



BYLAWS OF Disability Network West Michigan Counties OF LAKE, MUSKEGON, MASON, NEWAYGO, & OCEANA

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**ARTICLE I
OFFICES, PURPOSE AND POWERS**

Section 1.1 -- OFFICE: The principal offices of Disability Network West Michigan shall be in the County of Muskegon.

Section 1.2 -- PURPOSE AND POWERS: The purposes for which this Corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the Corporation.

Section 1.3 -- TAX EXEMPTION:

- A. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to a private individual, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
- B. No substantial part of the activities of the Corporation shall be the carrying on of partisan political activity; nor shall it in any manner or to any extent participate in, or intervene in, any political campaign on behalf of, or in opposition to any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- C. It is intended that the Corporation shall have tax exempt status from the federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), as an entity described under Section 501 (c) (3) of the Code and successor statutes and these Bylaws and the Articles of Incorporation of this Corporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.
- D. This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code and in furtherance of such purposes, shall be operated exclusively as an organization described in Section 501(c)(3) of the Code. In furtherance of such purposes, the Corporation may solicit and receive substantial financial support through gifts, contributions, and grants, and may hold, administer, convert, invest and reinvest, and manage such funds, and engage in any lawful activities within the purposes of which the Corporation is organized.

Section 1.4—Dissolutionment: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, or scientific purposes and which has established its tax exempt status under

section 501 (c) (3) of the Internal Revenue Code

ARTICLE II BOARD OF DIRECTORS

Section 2.1 -- POWERS: The affairs of the Corporation shall be managed by its Board of Directors, which shall have responsibility for the control and management of the property, funds and operations of the Corporation. The Board of Directors shall have full power and authority to do any and all acts and performs any and all functions that are not inconsistent with the laws governing the operations of the Corporation or with these Bylaws. The Board of Directors' powers shall include, without limitation, the power:

- A. To delegate, in the case of the absence or disability of any Officer or Director of the Corporation, the powers or duties of such office to any other Officer or to any Director until the absence or disability has ceased.
- B. To receive and act upon the budget as submitted by the Executive Director and to review and approve the Corporation's finances, costs and charges.
- C. To select the Officers of the Corporation in accord with the procedures set forth herein.

Section 2.2 -- NUMBER AND QUALIFICATION: The Board of Directors shall consist of no less than nine (9) and no more than thirteen (13) voting members.. Membership on the Board is open to all persons interested in promoting the goals and objective of Disability Network West Michigan. At least 51% of the board of directors shall be composed of persons with disabilities. The goal is to have representation from our defined service area.

Section 2.3—PROCESS for BOARD DIRECTOR NOMINATION to THE BOARD: It is intended that the Board of Directors provide representation from and for Disability Network West Michigan's defined service area. A. Individuals interested in promoting the goals and objectives of Disability Network West Michigan will be contacted by the Executive Director or designee to determine the person's level of interest and fit with the mission, vision, and goals of Disability Network West Michigan. B. If appropriate, the individual will then be interviewed by the Executive Director and the Board President or their designee(s). C. All potential new Board members will then attend one Board meeting prior to official nomination to the Board. D. The candidate will then be contacted to confirm his/her desire to have the nomination go forward. E. The candidate's name will then be presented at the next full Board meeting for election.

Section 2.4 -- TERM OF OFFICE: The officer's positions (president, vice president, treasurer and secretary) are two year terms. Directors shall serve for a term of two (2) years or until successors shall be appointed and take office. Directors appointed to unexpired terms shall serve for the period remaining in such terms or until a

successor(s) shall be appointed and take office. Directors may be elected to a maximum of three (3) successive full terms. After a Director has been elected to three (3) successive full terms, the Director may not thereafter be elected or appointed to another term until twelve (12) full months have elapsed from the time the Director completed his or her third successive term.

A Director may not be reelected to office if it will result in a continuous period of service as a Director exceeding seven (7) years. However, in case of resignations and unforeseen circumstances, a former Board member may be asked to resume his/her duties even if they have not been off the Board for 12 months. Unless otherwise designated by the Board, terms of office shall commence January 1.

Section 2.5 -- RESIGNATION AND REMOVAL: A Director may resign at any time by giving written notice to the President or to the Secretary of the Board of Directors (hereinafter called the "Secretary"). Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it. Directors may be removed at any time, with or without cause, by a majority vote of the Board of Directors. Appointments to fill unexpired terms shall be made in the manner set forth in Section 2.5 by the Board of Directors.

Section 2.6 -- MEETINGS OF DIRECTORS:

- A. Times and Places of Meetings: Meetings of the Board will be held at the time and place fixed by the Board.
- B. Yearly Meeting: Annually there will be a meeting of the Board for the purpose of: filling vacancies on the Board, electing Officers, and other purposes as necessary and appropriate. It shall be held in January of each year or at such other time and place as set by the Board of Directors.
- C. Regular Meetings: The Board of Directors shall meet regularly and at least quarterly.
- D. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President. The President/Chairperson shall be required to call a special meeting of the Board of Directors if any three (3) members of the Board of Directors request a special meeting in writing. The Chairperson may need to call for a vote prior to the board meeting next if this is the case, he/she can decide to call for a vote electronically, or by fax.
- E. Notice: Written notice of all meetings of the Directors stating the time, place and purposes of the meetings shall be given either personally or by mail to each Director not less than ten (10) nor more than sixty (60) days prior to the date fixed for the meeting.
- F. Quorum: Majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such quorum is present at a meeting, a majority of the Directors

present may adjourn the meeting from time-to-time without further notice.

- G. Voting: At each meeting of the Board of Directors, each voting Director shall be personally entitled to cast one vote on all matters presented to the Board for its approval. A board member wishing/needing to vote by proxy shall do so by notifying the Board President in writing 7 days in advance of board meeting their desire of their vote.
- H. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. A consent resolution, approved in writing by all members of the Board of Directors, shall be valid and binding as if said resolution were passed at a meeting called pursuant to these Bylaws.
- I. Attendance at Meetings: Directors are expected to attend regularly all meetings of the Board of Directors and of their respective assigned committees. A member of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting in this manner shall constitute presence at the meeting, and votes cast by persons participating in this manner shall be counted as if they had been cast at the meeting. Should a Director fail to attend at least two-thirds (2/3) of regular, special and committee meetings during any twelve (12) month period, the President of the Board shall meet with the Executive Committee to review that Director's attendance and to recommend a course of action which may include removal from the Board. Consecutive absences that accumulate to meet the 2/3 rule may be addressed by the President during the 12 month period. For purposes of determining whether a Director is subject to review and/or removal from the Board, the attendance reflected in the minutes of the meetings during the relevant twelve (12) month period shall be conclusive.
- J. Rules: The Board of Directors may adopt rules governing its procedures, not inconsistent with these Bylaws, which may be amended or modified by the Board of Directors at any meeting without advance notice.
- K. Additional Advisors: The Board of Directors or the President may invite additional individuals with expertise in a pertinent area to meet with and assist the Board of Directors. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Board of Directors by majority vote of the Directors present.
- L. Written Notice: Written notice is defined as hand written or typed letters, faxes or electronic communication.
- M. Waiver of Notice: Any Director may waive notice of any meeting. The

attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III OFFICERS AND EXECUTIVE DIRECTOR

Section 3.1 -- OFFICERS: The Officers of the Corporation shall be the President of the Board, Vice-President of the Board, Secretary of the Board, Treasurer of the Board, Executive Director, and the Board of Directors may deem such other Officers and Assistant Officers as necessary.

Section 3.2 -- ELECTION AND TENURE: The Officers of the Corporation shall be elected by the Board of Directors at the January meeting or at a special meeting by affirmative vote of the Majority of the Directors then in office. The officers shall hold office for a two (2) year term commencing at that meeting or until their successors are duly elected and qualified, unless removed sooner by the Board of Directors.

Section 3.3 -- RESIGNATION AND REMOVAL: Any Officer may resign at any time by giving written notice to the President of the Board or to the Secretary of the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it.

Any Officer elected or appointed by the Board of Directors may be removed by a simple majority vote of the Directors then in office whenever in the judgment of the Board of Directors the best interests of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.4 -- VACANCIES: The Board of Directors may fill any vacancy in any office at any regular meeting. Prior notification will be given to the Directors that the subject will be on the agenda at the meeting

Section 3.5 -- DUTIES OF OFFICERS:

- A. President: The President of the Board of Directors ("Chair") shall be the principal presiding Officer of the Corporation and shall preside at all meetings of the Board of Directors. The Chair shall be an Ex-officio, non-voting member of all committees, except the Nominating Committee. The Chair may sign on behalf of the corporation any documents or instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent, or is required by law to be otherwise signed or executed. He or she shall also perform all duties incident to the office of the Chair and such other duties as may be prescribed from time-to-time.
- B. Vice-President of the Board of Directors: The Vice-President of the Board of Directors ("Vice-Chair") shall perform such duties as may be assigned

by the Board of Directors or the Chair. In the absence of the Chair or in the event of an inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all of such powers of and be subject to all of the restrictions upon the Chair.

- C. Secretary of the Board of Directors: The Secretary of the Board of Directors ("Secretary") shall:
- (1) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 - (2) Keep a register of the post office address of each Director of the Corporation which shall be furnished to the Secretary by such person; and
 - (3) Perform all duties incident to the office of Secretary, and such other duties as from time-to-time may be assigned to him or her by the Board of Directors.

The Board of Directors may designate a nonmember Assistant Secretary to act as Recording Secretary for recording proceedings of the Board of Directors.

- D. Treasurer: The Treasurer shall ensure that a true and accurate accounting is made of the Corporation's financial transactions and that reports of such transactions are presented to the Board. The Treasurer shall perform any other duties assigned to him or her by the Board of Directors.
- E. Executive Director: The Executive Director shall be qualified by education, training and experience for the position and shall be selected by the Board of Directors. The Executive Director shall have the authority to direct and administer all the activities of the Corporation, subject to such policies as may be adopted by the Board of Directors or any committees to which the Board of Directors has delegated power for such action. The Executive Director or others designated by the Board of Directors shall be authorized to sign corporate checks or drafts or other documents on behalf of the Corporation pursuant to Financial Policy. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. The Executive Director shall have no set term of office and shall serve in that capacity at the pleasure of the Board and for whatever term the Board determines. The Executive Director Shall:
- (1) Be responsible for the implementation of all policies established by the Board of Directors;
 - (2) Be responsible for selecting, employing, controlling and discharging

employees and other resource people the Board deems necessary:

- (3) Be responsible for the maintenance of all the physical properties of the Corporation for the purpose of ensuring that they are kept in good repair and in good operating condition;
- (4) Submit regular reports to the Board of Directors and its authorized committees on the overall activities of the Corporation;
- (5) Organize the administrative functions of the Corporation, delegate duties, and establish formal means of accountability on the part of subordinates;
- (6) Issue and receive grant requests and applications and forward them to the Board;
- (7) Gather information regarding grant projects, monitor approved grants and grant projects;
- (8) Monitor investments, collect investment data;
- (9) Perform any other duty within the express or implicit terms of the duties hereunder that may be necessary for the best interest of the Corporation.
- (10) Attend in person all meetings of the Board of Directors as a non-voting member.
- (12) Perform such other duties as may be required by any contract or as the Board of Directors shall from time-to-time direct.

Section 3.6 – PUBLIC COMMUNICATIONS: the President and Executive Director shall be the official spokespersons for Disability Network West Michigan. It shall be the obligation of Disability Network West Michigan Board members and employees to defer from making public comments regarding Disability Network West Michigan policies and positions on issues of public concern, except when these duties are delegated to Board members by the Board or to employees by the Executive Director. Should any issue or situation arise where the Board has not formally taken a position on an issue, the President or Executive Director shall, if practical, first present the issue to the Board or Executive Committee before making a public statement.

ARTICLE IV COMMITTEES

Section 4.1 -- NOMINATING COMMITTEE: The Administration Committee shall have the responsibilities of the Nominating Committee. The Committee shall submit to the Board of Directors a list of its nominees for the Officers of the Corporation prior to the annual meeting of the Board of Directors.

Section 4.2 -- COMMITTEES: The Board of Directors will establish committees to carry out the purposes of the Corporation. Such committees shall serve as long as the purpose for which they were created exists unless dissolved by the Board of Directors. A member of the Board of Directors shall serve as Chair of any committees and shall be responsible to report to the Board of Directors with regard to the activities of the Committee. Membership of such committees shall include such additional members of the Board and such other persons, as the Board of Directors deems advisable. The purposes and authority of such committees shall be as set forth in the action creating the committee. The current President of the Board shall not serve as chair of any committee.

Section 4.3 -- APPOINTMENT AND TENURE: The Board shall appoint Directors and others, such as administrative staff members, professional advisors and other interested persons, to serve as members of the committees. Except as otherwise provided, members of the committees shall continue as such until the next meeting of the Board of Directors or until their successors are appointed.

Section 4.4 -- QUORUM: Except as otherwise provided, a majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.5 -- MEETINGS AND NOTICES: Except as otherwise provided, the Chair of the Board, the Executive Director, or the Chair of the committee may call meetings of a committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings.

Section 4.6 -- RESIGNATIONS AND REMOVALS: Any member of a committee may resign at any time by giving notice to the Chair of the committee or the Secretary of the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or any later time specified in it. Members of the Executive Committee may be removed at any time by a majority vote of the members of the Board. The Chairman of the Board may, with prior approval of the Board, remove any appointed member of any other committee.

Section 4.7 -- VACANCIES: A vacancy on a committee shall be filled for the unexpired portion of the term in the same manner in which original appointment to such committee is made.

ARTICLE V INDEMNIFICATION

Section 5.1 -- INDEMNIFICATION OTHER THAN IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION: Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was either a director, officer, employee, non-director volunteer, agent of the Corporation or a person described in Section 5.8 of this Article V shall, to the extent authorized under Section 5.4, be indemnified by the Corporation against expenses (including without limitation attorneys' fees, judgments, penalties, fines, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of no contender or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 5.2 -- INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION: Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was either a director, officer, employee, non-director volunteer or agent of the Corporation or a person described in Section 5.8 of this Article V shall, to the extent authorized under Section 5.4, be indemnified by the Corporation against expenses (including without limitation attorneys' fees, judgments, penalties, fines, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless the court in which such action or suit has been brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity, in which event that person shall be indemnified only for such expenses which the court shall deem proper.

Section 5.3 -- PARTIAL INDEMNIFICATION: To the extent that any person described

in Section 5.1 or Section 5.2 has been successful (on the merits or otherwise) in defense of any action, suit or proceeding referred to in Section 5.1 or Section 5.2 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified by the Corporation to the extent authorized under Section 5.4 against expenses (including without limitation attorney's fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection therewith.

Section 5.4 -- AUTHORIZATION OF INDEMNIFICATION: Any indemnification under Sections 5.1, 5.2 or 5.3 of this Article shall (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any person described in Section 5.1 of this Article V is proper in the circumstances because he or she has met the applicable standard of conduct set forth within this Article. Such determination shall be made:

- A. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- B. if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel (who may be the regular counsel of the Corporation) in a written opinion.

Section 5.5 -- ADVANCING OF EXPENSES: Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 5.1 or 5.2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in Section 5.4 upon receipt of a pledge made by or on behalf of any person described in Section 5.1 of this Article V to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by this Article.

Section 5.6 -- INDEMNIFICATION HEREUNDER NOT EXCLUSIVE: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any Bylaw, agreement, vote indemnification may be entitled under any Bylaw agreement, vote of disinterested Directors, or otherwise. The right to indemnification under this Article shall continue as to any person described in Section 5.1 of this Article VII and shall inure to the benefit of his or her heirs, executors, and administrators.

Section 5.7 -- INSURANCE: The Corporation may purchase and maintain insurance on behalf of any person described in Section 5.1 of this Article V who is or was serving at the request of the Corporation as a director, officer or a person described in Section 5.8 of this Article V of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 5.8 -- ADDITIONAL INDEMNIFICATION: The Board of Directors may from time-to-time designate by resolution offices and administrative or other positions within

the Corporation or other organizations affiliated with the Corporation, which offices or positions shall qualify for indemnification under this Article. Persons holding such designated offices or positions shall be indemnified by the Corporation pursuant to this Article VI to the full extent that they would qualify for indemnification if such offices and positions were expressly listed in Section 5.1 and Section 5.2 of this Article and qualified for indemnification under those Sections. The rights of persons holding such offices and positions shall be contractual, and no subsequent Board resolution or amendment to these Bylaws shall be effective to curtail or limit the Corporation's indemnification obligation for actions taken by any person holding such offices and positions prior to the adoption of that resolution or amendment.

ARTICLE VI GENERAL PROVISIONS

Section 6.1 -- ANNUAL REPORT: Within a reasonable period of time after the close of each fiscal year, the Executive Director shall submit to the Board of Directors an annual report that shall contain:

- A. A financial statement for the Corporation's immediately preceding fiscal year;
- B. A copy of the capital budget and the operating budget for the Corporation's current fiscal year.
- C. A schedule of proposed major activities for the current fiscal year.

Section 6.2 -- DUALITY OF INTEREST: Any Director, Officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

For the purposes of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she or a member of his or her immediate family or business partner or associate is the party (or one of the parties) contracting or dealing with the corporation, or if he or she or a member of his or her immediate family or business partner or associate is a director or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the corporation, or if he or she is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

Section 6.3 -- GENERAL LIABILITY: No officer or committee of this Corporation or other person shall contract or incur any debts in behalf of the corporation other than in the regular course of his or her employment, or in any other way render it liable unless authorized by the Board of Directors. No officer, committee or other person is authorized to promise moral or financial support of any charitable or other objective without the approval of the Board of Directors.

Section 6.4 -- FISCAL YEAR: The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 6.5 -- PROCEDURE: The Board of Directors and committees established by the Board may adopt rules of procedures that shall not be inconsistent with these Bylaws.

Section 6.6 -- SEAL: The Board of Directors may adopt a Corporate Seal.

ARTICLE VII AMENDMENTS TO BYLAWS

Any board member may initiate an amendment to these By-Laws. Any amendment must be approved by a quorum vote of the Board of Directors before it shall be deemed as official. A written meeting notice with a copy of the proposed amendment must be provided to all Board members at least ten days before the amendment may be voted on.

APPROVED BY THE BOARD OF DIRECTORS:

October 30, 2019



Secretary of the Board of Directors