

FIFTH AMENDED BY-LAWS
OF
HANCOCK COUNTY 4-H CLUB AGRICULTURAL ASSOCIATION, INC.

ARTICLE I
General

Section 1. Name. The name of the corporation is Hancock County 4-H Club Agricultural Association, Inc., (hereinafter referred to as the "Corporation").

Section 2. Address. The post office address of the Corporation's registered office is 620 Apple Street, Greenfield, Indiana 46140.

Section 3. Fiscal Year. The fiscal year of the Corporation will begin on the first day of November and end on the last day of October next succeeding.

Section 4. Parliamentary Procedure. Except as specifically stated in the Corporation's Articles of Incorporation and these by-laws as amended or restated, the most recent revised version of Robert's Rules of Order will be applicable to the parliamentary procedures of the Corporation.

Section 5. Purposes. The Corporation is formed for the following purposes:

- (a) Promotion and improvement of agriculture and home economics in Hancock County, Indiana, and will include, but not be limited to:
 - (1) Responsibility of securing adequate finances for the 4-H Club program and adult phases of the county fair;
 - (2) To receive monies and expend them for 4-H Club Work and adult activities relating to the County fair;
 - (3) To lease, own, or manage and develop fairgrounds and its facilities;
 - (4) To plan and carry out a County Fair in cooperation with 4-H adult leaders and other interested groups;
 - (5) To secure sponsors for local or county 4-H achievement programs;
 - (6) To secure sponsors for various phases of Club Work in cooperation with the 4-H Adult Leaders group; and
 - (7) To serve as policymaking authority for Hancock County 4-H programs.
- (b) To transfer funds, at the discretion of the Board of Directors, to any other qualified charitable entity having Section 501(c)(3) of the Internal Revenue Code status which has the duty to expend said funds in principal or interest for the benefit of the Corporation.
- (c) In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Indiana General Not-for-Profit Corporation Act.

ARTICLE II
Membership

Section 1. Voting Members. The Corporation will have one (1) class of voting members. No dues will be required of members except as provided for by an affirmative vote of the members at the annual meeting. Members must be at least eighteen (18) years of age. Members may be admitted at such times and places as determined by the Board of Directors but not less than once each year at the annual meeting of members. Any person interested in advancing the purposes of the Corporation is eligible for membership regardless of such person's county of residence. Prior to admission, members will provide their legal name, residence address, mailing address, township of residence and any other pertinent information required by the Board of Directors and will update such information with the Corporation's Secretary within thirty (30) days of any changes thereto. The members will elect all Directors of the Corporation in such manner as set forth in the By-laws.

Section 2. Non-Voting Members. The Corporation will have no classes of non-voting members except as provided in these by-laws as amended or restated.

ARTICLE III
Meetings and Members

Section 1. Place of Meeting. Any or all meetings of the members and of the Board of Directors of this corporation will be held within the State of Indiana.

Section 2. Annual Meeting of Members. An annual meeting of the members will be held no later than the 30th of November, one of the purposes of which will be the election of a board of directors.

Section 3. Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time and place of such meeting will be mailed; as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Delayed Annual Meeting of Members. If, for any reason, the annual meeting of the members will not be held prior to November 30th herein before designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided however, that the notice of such meeting will be the same herein required for the annual meeting, namely, not less than a ten (10) day notice.

Section 5. Order of Business at Annual Meeting of Members. The order of business at the annual meeting of the members will be as prescribed by the presiding officer at his discretion.

Section 6. Special Meeting of Members. A special meeting of the members may be called at any time by the President, or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the board of directors, the secretary or an acting secretary will prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by the stamped, typewritten or printed signature of the secretary.

Section 7. Notice of Special Meeting of Members. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting will be mailed and emailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice will be transacted at such meeting.

Section 8. Voting. At any meeting of the members, every member having the right to vote will be entitled to vote in person, or by proxy executed in writing by the member or a duly authorized attorney in fact. In the absence of a limitation to the contrary contained in the proxy, the same will extend to all meetings of the members and will remain in force one year from its date, and no longer. On all matters submitted to vote at any annual or special meeting of the members, all members of the Corporation will have the same and equal voting rights and will be entitled to only one (1) vote.

Section 9. Quorum and Voting. A quorum for the transaction of any business properly to come before the members will consist of fifteen (15) members present at any meeting thereof. Except as otherwise provided in the Articles of Incorporation or by-laws, the act of a majority of the members present at a meeting at which a quorum is present will be the act of the members.

Section 10. Organizational Meeting of Board. At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting will convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organizational meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

ARTICLE IV
Board of Directors

Section 1. Generally. The affairs of the corporation will be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these By-Laws. The Board of Directors will be increased from twelve (12) members to fifteen (15) members serving the following districts beginning November 18, 2024. Whereas all directors will be nominated and elected in the same manner:

- (a) District 1. District 1 will consist of Brown, Green, and Vernon Townships, Hancock County, Indiana, and two (2) Directors will serve District 1 with each being a resident of one of the District 1 townships both at the time of election or appointment and during the entire term of his or her service;
- (b) District 2. District 2 will consist of Buck Creek, Center and Jackson Townships, Hancock County, Indiana, and two (2) Directors will serve District 2 with each being a resident of one of the District 2 townships both at the time of election or appointment and during the entire term of his or her service;
- (c) District 3. District 3 will consist of Blue River, Brandywine, and Sugar Creek Townships, Hancock County, Indiana, and two (2) Directors will serve District 3 with each being a resident of one of the District 3 townships both at the time of election or appointment and during the entire term of his or her service;
- (d) District 4. At Large Directors will consist of six (6) Directors with each residing in any of the townships in Hancock County, Indiana, both at the time of election or appointment and during the entire term of his or her service. With the exception that up to two (2) at large directors may reside in any of the counties surrounding Hancock County.
- (e) District 5. District 5 will consist of three (3) 4-H adult club leaders or Project Superintendent in Hancock County, Indiana, who need not reside in Hancock County, Indiana, but must serve as a 4-H adult leader or Project Superintendent in Hancock County, Indiana, both at the time of election and during the entire term of service;
- (f) Any District vacancies that have no candidates within the District may be filled as an additional District 4, At Large position, until at such time as term limit has been met.

The Hancock County Extension Educator working directly with the 4-H Club Program and the Hancock County, Indiana, Junior Leader President or his designated representative will serve as ex-officio members of the Board of Directors. Directors must be at least eighteen (18) years of age at the time of election or appointment to serve. Directors must be voting members of the Corporation for at least three (3) months prior to election or appointment and will have such other qualifications as these by-laws may prescribe. Prior to election or appointment, directors will provide their legal name, residence address, mailing address, township of residence and any other pertinent information required by the Board of Directors and will update such information with the Corporation's Secretary within thirty (30) days of any changes thereto. All members of the board of directors are subject to a vetting process.

Section 2. Election of Directors and Term Limits. The election of members of the Board of Directors will be governed by the Corporation's Articles of Incorporation as amended or restated. Nominations for Director may always be made from the floor subject to the nominee otherwise qualifying for such position. The term of office of Directors will be three (3) years; however, no person may serve as a director for a period exceeding six (6) consecutive years except that the maximum term of a Director appointed to serve a vacancy created to fill an unexpired term of a previous Director will be calculated from the expiration date of his first appointed term. Upon conclusion of a period of service as a Director, no person may again serve as a Director for a period of three (3) years.

Section 3. Staggered Terms. Director terms will be staggered so that five (5) Directors will be elected each year. The Board of Directors as now constituted will develop a system to initiate staggered terms as described.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, or otherwise, may be filled by appointment through the end of the vacant term through a vote of the majority of the remaining members of the Board of Directors.

Section 5. Removal of Directors.

a. Any Director may be removed with cause only by a two-thirds (2/3rds) vote of a majority of the remaining members of the Board of Directors at any meeting called for that purpose.

Section 6. Quorum and Voting. A majority of the directors in office immediately before a meeting begins will constitute a quorum for the transaction of any business properly to come before the Board of Directors. Except as otherwise provided in the Articles of Incorporation or by-laws, the act of a majority of the

Directors present at a meeting at which a quorum is present will be the act of the Board of Directors. Directors may not vote by proxy.

Section 7. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these by-laws or by resolution of the Board of Directors but not less than six times per year and at such time and place as the board of directors will from time to time determine, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as provided in these by-laws, such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 8. Special Meetings. Notwithstanding the preceding Section 5 of this Article, the Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 7 of this Article, and upon call by the presiding officer of the Board of Directors, the President of the Corporation or by twenty percent (20%) of the directors then in office. A special meeting will be held at such date, time, and place within the State of Indiana as is specified in the call of the meeting with the purpose of any such meeting specified therein.

Section 9. Notice of Special Meetings. Oral or written notice of the place, date, and time of each special meeting of the Board of Directors will be communicated, delivered or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. Except as provided in these by-laws, the notice will describe the purpose of the special meeting. Oral notice will be effective when communicated. Written notice will be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed, as evidence by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the post mark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 10. Waiver of Notice. Notice may be waived in writing ~~or by written facsimile~~, signed by the director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors will constitute a waiver of notice of such meeting unless the director will, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 11. Means of Communication. The Board of Directors may (a) permit a director or member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication or technology by which all directors or members participating may simultaneously communicate with each other during the meeting. A director or member participating in a meeting by such means will be considered present in person at the meeting.

Section 12. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent will be effective when the last director or committee member signs the consent, unless the consent specified a prior or subsequent effective date. A consent signed as described in this Section 10 will have the effect of a meeting vote and may be described as such in any meeting document.

Section 13. Director Meeting Attendance. Any Director failing to attend at least one-half (1/2) of the Board of Directors meetings during any calendar year of service may be removed by a two-thirds (2/3rds) vote of the remaining members of the Board of Directors. Failure to so attend is deemed cause for such removal.

For purposes of this paragraph, the term “attend” will mean physical presence at a meeting and will specifically exclude use of a proxy. The Board of Directors will have discretion to alter this attendance requirement in cases where exigent circumstances apply; however, use of such discretion will not be deemed precedent for future cases.

ARTICLE V **Officers**

Section 1. In General. The officers of the Corporation will be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. The Immediate Past President may also serve but only as an ex-officio officer in an advisory capacity. Each officer will be elected by a majority vote of the Board of Directors at the annual meeting and will serve for one (1) year from his election and qualification until the officer’s successor is elected and qualified. All officers, including assistant officers, but excepting the Immediate Past President, will be members of the Board of Directors. Any officer may be removed by a two-thirds (2/3rds) vote of the Board of Directors at any time, with cause. Any vacancy occurring in any office will be filled by the Board of Directors, and the person elected to fill such vacancy will serve until the expiration of the term vacated.

Section 2. President. The President will be selected by, and from the membership of, the board of directors. The President will preside over all meetings of the board and of the members. The President will have general and active management of the business of the corporation and will see that all orders and resolutions of the board are carried into effect. The President will be ex-officio a member of all standing committees and will have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 3. Vice-President. A vice-president will be chosen from the membership of the board. The Vice President will assist the President in supervising and controlling all of the business and affairs of the corporation and will, in the President’s absence, be responsible for all of the duties of the President.

Section 4. Secretary. The secretary will attend all meetings of the members and of the board of directors, and of the executive committee, and will preserve in books of the corporation true minutes of the proceedings of all such meetings. The secretary will be responsible for the safe keeping of the seal of the corporation and will have authority to affix the same to all instruments where its use is required. The secretary will give all notices required by statute, by-law or resolution. The secretary will file all corporate reports required by the Indiana Secretary of State and similar or successor entities. The secretary will perform such other duties as may be delegated to him by the board of directors or by the executive committee.

Section 5. Treasurer. The treasurer will be responsible for the safe keeping of all corporate funds and securities and will keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he will arrange for all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. The treasurer will disburse funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and will render to the President and directors at the regular meetings of the board, and whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board he will deliver to the President of the corporation, and will keep in force, a bond in form, amount and with a surety of sureties satisfactory to the board, conditioned for faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind under his control belonging to the corporation. The treasurer will prepare and submit a written report of the prior year’s financial activities at least twenty (20) days prior to the annual meeting of members which report will be provided to the members at the annual meeting of members.

Section 6. Immediate Past President. The Corporation’s Immediate Past President may perform the duties as advisor to the officers and board as a non-voting officer. The Immediate Past President may serve for one (1) year after his or her term as President has expired.

Section 7. Executive Director. The Board of Directors may appoint an Executive Director who will perform the duties of the chief administrative officer of the Corporation and will be responsible for the day-to-day

management of the Corporation's affairs. The Executive Director will also perform such other duties as the Board of Directors or President may prescribe.

Section 8. Assistant Officers. The Corporation may have assistant officers as deemed necessary by the Board of Directors except there will be no assistant President. Assistant officers may be either appointed or elected by the Board of Directors and must qualify in the same manner as the officer to whom such person is an assistant. Assistant officers of the Corporation will perform such duties as the Board of Directors may prescribe.

Section 9. Financial Statements. At the close of each fiscal year and at such other times as the Board of Directors will determine, the officers will make or cause to be made an accurate written statement of the financial inventory of all Corporation property. At the close of each fiscal year and at such other times as the Board of Directors will determine, the books and accounts of the Corporation will be carefully audited by an audit committee who will make a detailed written report thereon. The audit report must be accepted or rejected by the Board of Directors. The Board of Directors, in its sole discretion, may require a full financial audit by a competent and disinterested certified auditor or accountant or financial review by an independent certified public accountant who will make a detailed written report thereon.

ARTICLE VI Committees

Section 1. Executive Committee. The Executive Committee will consist of the President, the Vice-President, the Secretary, the Treasurer and the Immediate Past President and Executive Director, serving only as an ex-officio members, and which, to the extent provided in and consistent with Indiana law, will have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between meetings of the Board of Directors. The Executive Committee will be subject to the authority and supervision of the Board of Directors.

Section 2. Nominating and By-laws Committee. The Board of Directors will establish a Nominating and By-laws Committee, consisting of at least three (3) directors, which will periodically review the By-laws and propose to the Board of Directors any modifications to the By-laws that the committee deems appropriate or necessary.

Section 3. Buildings and Grounds Committee. The President will annually appoint a Buildings and Grounds Committee consisting of five (5) to seven (7) directors which will manage the operations of any real estate and improvements owned by the Corporation under the supervision of the Board of Directors; will make recommendations to the Board of Directors for equipment procurement and modifications to such property or operations as it deems appropriate or necessary; and will perform other duties as assigned by the Board of Directors. The Superintendent of Grounds and others (who need not be directors) appointed by the President will serve as ex-officio members of the Buildings and Grounds Committee.

Section 4. Audit Committee. The audit committee will be made up of three (3) members and one advisory member all of whom may or may not be members of the Corporation. Officers of the Corporation will not serve as audit committee members but will assist the committee by providing all information and other support necessary for accomplishment of the committee's purposes. The advisory member will meet the criteria of financial expert and have adequate financial savvy to understand, analyze, and reasonably assess the financial statements of the Corporation and the competency of the audit committee. Committee members will be appointed by the president and serve a staggered three (3) year term except the advisory member who will serve a one (1) year term. All appointees to the audit committee will be approved by the Board of Directors by majority vote. The audit committee will review the Corporation's books, accounts, financial statements and records, determine the accuracy of the Corporation accounting, prepare a detailed written annual audit of the Corporation's finances, present the written audit report to the Board of Directors for consideration and do all other acts necessary to assess the Corporation's financial standing, including but not limited to, making recommendations for improvements to the Corporation's accounting and financial record-keeping. The audit committee will also perform all other acts required of it by the Board of Directors from time-to-time, including but not limited to, participating in independent financial audits or reviews.

Section 5. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, Nominating and By-laws Committee, and-Buildings and Grounds Committee,

to accomplish the goals and perform the programs of the Corporation. Such committees will have such responsibilities and powers as the Board of Directors will specify. Members of such other committees may, but need not be, members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with cause.

Section 7. General. A majority of the members of any committee will constitute a quorum and all actions of a committee will require a majority vote of the committee members present at a meeting at which a quorum is present. The actions of all committees are subject to the authority of the Board of Directors and each committee will keep written minutes of its meetings for submission at the next subsequent meeting of the Board of Directors.

ARTICLE VII **Indemnification**

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, or employee of the corporation will be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or connection with or resulting from any claims, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claims, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, will not create a presumption that a person did not meet the standards of conduct set forth in this Article.

Section 2. Definitions.

- (a) As used in this Article, the terms "claim, action, suit, or proceeding" will include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other Corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
 - (i) By reason of his or her being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or
 - (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense will have been incurred.
- (b) As used in this Article, the terms "liability" and "expense" will include, but will not be limited to, counsel fees and disbursements and amounts of judgment, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article, the terms "wholly successful" will mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, or a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim action, suit, or proceeding) will be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), will deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the

preceding Section 1 of this Article and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification will, if requested, appear before the referee and answer questions which the referee deems relevant and will be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation will, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article will be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers or others persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors, officers, employees, or other persons.

ARTICLE VIII **Contracts, Loans, Checks** **Deposits and Gifts**

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee will have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation will be signed by such person or persons as the Board of Directors may from time to time designate by resolution.

Section 3. Loans. Unless authorized by the Board of Directors, no loan will be made by or contracted for on behalf of the Corporation and no evidence of indebtedness will be issued in its name.

Section 4. Deposits. All funds of the Corporation will be deposited to its credit in such bank, banks, trust companies, or other depositories as the Board of Directors may specify.

Section 5. Gifts. The Board of Directors may accept or reject on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors will determine.

Section 6. Number, Gender and Headings. In the context of this document, singular language will be construed as plural, plural language will be construed as singular, and the gender of personal pronouns will be construed as either masculine, feminine, or neuter. All headings used in this document to describe the contents of each article, paragraph, or other division are provided for convenience only and will not be construed to be a part of this document.

ARTICLE IX **Not-For-Profit Status; Dissolution**

Section 1. Maintaining Not-For-Profit Status. The Corporation is organized exclusively as a not-for-profit corporation, and its activities will be conducted for such purposes in accordance with applicable laws and in a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual and the Corporation will not engage in carrying on propaganda or attempt in any other manner to influence legislation.

Section 2. Actions upon Dissolution. Upon the dissolution of the Corporation or the winding-up of its affairs, the assets of the Corporation will be distributed exclusively to a charitable, religious, scientific,

testing for public safety, or literary or education organization which will then qualify under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; provided that, any organization to which such distribution is made will be one organized for purposes substantially the same as those of the Corporation.

ARTICLE X
Amendments

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds (2/3) of the board of directors only if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting of the board. These by-laws may also be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members. No change of the date for the annual meeting of members will be made within thirty (30) days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

These Fifth Amended By-Laws are passed this 16th day of September 2024, by an affirmative majority vote of the Corporation members present at a specially and properly called bi-annual meeting at a regular meeting properly called and notice given thereof and after being proposed at the previous regular meeting of such board.

By: Mike Elsbury
Mike Elsbury, President

ATTEST:
Debbie Vansickle
Debbie Vansickle, Secretary