MENDOCINO COLLEGE FOUNDATION, INC.

# BYLAWS

A California Nonprofit Public Benefit Corporation

Amended and approved 2/7/12 – Board of Directors
Amended draft – First Read 2/16/16
Amended and approved 4/12/16 – Board of Directors
Amended draft – First Read 10/10/17 – Board of Directors
Approved 12/12/17 – Board of Directors

# BYLAWS OF THE MENDOCINO COLLEGE FOUNDATION, INC.

a California Nonprofit Public Benefit Corporation

## ARTICLE 1. CORPORATE NAME

1.1. Name. The name of this corporation is Mendocino College Foundation, Inc.

## ARTICLE 2. CORPORATE OFFICES

2.1. Offices. The corporation's principal executive office shall be located on the campus of Mendocino College at 1000 Hensley Creek Road, Ukiah, California, 95482. The corporation may also establish additional offices at such other places within the boundaries of the Mendocino-Lake Community College District ("District") as its business may require and as the Board of Directors ("Board") may, from time to time, by resolution designate.

## ARTICLE 3. PURPOSES

3.1. Organization. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for educational and charitable purposes, and is operated exclusively for public, educational and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation's relationship with the District shall be governed by the May 2, 1984 Agreement between the corporation and District, and the implementing regulations adopted thereunder, and any amendments thereto.

3.2. Objectives and Purposes. The express purposes of the corporation are to assist in the achievement and maintenance of superior programs of public education and community participation within the District by receiving contributions from the public, raising funds, and making contributions to educational and community programs of the District, and by developing, conducting, contracting and financing programs and projects designed to benefit the students and programs of the District.

3.3. Affiliates. The Board may establish affiliate organizations that share the purpose and mission of the corporation and meet program needs of the District. The affiliates shall be part of the corporation for purposes of the corporation's 501(c)(3) status, and shall be subject to the Board's ultimate control. The Board's control shall include the ability to dissolve or disassociate the affiliate, and to take other, lesser measures as deemed appropriate in the Board's discretion. Any person seeking to dissolve or disassociate the affiliate from the corporation shall petition the Board for permission to take such action.

## ARTICLE 4. NONPARTISAN ACTIVITIES

4.1. Non-partisan Activities. The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described in Article 3, above, and it shall be nonprofit and nonpartisan. The corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described above. The corporation shall not publish or disseminate materials with the purpose of attempting to influence legislation, and

the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall at all times comply with the legal requirements of U.S. Internal Revenue Code sections 501(c)(3) and 170(c)(2), and California Education Code section 72672(c).

## ARTICLE 5. MEMBERS

5.1. No Members. This corporation shall have no members within the meaning of the California Nonprofit Corporation Law.

## ARTICLE 6. BOARD OF DIRECTORS

6.1. Number. The corporation shall have not less than seven (7) nor more than thirty (30) Directors, and collectively they shall be known as the Board of Directors (or "Board"). Within these limits, the exact number of Directors shall be fixed by resolution of the Board. Subject to the approval of the District's Board of Trustees, these limits may be changed by amendment of this bylaw as provided herein. The Superintendent/President of the District shall at all times serve as (a) a Director, and (b) the Secretary/Treasurer of the corporation.

6.2. Powers and Duties.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the corporation's articles of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific powers. Without prejudice to the above general powers, and subject to the same limitations, the Board shall have the power to:

i) Select and remove all officers, agents, and employees of the corporation consistent with the articles of incorporation and these bylaws; prescribe any power and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation (if any). This power shall not extend to removal of the Superintendent/ President of the District as a Director or as Secretary/Treasurer.

ii) Give notice of the time and place of regular meetings, special or emergency meetings, in compliance with California Government Code sections 54950, *et seq*. (hereafter, the "Brown Act").

iii) Subject to California Education Code section 72675, borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt securities.

iv) Determine the corporation's objectives and formulate plans to meet them.

v) Establish policies for administering the affairs of the corporation.

vi) Adopt, implement and control the operational, budgetary and financial plans of the corporation responsibly and in conformance with District policy and law.

vii) Receive, sell, manage, retain, assign and/or disburse any property of the corporation on such terms and conditions as are deemed advisable.

viii) Employ or engage individuals or entities as agents or representatives of the corporation.

ix) Appoint such committees as are deemed necessary and prescribe their powers and duties.

6.3. Manner of Selection, Term of Office. If there is a vacancy on the Board, the Governance Committee shall recruit, review and nominate a person for membership on the Board. A nominated person shall become a Director upon a majority vote at a duly noticed meeting of the Board. A Director shall serve for a term of three (3) years. A Director whose term has expired may be re-nominated and re-elected by the Board to a new term of office.

6.4. Vacancies.

(a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (1) the death or resignation of any Director, (2) the vote of the Directors to remove a Director, (3) or the increase in the authorized number of Directors, or (4) any other events or circumstances that result in the number of Directors being less than the number of Directors established by a resolution of the Board.

(b) Resignations. Except as provided in this subsection 6.4(b), any Director other than the Secretary/Treasurer (who shall at all times be the District's Superintendent/President) may resign, which resignation shall be effective on giving written notice to the President, the Secretary/Treasurer, or the Board as a whole, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may select a successor to take office when the resignation becomes effective. The resignation of a Director shall not be formally accepted by the Board if the effect thereof would be to deprive the corporation of a duly constituted and functioning Board or would otherwise render the Board or the corporation legally incapacitated.

(c) No vacancy on reduction of number of Directors. No reduction of the authorized number of Director shall have the effect of removing any Director before that Director's term of office expires.

(d) Removal. Any Director other than the Secretary/Treasurer (who shall at all times be the District's Superintendent/President) may be removed from office for cause by the vote of a majority of the Directors at a duly noticed meeting of the Board. A Director's absence from three (3) consecutive meetings of the Board or a standing committee shall, at the Board's discretion, constitute sufficient cause for removal from the committee or Board.

6.5. Compensation. No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may by resolution authorize reasonable advancement or reimbursement for expenses incurred by a Director in the performance of his/her regular duties as specified in section 6.2.

6.6. Non-liability of Directors. No Director shall be personally liable for the debts, liabilities, or other obligations of the corporation.

6.7. Indemnification of Directors. To the maximum extent permitted by law, the corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any civil, criminal, administrative or investigative proceeding, including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as is stated in California Corporations Code section 5238.

Upon a written request to the Board by any person seeking indemnification under California Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under California Corporations Code section 5238(e) whether the applicable standard of conduct set forth in California Corporations Code section 5238(b) or section 5238(c) has been met, and if so, the Board shall authorize indemnification.

6.8. Insurance For Corporate Agents. The Board may adopt a resolution authorizing the purchase and maintenance of insurance covering any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (California Corporations Codes section 5233) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of California Corporations Codes section 5238.

6.9. Board Meetings.

(a) Majority Action As Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the articles of incorporation or these bylaws require a greater percentage or different voting rules for Board approval of a matter.

(b) Conduct of Meetings. All meetings of the Board shall be held in accordance with the provisions of the Brown Act. Meetings of the Board shall be presided over by the President or, in his/her absence, the Vice President or, in his/her absence, by a chairman of the meeting chosen by a vote of a majority of the Directors present at the meeting.

(c) Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place, as provided in the Brown Act (including Govt. Code section 54955).

(d) Quorum. A majority of the currently-serving Directors (excluding vacancies) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.9(c). Every act or decision done or made by a majority of the quorum present at a meeting duly held shall be regarded as an act of the Board, subject to the provisions of the California Nonprofit Corporation law, including those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of Directors.

(e) Regular Meetings. The Board shall hold a regular meeting at least once during every three months. The Board may by resolution provide for additional or more frequent regular meetings of the Board.

(f) Annual Meeting. The Board shall hold a regular annual meeting for the purpose of organization, election of officers, and the transaction of the Board's business. The time and place of the annual meeting shall be in December, and absent a Board resolution to the contrary the meeting shall be held in the Mendocino College Board Room (#1060) at 1000 Hensley Creek Rd., Ukiah, CA, 95482. Notice of this meeting shall be given in accordance with the Brown Act.

6.10. Special Meetings.

(a) Authority to Call. Special meetings of the Board for any purpose may be called by the Board's President, the Vice President, the Secretary/Treasurer or any two (2) Directors.

(b) Notice. Written notice of the time and place of every special meeting shall be given in accordance with the Brown Act.

## ARTICLE 7. OFFICERS, STAFF

7.1. Number and Qualifications. The officers of the corporation ("Officers") shall consist of a President, a Vice President, a Secretary/Treasurer and such other Officers as the Board may from time to time appoint. The Officers shall be drawn solely from the current Board and any director may nominate a person for an officer position.

7.2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board, immediately following the election of Directors at the regular annual meeting. Vacancies in any Officer position may be filled at any meeting of the Board. Each Officer shall hold office until a successor shall have been duly elected and qualified.

7.3. Removal and Resignation. Any Officer other than the Secretary/Treasurer (who shall at all times be the District's Superintendent/President) may be removed by the Board, for cause, at any time. Any Officer may resign at any time by giving written notice to the Board or to the President or Secretary/Treasurer of the corporation.

7.4. Vacancies. Any vacancy (other than the Secretary/Treasurer, who shall at all times be the District's Superintendent/President) caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board in coordination with the Governance Committee. In the event of a vacancy in an office other than President or Secretary/Treasurer, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

7.5. Duties of President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the Officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board. The President shall preside at all meetings of the Board, except as otherwise provided herein. Except as otherwise expressly provided by law, by the articles of incorporation, or by these

bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. The President shall serve no more than two consecutive one-year terms.

7.6. Duties of Vice President. In the absence of the President, or in the event the President's inability or refusal to act, the Vice President shall perform all 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. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board.

7.7. Duties of Secretary/Treasurer. The Secretary/Treasurer shall at all times be the District's Superintendent/President. The Secretary/Treasurer shall attend to the following:

(a) Book of minutes. The Secretary/Treasurer shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) Notices and other duties. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board required by the bylaws to be given. The Secretary/Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(c) Books of account. The Secretary/Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(d) Deposit and disbursement of money and valuables. The Secretary/Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall (subject to Section 9.2) disburse the funds of the corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Secretary/ Treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the bylaws.

(e) Bond. If required by the Board, the Secretary/Treasurer and other staff shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

7.8 Foundation Staff. The Board may designate and authorize the hiring of a person to act as the Executive Director for the corporation, and may designate and authorize the hiring of other staff for the corporation. The Executive Director's job powers, duties and responsibilities shall be set forth in a written contract of employment between the Executive Director and the

District or the corporation, subject to the approval of District's Board of Trustees. Other permanent or full time staff shall be employed in accordance with law and District policies, and the scope of the employment may be the subject of a written contract of employment. If District is to handle and administer the staff's payroll and benefits, the terms of employment of such staff shall be subject to the approval of District's Board of Trustees. The terms of employment of any temporary or part time staff, the payroll and benefits for whom shall not be handled and administered by District, shall not require the approval of District's Board of Trustees.

## ARTICLE 8. COMMITTEES

8.1. Committees of Directors. The Board 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. Each committee shall have the authority and purpose(s) identified in these bylaws, in the Board resolution forming such committee, and in any subsequent Board resolution. However, no committee, regardless of Board resolution, may:

(a) fill vacancies on the Board or in any committee;

(b) amend or repeal bylaws or adopt new bylaws;

(c) amend or repeal any resolution of the Board, unless the subject Board resolution expressly allows the Committee to amend and/or repeal said resolution.

(d) appoint any other committees of the Board or the members of these committees;

(e) approve any transaction (1) to which the corporation is a party and in which one or more Director has a material financial interest; or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one of more of its Directors have a material financial interest.

8.2. Executive Committee.

(a) Establishment, Members, Removal. An Executive Committee is hereby established as a standing committee. The membership of the Executive Committee shall consist of the President, Vice President, Secretary/Treasurer, Past President of the Board and each board established standing committee will have one voting seat on the Executive Committee. A member of the Executive Committee may be removed from the Executive Committee for cause by the vote of a majority of Directors on the Board. Absence from three (3) consecutive meetings of the Executive Committee shall constitute sufficient grounds for removal, at the Board's discretion. The President shall serve as the Chairman of the Executive Committee.

(b) Powers, Duties. The Executive Committee shall function as the executive arm of the corporation to the extent that an executive decision needs to be made and/or an executive action needs to be taken, which decision or action was not previously made by the Board as a whole and is not within the scope of the general executive powers of the President. Each action taken or decision made by the Executive Committee that was not previously made by the Board as a whole and is not within the scope of the general executive powers of the President shall be reported to and submitted for ratification by the Board at the next regular meeting of the Board, or - if not ratified - shall be then rescinded. The Executive

Committee is authorized to commit to transactions disposing of not more than ten thousand dollars ($10,000.00), in the aggregate, of the corporation's reserve funds, during the time period between any two meetings of the Board. However, the preceding sentence notwithstanding, the Executive Committee may not at any time commit to a transaction that disposes of any portion of the corporation's last ten thousand dollars ($10,000.00) in reserve funds, unless the Board has expressly authorized same in advance.

8.3. Other Committees. As of the effective date of these bylaws, the Board has formed the following other committees standing committees: Finance and Scholarship; and the following ad hoc committees: Special Events, Land, and Governance. Additional committees may be formed by the Board as provided herein.

Standing Committees

(a) Finance. The Finance Committee shall oversee, supervise and make recommendations to the Board regarding the investment, allocation and disbursement of the corporation's financial assets.

(b) Scholarship. The Scholarship Committee shall select the recipients of scholarships from the corporation, arrange for disbursement thereof to the recipients, and make recommendations to the Board concerning the corporation's scholarships.

Ad Hoc Committees

(c) Special Events. The Special Events Committee shall plan, solicit contributions for, implement, oversee and make recommendations to the Board concerning the corporation's special events, as needed.

(d) Land. The Land Committee shall manage, maintain, oversee and make recommendations to the Board concerning the disposition of the corporation's real property, as needed.

(e) Governance. The Governance Committee shall be the official nominating committee for the Board and shall recruit, review and recommend new Directors to the Board, as needed.

8.4. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by and conducted in accordance with the Brown Act, and in accordance with the Article 6 of these bylaws (revised as appropriate to reflect the committee context). The time for regular meetings and special meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. Notice of every committee meeting shall be given to every member of the Board. The Board may also adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

8.5. Termination. Any committee formed by the Board may be terminated by the Board, by a resolution adopted by a majority of the Directors then in office. The authority, duties and responsibilities of any committee may also be amended or revised in the same fashion.

## ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND EXPENDITURES

9.1. Execution of Instruments. The Board, except as otherwise provided in these bylaws, may by written resolution authorize any officer or agent of the corporation 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. Unless so authorized and confirmed by a written and duly acknowledged resolution, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract for any purpose or in any amount.

9.2. Checks and Notes. Except as is otherwise specifically determined by resolution of the Board, required by law or set forth in these bylaws, all checks, agreements or other financial instruments directing the payment or transfer of funds belonging to the corporation, or evidencing a debt of the corporation, shall be signed by the Secretary/Treasurer and countersigned by the President.

9.3. Deposits. All funds of the corporation (including of any committee or affiliate) shall be deposited in the name of the corporation in such banks, financial institutions or other depositories as the Board may select.

9.4. Gifts. The Board may, in accordance with the corporation's Gift Policy, accept on behalf of the corporation contributions, gifts, bequests or devises for any of the educational, charitable and/or public purposes of the corporation referenced in Article 3, above.

9.5. Debt Instruments. No debts shall be contracted on behalf of the corporation and no negotiable paper shall be issued in the name of the corporation, unless and except as authorized by the Board and in accordance with Section 6.2(b)(iii) of these bylaws. When specifically authorized by the Board, the designated officer(s) or agent(s) of the corporation may effect the specified loan(s) and advance(s) for the corporation within the specified period of time from any pre-approved bank, trust company or other institution, or from any pre-approved firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the corporation and when authorized by the Board, as security for the payment of such loans, advances, indebtedness and liabilities of the corporation, may pledge, hypothecate or transfer any and all pre-approved stocks, securities and other personal property then held by the corporation and to that end endorse, assign, and deliver the same.

9.6. Expenditures. All expenditures shall be made in accordance with the corporation's annual budget as approved and/or amended by the Board.

## ARTICLE 10. CORPORATE RECORDS AND REPORTS

10.1. Maintenance of Corporate Records. The corporation shall keep at its principal office in the County of Mendocino, State of California:

(a) Minutes. Minutes of all meetings of the Board and of committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Accounts. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses. This duty to account does not, however, require the corporation to regularly obtain appraisals of its real and/or other property. Every Director

shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make summaries of documents.

(c) Annual Audit. An annual audit of the corporation shall be performed by a certified public accountant, who shall be provided with the applicable auditing and reporting procedures of the corporation. The audit shall encompass any and all corporation funds and shall be submitted to District's Board of Trustees and to the Board of Governors. The audited financial statements shall be available upon request to all members of the Board, to existing and potential donors and to any member of the public.

10.2. Annual Report. The President shall furnish annually to all Directors a written financial report regarding the corporation. Such report shall include the assets and liabilities, principal changes in assets and liabilities, revenue or receipts, and expenses or disbursements of the corporation during the fiscal year. Such annual report shall be available upon request to existing and potential donors and to any member of the public.

## ARTICLE 11. FISCAL YEAR

11.1. Fiscal Year. The fiscal year of the corporation shall begin the first day of July and end on the last day of June in each year.

## ARTICLE 12. AMENDMENT OF BYLAWS

12.1. Amendment. Subject to the review of the District's Board of Trustees and any provision of law applicable to the amendment of the bylaws of a public benefit nonprofit corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present and which is noticed in accordance with the Brown Act.

## ARTICLE 13. AMENDMENT OF ARTICLES

13.1. Amendment of Articles. Any amendment of the articles of incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present and voting at which a quorum is present and which is noticed in accordance with the Brown Act.

## ARTICLE 14. CONFLICT OF INTEREST

14.1. No Conflicts of Interest. No Director shall act, either by motion, second, deliberation or vote, or have influence in any way on any matter brought before the Foundation through its committees or to the Board of Directors, or otherwise, when such matter will, or might, result in a direct or indirect personal or financial gain to such Director. No member of the Foundation's Board of Directors shall be financially interested in any contract or other transaction entered into by the Foundation except as permitted by law. No Director shall utilize any information, not a matter of public record, which is received by the person by reason of his or her membership on the Board, for personal pecuniary gain, regardless of when the gain is realized.

WRITTEN CONSENT OF DIRECTORS AMENDING BYLAWS

We, the undersigned, are all of the persons named as Directors of the Mendocino College Foundation, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the Directors adopt the foregoing amended bylaws.

Dated: 12/12/17

Charley Myers, President

Marilyn Harden, Vice President

Arturo Reyes, Secretary/Treasurer

Richard Cooper, Immediate Past President

Brian Carter, Director

Greg Cavalin, Director

Jerry Chaney, Director

Channing Cornell, Director

Linda Chapman, Director

Donald Coursey, Director

Mark DeMeulenaere, Director

Jay Epstein, Director

Jamey Gill, Director

Tom Herman, Director

Tod Kong, Director

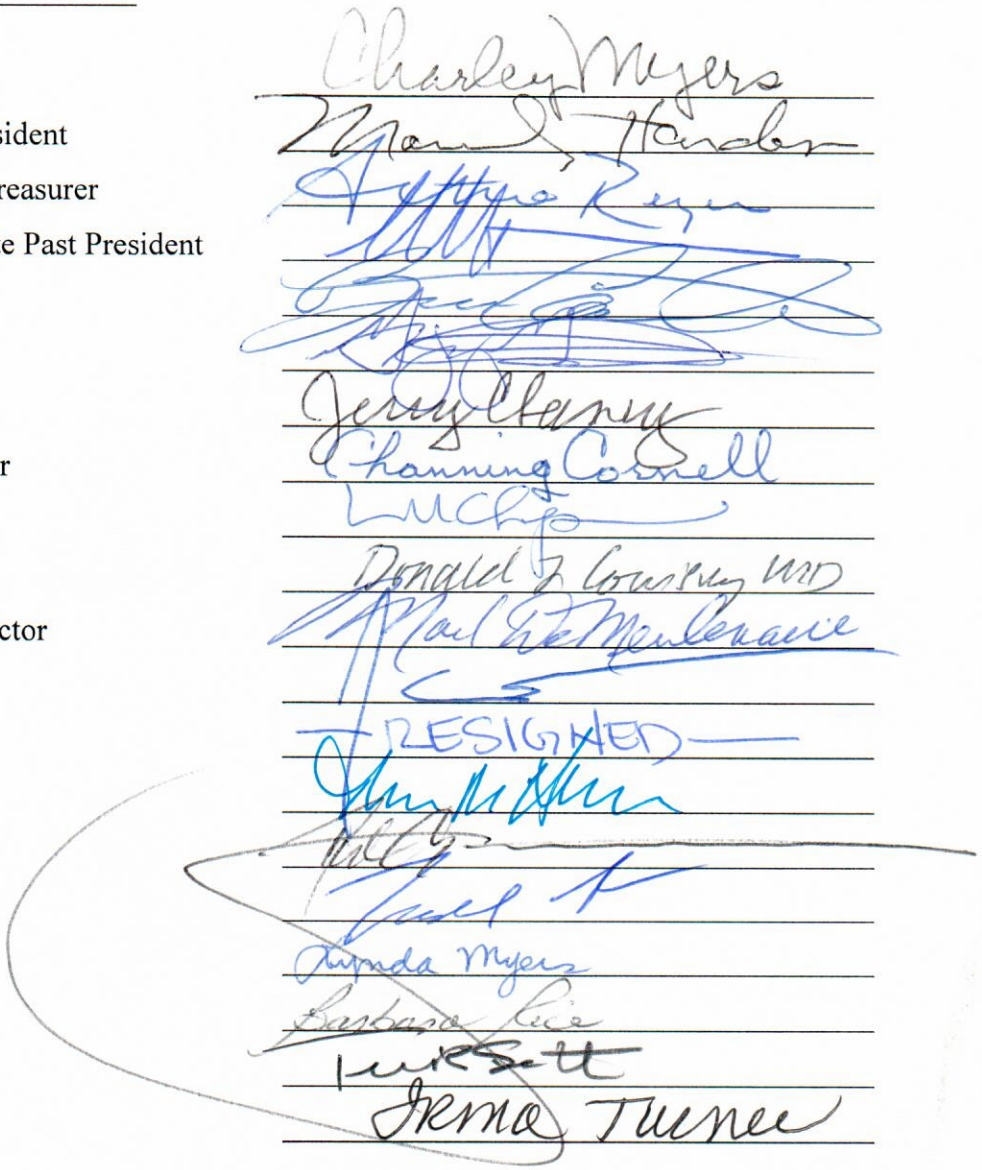
Todd McMahon, Director

Lynda Myers, Director

Barbara Rice, Director

Travis Scott, Director

Irma Turner, Director



CERTIFICATED

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such Bylaws were duly amended by the Board of Directors of such corporation on the date set forth above.

Dated: 12/12/17

Secretary/Treasurer