

Exterior Design Institute (EDI) By-Laws

ARTICLE I: NAME

The name of the organization shall be the Exterior Design Institute (EDI), a nonprofit 501c3 organization.

ARTICLE II: STATEMENT OF PURPOSE (Mission Statement)

To improve the general level of human health and safety in any building while reducing the cost of building repairs, downtime and liability claims. This mission is achieved through educational programs teaching proper building design and proper materials installation. Individuals directly receiving EDI educational materials and programs are: building and home owners, architects and design professionals, engineers, applicators and installers, general contractors, materials suppliers, attorneys, and all categories of building inspectors.

ARTICLE III: PRINCIPAL OFFICE

Section 1: Principal Office

The principal office of the corporation is located in Clark County, Las Vegas, Nevada.

Section 2: Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE IV: MEMBERSHIP

Section 1: Membership

There is no limit to the size of any membership category of this organization. To become a member of any category, an individual must submit a completed application, agree to the EDI Code of Ethics by signature, pay the requisite dues and application fee, satisfy the requirements of these By Laws, and be approved by a majority vote of the Board of Directors (BOD).

Section 2: Membership Categories

A. General Member

An applicant for General Membership should have a high school diploma or GED, and six months experience in at least one facet of the building industry. Any on-line or classroom courses, training or seminars in the building industry can be substituted for field or work experience to satisfy this requirement. Individuals in the general membership category have all the rights of membership including the right to vote at general membership meetings, the right to volunteer for committee positions and are eligible to apply for an officer or board position.

B. Life Member

A Life Membership may be applied for by a simple email to the Board of Directors by any General Member and granted by majority vote of the Board of Directors. The applicant must have been an active EDI general member for at least 20 years, and has contributed by serving on EDI Committees and/or held an Officer position and/or held a Board position and/or has served as an instructor. The Life Member has all General Membership rights without paying annual dues.

C. Associate Member

The Associate Member Category is a non-voting class of membership and was created for individuals who wish to support EDI and it's mission and receive member communications and updates. Associate Members may serve on committees, but not Chair a committee. Associate Members may not hold an Officer or Board position. Applicants for the Associate Member Category complete an application and pay the dues and application fee and are automatically accepted.

Section 3: Dues and Admissions

A. Annual dues per membership per year shall be set each year by the Board of Directors. Dues shall be due and payable on the anniversary of the application date.

B. Members will receive an invoice for their annual dues 30 days prior to the due date. Members failing to pay their dues will receive a reminder by email and/or USPS when 30 days delinquent. A second reminder will be sent at 45 days delinquent. At 60 days delinquent the member will receive notice that his or her membership has lapsed and will be removed from the EDI membership.

C. A lapsed membership may be reinstated by payment of the current year dues in full.

ARTICLE V: GOVERNMENT

Section 1: Policies and powers of the Board of Directors

The Board of Directors shall determine the policies of the Association within the limits of the By-Laws. It may adopt such rules and regulations as are required to conduct business for and on behalf of the Organization.

Section 2: Board Makeup

A. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and at least (1) Director but no more than three (3) Directors. The President only votes if there is tie.

B. The term of office for the officers and directors of the Association shall be two (2) years. The President and Treasurer shall be elected in odd years. The Vice-President and Secretary shall be elected in even years. The term of office shall commence on January 1.

Section 3: Committees

The President, with Board approval, shall appoint all standing and temporary committees of the Organization as he/she shall determine necessary to carry out the purpose and objectives of the Organization. All committees report to the Board of Directors.

Section 4. Recommended Standing Committees

A. Education: Charged with creating all of the education coursework and materials including on-line, live classes and all educational electronic and hard copy materials.

B. Membership: Charged with processing applications for membership and for marketing the benefits of EDI membership, educational programs and certifications.

C. Ethics: Charged with investigating ethics complaints.

D. Website: Charged with monitoring the website and making recommendations for upgrades and improvements over time.

E. Finance: Reviews the quarterly balance sheet and compares it to the budget. Highlights substantial differences and makes recommendations for budget revisions. Alerts the Board of to any significant deviations or discrepancies.

Section 5: Executive Director

Each candidate for the paid position of Executive Director shall have his or her qualifications reviewed and vetted before the being discussed and finally

voted on by the Board of Directors. The position of Executive Director has the responsibility of running the day-to-day operations of EDI. These responsibilities include, but are not limited to, oversight of communications with members, office operations, processing of applications and collection of dues, scheduling on-line and live seminars, managing publications, seeking sponsors, applying for grants, and all other duties that may fall under the Executive Director role.

Section 6: Finances

Contracts, checks, drafts, notes, and other instruments necessary to be executed by EDI shall be signed by anyone of the following: President, Treasurer or Executive Director. Any single transaction exceeding \$2500.00, or any contract with an annual expenditure exceeding \$2500.00 must have pre-approval by the Board of Directors.

Section 7: Quorum

A. Four Board members shall be the minimum to constitute a quorum at a meeting of the Board of Directors.

Section 8: Vacancy

In the event of a vacancy on the Board occurring, the Board of Directors shall fill the vacancy by selection from the General or Life Membership for the unexpired portion of the term.

A. No more than one (1) person from anyone (1) family shall hold an officer position or Board position at anyone time.

B. No Officer or Board member or the Executive Director shall make any major decisions or enter into binding negotiations that greatly affect the activities of the EDI without prior informing and receiving the approval of the Board of Directors, either face to face or by phone conference or email.

C. Board meetings shall be called by the President at any time as needed to conduct business for the organization. Board meetings will be conducted monthly at a minimum.

Section 9: Duties of the President and Vice President

The President shall be the chief executive officer of the corporation and unless another person is specifically appointed as chairperson of the board of directors, the president shall preside over all meetings of the board - and if this corporation has members, at all meetings of the members. He or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The Vice President shall assist the President in matters of the business of the corporation and preside in his or her absence.

Section 10: Duties of the Secretary

The secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date. He or she shall keep at the principal office of the corporation or at such other place as the board may determine, the books of the corporation's true minutes of the proceedings of all meetings as well as a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

He or she shall safely keep in his or her custody the seal of the corporation and shall have authority to affix it to all instruments where its use is required.

He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Section 11: Duties of the Treasurer

1. The treasurer shall have custody of all corporate funds and securities and shall keep in the books belonging to the corporation full and accurate accounts of all the corporation's properties and business transactions, receipts, disbursements, assets, liabilities, gains, and losses. He or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in the depositories designated for that purpose by the Board of Directors.
2. He or she shall disburse the funds of the corporation as may be ordered by the board, taking proper vouches for the disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the corporation.
3. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
4. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article VI: Duties of the Board of Directors

All corporate powers of a nonprofit corporation are generally managed by the directors of the corporation. Directors must be mindful of the general standard of care to which they will be held in discharging their duties. As is the case with directors of for-profit corporations, directors of nonprofit corporations are permitted to rely on information, opinions and reports, including financial statements and data, prepared or presented by legal counsel, public accountants, or other experts which the directors reasonably believe are competent.

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

ARTICLE VII: INDEMNITY OF OFFICERS AND DIRECTORS

The Organization (EDI) shall use the powers set forth by the laws of the State of which it is incorporated, to indemnify its Officers and Directors.

ARTICLE VIII: MEETINGS

Place of Meeting: Any or all meetings of the Board of Directors of this corporation may be held within or outside the State of Nevada at an EDI office or reserved meeting room, or held virtually through electronic means with the Directors at remote locations.

Section 1: Annual Meeting

An Annual Meeting of the Board of Directors shall be held in each year in the month of September, one of the purposes of which shall be the election of a Board of Directors. If directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 2: Organization Meeting of Board

At the place of the annual meeting of Board of Directors and immediately following the meeting, the Board of Directors as constituted upon final adjournment of the annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before them provided, that the organization meeting in any year may be held at a different time and place than that provided, by consent of a majority of the directors of the new board.

Section 3: Regular Meetings

Regular meetings of the Board of Directors shall be held not less frequently than once in each month at the time and place as the Board of Directors shall determine. No notice of regular meetings of the board shall be required. Virtual meetings using video, computer and audio equipment is permitted.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by the chairperson of the board, the president, a director, the secretary, the treasurer, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Notice of special meeting shall be by written notice by mail of the time, place and purpose to each director. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Action taken at any meeting shall not be invalidated for want of notice if the notice is waived as provided.

Section 5: Notices and Mailing

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meeting of the Board of Directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings. At least one (1) week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Each notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. Every notice shall be deemed duly served when it has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her or its last address appearing upon the membership record of this corporation.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 6: Quorum for Meetings

Presence in person, four members of the Board of Directors of this corporation shall constitute a quorum at any meeting. In the event a quorum is not achieved by the board at any meeting, the only motion which the chair shall entertain at such meeting is a motion to adjourn. *Note:* No proxy shall be deemed operative unless and until signed by the director and filed with the corporation.

Section 7: Action by Unanimous Written Consent

If and when the directors severally or collectively consent in writing to any action to be taken by the corporation, that action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 8: Power to Make Bylaws

The Board of Directors shall have the power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the directors, provided, that the board shall not make or alter any bylaw or bylaws fixing the qualification, classifications or term of office of any member or director of the then existing board.

Section 9: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 10: Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

Section 11: Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii) , which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" as defined in Section 4958 (f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations :
 - i. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - ii. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - iii. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - iv. Has no material financial interest affected by the compensation arrangement; and
 - v. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member
- c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - i. Compensation levels paid by similarly situated

organizations, both taxable and tax-exempt, for functionally comparable positions;

- ii. The availability of similar services in the geographic area of this organization;
- iii. Current compensation surveys compiled by independent firms;
- iv. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

- a. The terms of the compensation arrangement and the date it was approved;
- b. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
- c. The comparability data obtained and relied upon and how the data was obtained;
- d. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
- e. If the board or committee makes adjustments to comparability

data due to geographic area or other specific conditions, these adjustments and reasons for them shall be recorded in the minutes of the board or committee meeting;

- f. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction such as a notation in the records that after a finding of conflict of interest by a member, the member was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement;
- g. The minutes of board or committee meeting at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements.
- h. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 12: Gifts

This provision highlights the board's right to accept contributions or gifts to the corporation, subject to the general caveat that the contribution or gift must be made for use toward the general or special purposes of the corporation.

The board might be restricted in its ability to accept contributions which might be inconsistent with the corporation's strategic plan, such as when a donation is offered on the condition that the corporation embark on a new program that may conflict with its ability to perform its existing obligations.

When a contribution, gift or grant is received by a nonprofit in return for admissions, merchandise, services performed, or facilities furnished they are/can be considered gross receipts from exempt- purpose activities and are subject to the \$5,000 or 1% limitation.

ARTICLE IX: CONFLICTS-of-INTEREST

Section 1: Statement of Conflict-of-Interest Policy

This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. No employee, officer, director or agent shall perform services for a competitor organization, if this could result in a conflict-of-interest situation.

Should you wish to perform services for a competitor organization you shall disclose this information to your supervisor (or in the case of a director, to the board), including the name of the organization, the services to be performed, and the estimated time necessary for performance. Written permission must be obtained from the board of directors before the services can be performed.

No employee, officer, director, or agent shall participate in the selection, award or administration of a contract, where, to his or her knowledge, the employee, officer, director, or agent or his or her immediate family or partner has a financial interest. The financial interest must be fully disclosed to the board prior to selection process. If the board in its sole and absolute discretion, determines that there is a potential conflict of interest, permission shall be denied.

Section 2: Definitions

Following are definitions of terms used in these Bylaws:

- a. Interested Person: Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(£)(1) of the Internal Revenue Code and as amplified by Section 53,4958-3 of the IRS Regulations, who has a direct or indirect financial interest, is an interested person .
- b. Financial Interest: A person has a financial interest, either directly, or indirectly, through business, investment or family if:
 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
 2. A compensation arrangement with the corporation or with any

entity or individual with which the corporation has a transaction or arrangement or,

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- c. Immediate Family: Immediate family shall include: husband, wife, mother, father, sister, brother, son, daughter, mother-in-law, father-in-law, son-in-law, daughter-in-law, sister-in-law, and brother-in-law.
 - d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Conflict of Interest Avoidance Procedures

Conflicts of Interest should be avoided with following procedures:

- a. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members or committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Violations of the Conflicts of Interest Policy
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE X: CONDUCT

Section 1: Membership Termination

Any member conducting herself/himself in a manner unbecoming a member of EDI as determined by the Ethics Committee and affirmed by the Board of Directors, shall be subject to expulsion. The member will be notified immediately that the expulsion action will be taken. Upon expulsion a member shall be eligible for a refund on a pro-rata basis for the remaining membership dues.

ARTICLE XI: LIABILITY

Section I: Accident and Theft

- a. As a condition of membership in EDI, each person shall sign a statement, included in the application, which protects EDI and the Officers, Directors and the members from being liable in the event of injury or loss.
- b. Members are responsible for the conduct of any guests they bring or invite to an EDI function.

ARTICLE XII: CONSTRUCTION AND TERMS

- a. If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.
- b. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- c. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.
- d. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time or to corresponding provisions of any future federal tax code.

ARTICLE XIII: IRS 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1: Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(3)(c) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(3)(c) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:

- 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;

2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code and

5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIV: CORPORATE RECORDS, REPORTS, AND SEAL

Section 1: Maintenance of Corporate Records

The Corporation shall keep at its principal office and provide a copy of, the following documents to the registered agent of record;

- a. Minutes of all meetings of directors, and committees of the board of all meetings of members, 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. 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;
- c. A record of its members, indicating their names and addresses and, if applicable, the termination date of any member;
- d. A copy of the corporation's articles of incorporation and by laws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2: Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3: Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by 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, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 4: Periodic Reviews and Annual Reports

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects;

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
- c. The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Section 5: Use of Outside Experts

When conducting the periodic reviews, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not release the governing board of its responsibility for ensuring periodic reviews are conducted.

**ADOPTION
OF BYLAWS**

We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, as the bylaws of this corporation.

Dated: Jan 7, 2021

By: Steve Sepless

By: W. P. ...

By: Ron ...

By: Dennis L. Rose

By: Cliff ...