compiles periodic statistical reports of SACS KC performance. The Officer coordinates membership recruiting drives and communications relating to membership relationships.

Section 5.7 Webmaster

The Webmaster maintains accurate and current content on the SACS KC web site, Facebook™ electronic media and other internet resources as referenced in Article III, Section 3.5.A.

Section 5.8 Social Coordinator

The Social Coordinator schedules and organizes non-charitable functions for the Corporation's membership that build camaraderie and team spirit. All functions require approval by the Board of Directors.

Section 5.9 Resignations and Vacancies

An Officer may resign by providing the Board with a written letter of resignation at least thirty (30) days prior to vacating his or her position. Upon resignation of an Officer a vacancy will be deemed to exist as of such effective date. Any vacancy among the Officer positions, whether by resignation, removal, death or otherwise, shall be filled by the Board. The new Officer will serve for the unexpired term of the predecessor in office.

Article VI - OTHER COMMITTEES

Section 6.1 Appointment of Committees

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority.

Section 6.2 Committee Chairman and Members

Committee chairmen shall be appointed by the President of the Corporation with the approval of the Board of Directors. Members of each committee shall be selected by the President or committee chairman with the approval of the Board of Directors.

Section 6.3 Limitation of Committee Power

No Committee will have the authority of the Board of Directors in reference to affecting any of the following:

- A. Filling of vacancies in the Board of Directors or other committees.
- B. Adoption, amendment or repeal of the Bylaws.
- C. Adoption, amendment or repeal of any resolution of the Board of Directors.
- D. Action on matters committed by the Bylaws or resolution of the Board of Directors to another Committee.

Article VII - REVENUE

Section 7.1 Receipt of Money

The Corporation may accept financial support which allows it to maintain its operations and pay expenses incurred, so that the membership and community can continue to receive the benefits for which the Corporation was organized. All funds raised, unless otherwise specified, will be deposited in the Corporation's general fund, and shall be used exclusively for the purposes for which the Corporation was formed.

Section 7.2 Sources of Revenue

A. Grants

When a grant has been offered to the Corporation, the purpose, details, and explanation, along with any and all limitations of use, must be submitted in writing to the Board for review. Grants will be accepted by a majority vote of the Board at a regularly scheduled or special meeting, as set out in Article IV, Sections 4.4 and 4.5.

B. Donations

1. Donations given freely, without limitation, will be freely accepted by the Corporation. These donations will be deposited into the Corporation's general fund, unless otherwise specified by the donor.
2. When a donation has been received, the donation, its purpose, details and any and all limitations, must be submitted in writing to the Board for approval. These donations will be accepted and the fund established by a majority vote of the Board at a regularly scheduled or special meeting, as set out in Article IV, Sections 4.4 and 4.5.
3. Donations, other than those of a monetary value, must also be approved by the Board.
4. Endowments.
5. Other contributions subject to the same limitations set out above.

Section 7.3 Other Revenue Sources

Revenue may be derived from the following sources:

- A. Membership fees, as set out in Article III, Section 3.4..
- B. Education - speaking engagements.
- C. Fund-raising proceeds.
- D. Proceeds from the sale of the Corporation's trademarked articles or any other merchandise or literature made available through the Corporation.

Section 7.4 Tax Status

The Corporation is a not-for-profit corporation. As such, all income, with the exception of unrelated business income, is exempt from federal, state, and local income taxes.

Article VIII - VOLUNTEER COMMUNITY SERVICE PROJECTS

Section 8.1 Referral of Organizations

All community service, charitable, philanthropic, not-for-profit, environmental and other similar organizations ("Organizations") which request volunteer support from the Corporation, shall be referred to the Event Coordinator.

Such organizations must be registered under the Internal Revenue Code, section 501(c)(3).

Section 8.2 Obligations of Organizations

The Organization requesting volunteers will provide the SACS Volunteer Project Coordinator with ample information to enable them to effectively organize the project, which will include the name and telephone number of its contact person(s). Any names provided to the Organization shall not be used for any purpose other than for use in implementing the scheduled project. Specifically, no organization shall solicit contributions, monetary or otherwise, from the list of Member Volunteers provided to it in conjunction with the scheduled project.

Section 8.3 Organization of Volunteer Projects

The organization of all volunteer projects is the complete responsibility of the requesting Organization, unless other arrangements are made in advance with the appropriate Volunteer Project Coordinator. All projects must receive approval by the Board's Event Coordinator.

Section 8.4 Presentation to the Membership

Volunteer Community Service Projects will be presented to the membership for volunteer participation either at the Corporation's monthly general meetings or through the Corporation's website.

Section 8.5 Cancellation of Support for a Volunteer Project

Support for any project may be canceled if sufficient volunteers have not been obtained. The Volunteer Project Coordinator shall advise the Board's Event Coordinator as soon as possible if this should occur.

Section 8.6 Rescheduling of a Project

The Board reserves the right to reschedule a canceled project at some future time as shall be deemed appropriate.

Article IX - EDUCATIONAL ACTIVITIES

Educational workshops may from time to time be scheduled, conducted and promoted by the Corporation to provide information relevant to and for the benefit of its membership and the general public.

Section 9.1 Educational Programs

All organizations or individuals requesting to present an educational program to the membership shall first receive Board approval. A written outline of the program and the speaker's biography, as well as any usual and customary fees and/or expenses related to the program, should be included with the request

Section 9.2 Open to the Public

Educational programs will be open to Members and non-members alike. The appropriate cover charge for Members and non-members will be determined in advance by the Board.

Section 9.3 Special Meeting

Any educational, program or workshop will be presented at a special meeting, not a regularly scheduled monthly membership meeting.

Article X - FUND RAISING BY AND FOR THE CORPORATION

Fund raising is necessary to provide funds for the use, support, and operations of the Corporation.

Section 10.1 Fundraising by the Corporation

The person(s) or committee coordinating a fundraising activity shall provide the Board of Directors with an outline of the activity, date(s) and time(s), together with all promotional material, if any, as soon as possible. Fund raising activities will be approved by the Board only after a budget has been submitted and approved.

Section 10.2 Contracting

When the Board has approved a fund raising activity and it is necessary to execute a contract, only the President or, in the President's absence, the Vice President are authorized to sign a contract for and on behalf of the Corporation. Another officer must attest the contract.

Section 10.3 Commitment for a Facility

No Member may commit or tender a commitment from the Corporation for the use of any facility without prior consent from the Board.

Article XI - MONTHLY MEMBERSHIP MEETINGS

There shall be a monthly general membership meeting held on the first Thursday of each month or at such other time during the month as determined by the Board of Directors. The monthly meeting will provide a source of information to the membership regarding the various organizations requesting volunteer support and Corporation activities. A brief description of the project will be presented by the Event Coordinator (or a representative of the Organization), who will also provide a sign-up sheet. These meetings will also provide an opportunity for the membership to socialize and welcome new members.

Section 11.1 Discussion of Activities and Projects

Discussions will be limited to a reasonable amount of volunteer projects and activities in the coming months. All projects and activities will be posted to the Corporation's Web Site (<http://www.sacskc.com>), with the names and email addresses for the appropriate Volunteer Project Chairperson or contact.

Section 11.2 Promotion of Outside Events

There will be no promotion of any outside entity, particularly those of a commercial nature, at any monthly meeting. However, such an entity may, after Board approval, announce a charitable activity it is sponsoring, including: date(s), time(s), cost(s) and the percentage of the profits being donated to a qualifying outside Organization.

Article XII - OPERATIONS

Section 12.1 Fiscal Year

The fiscal year of the Corporation has been established by the Board of Directors as January 1 through December 31.

Section 12.2 Books and Records

The Corporation will keep correct and complete books and records of account, and will also keep minutes of the general membership and Board of Director meetings. Records will include a membership register of the names, addresses and other details of the membership of the Corporation, and the original or a copy of its Bylaws including amendments to date. These records will be collected and stored on electronic media.

Section 12.3 Inspection of Books and Records

All books and records of the Corporation may be inspected by any Member, Director, or Officer, or his agent or attorney, for any proper purpose at any reasonable time upon written demand. An annual audit of the Corporation's financial records and books will be conducted by an Audit Committee appointed by the President and approved by the Board of Directors to be completed during the last quarter of each fiscal year.

Section 12.4 Nonprofit Operations

The Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may contract in due course of business with Members, Officers, or Directors for services rendered as set out in Article III, Section 3.15.

Section 12.5 No Loans

The Corporation will loan no money to any of its Members, Directors or Officers.

Section 12.6 No Vested Rights

No Member has any vested right, interest, or privilege of, in, or to the assets, income or property of the Corporation.

Section 12.7 Distribution Upon Dissolution

All Members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or may hereafter be amended.

Section 12.8 Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to any class of investments, provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be hereafter amended.

Section 12.9 Exempt Activities

In order to ensure the tax-exempt status of the Corporation, the Corporation shall be required to act or refrain from acting so as not to engage in an act of self-dealing as defined in the Internal Revenue Code ("IRS") Section 4941, or subject the Corporation to taxes pursuant to Section 4942 for failure to distribute income, Section 4943 for incurring excess business holdings, Section 4944 for making investments which jeopardize its charitable purposes, and Section 4945 for making taxable expenditures.

Section 12.10 Actions To Maintain Exempt Status

Notwithstanding any other provision of these Bylaws, no Member, Officer, Director, Agent employee or representative of this Corporation shall take any action or cause any action to be taken by or on behalf of the Corporation not permitted to be taken or carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or may be hereafter amended, or by a Corporation, contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or may hereafter be amended.

Article XIII - INDEMNIFICATION

Section 13.1 Indemnification

The Corporation shall indemnify any "qualified" person, as defined below, made a party, or threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding:

A. Third Party Actions

Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, Officer, employee, or qualified agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees through appeal, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" (no contest) or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that s/he had reasonable grounds for belief that such action was unlawful. A qualified agent shall be one who is appointed by the Board of Directors to represent the Corporation in certain limited matters.

B. Derivative Actions

By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director, Officer, employee, or qualified agent of the Corporation, against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court, administrative agency or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 13.2 Mandatory Indemnification

To the extent that a Director, Officer, employee, or qualified agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.

Section 13.3 Procedure for Indemnification

If a determination is made that indemnification of the Director, Officer, employee or qualified agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above, unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, such determination shall be made by the Board of Directors by a majority vote or a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

Section 13.4 Expenses

The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or qualified agent to repay such amount unless it shall ultimately be determined that s/he is entitled to be indemnified by the Corporation as authorized in this section. This provision shall not be deemed to constitute a loan to such person.

Section 13.5 Insurance

The Corporation may purchase and maintain directors and officers liability insurance on behalf of any person who is or was a Director, Officer, employee, or qualified agent of the Corporation against liability asserted against and incurred by such person in any such capacity or arising out of such status. The Corporation may purchase and maintain other insurance on behalf of the Corporation to provide a fund from which to pay the indemnification provided for herein. The Corporation may purchase and obtain such insurance whether or not the Corporation would have the power to indemnify against such liability.

Section 13.6 Scope of Article

The Corporation shall indemnify any person, if the requirements of the above sections are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's 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 qualified agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a qualified representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

Article XIV - AMENDMENTS TO THE RATIFIED BYLAWS

Section 14.1 Amendments or Additions

Amendments to the ratified Bylaws may be made for the following reasons:

- A. There is an inherent problem with the Section or Subsection, which is adverse to the functioning of the Corporation, or conflicts with the purposes for which the Corporation was formed.
- B. Additional Articles. Sections or Subsections are necessary to ensure the effective functioning of the Corporation.

Section 14.2 Bylaws Committee

The Board of Directors will appoint a Bylaws Committee consisting of two (2) Board members. Vacancies on the Bylaws Committee may be filled at the Board's discretion. The Bylaws Committee will be activated at the Board's discretion. The Board will discuss the Bylaws at least once a year to determine whether or not to activate the Bylaws Committee.

- A. Once the Committee has drafted the proposed amendment or addition, it will be submitted to the Board for approval.
- B. Upon Board approval, the amendment or addition is then presented to the membership for ratification.

Section 14.3 Ratification

- A. **Notice:** The proposed amendment or addition to the Bylaws will be provided in writing to all Members at least one (1) month prior to the vote. The date and time of voting will also be announced.
- B. **Discussion:** The amendment or addition will be presented to the membership for discussion prior to voting. After discussion, should the membership oppose the amendment or addition, as presented, such will be referred back to the Committee for change, as discussed.
- C. **Vote:** An amendment or addition to the Bylaws is ratified by a two-thirds vote of all members present at the regularly scheduled monthly meeting as noticed.
- D. **Resubmission of Amendment or Addition:** When an amendment or addition to the Bylaws has been redrafted to reflect the changes recommended by the membership, it will follow the procedures set out in Sections 14.2 and 14.3.
- E. **New Bylaws Committee:** If the Committee is not in agreement with the membership's desired change to an amendment or addition, then a new Committee will be formed and perform as set out in Article XIV, Section 14.2.

ADOPTED:

Date

Secretary