

**BYLAWS
OF
OPERATION DECISIVE VICTORY, CORP.**

**ARTICLE I
PURPOSES AND RESTRICTIONS**

The name of the Corporation shall be **OPERATION DECISIVE VICTORY, CORP.** (hereafter referred to as the “Corporation”), a nonprofit corporation, chartered under the laws of the State of North Carolina.

The purpose of the Corporation shall be those nonprofit purposes stated in the Certificate of Incorporation, as may be amended.

The mission of the Corporation shall be to develop, maintain, and promote advocacy and outreach programs for wounded warriors/combat veterans of the United States Armed Services. The corporation shall work with local governments and other veteran services agencies to include the Department of Veteran Affairs to bring awareness to the effects of PTSD, TBI, and Combat Trauma. The corporation shall focus on assisting and supporting transitioning veterans and their families in times of need through internal resources or partner organizations.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation.

**ARTICLE II
OFFICE**

The principal office of the Corporation in the State of North Carolina shall be located in Mount Pleasant, North Carolina. The Corporation may have such other offices within or outside North Carolina as may be required.

The registered office of the Corporation required under the laws of the State of North Carolina to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time in conformity with the laws of the State of North Carolina.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation are to be managed by its Board of Directors. The Board of Directors is to (a) determine the activities which the corporation is to conduct from time to time, (b) determine the fund raising activities which the corporation will undertake from time to time, (c) determine the amount of dues, if any, which will be charged to members from time to time, as well as the classifications of members, if any, and all attributes and privileges associated with such memberships, (d) determine the services to be offered by the corporation, (e) review and approve all fiscal matters of the corporation, including, but not limited to, expenditures of the corporation's funds, fund raising activities, the lease, sale or purchase of real property and expenditures for capital improvements, (f) determine and control policies concerning the operation of the corporation, and (g) perform such other matters and conduct such other activities as are routinely delegated to the board of directors of non-profit corporations in the State of North Carolina. Notwithstanding the above, the Board of Directors may not cause the corporation to do anything in violation of its Articles of Incorporation.

Section 2. Number and Tenure.

(a) The initial number of Directors to constitute the Board of Directors is three (3) Directors. The initial Directors are as set forth in the Articles of Incorporation. At the first annual meeting of the Board of Directors, the initial Directors are to elect by a majority vote their replacements (one or more of whom may be an initial Director). Subsequent Directors are to be elected at the succeeding annual meetings of the Board of Directors by a majority vote of the Directors then in office, except as otherwise provided in Section 2(c) and Section 3 of this Article. Each Director elected is to hold office until his or her successor is elected and qualified or until his or her removal or resignation as set forth herein.

(b) Each Director is to serve a term of three years, not counting periods of less than a full year as a result of being an initial Director (prior to the first annual meeting) or being elected a Director under Section 2(c) or Section 3 of this Article. A Director may be elected to successive terms.

(c) At any time, the Board of Directors may, by resolution adopted by a majority of the then entire Board of Directors, enlarge or decrease the size of the Board (but in no event to fewer than three Directors). In the event that the Board of Directors is increased by such a resolution, the vacancy or vacancies so resulting are to be filled by a vote of the majority of the Directors then in office. No decrease in the Board of Directors may shorten the term of any incumbent Director.

(d) As used in these Bylaws, the term "entire Board" means the total number of Directors which the corporation would have if there were no vacancies.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then remaining Directors though the number of such remaining Directors constitutes less than a quorum of the Board of Directors. A Director who is elected to fill a vacancy is to be elected for the unexpired term of his or her predecessor in office until a successor is elected. A Director elected to fill a newly created position is to serve until the expiration of the term of his or her class.

Section 4. Removal and Resignation.

(a) Any one or more of the Directors of the corporation may be removed, with or without cause, upon 30 days' written notice from the Board of Directors to such Director. Such removal is to be effected by a vote of at least 51% (excluding the Director proposed to be removed) of the entire Board of Directors at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The Director to be removed, if he or she so requests, is to be allowed to attend any such meeting and be given an opportunity to explain why he or she should not be removed as a Director.

(b) Any Director may resign as a Director (and as a member of any committee of the corporation) at any time. Such resignation must be made in writing and takes effect at the time specified herein, or, if no time is specified herein, upon receipt of such notice of resignation by the President of the corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

Section 5. Regular Meetings. The initial meeting of the Board of Directors is to be held as soon as practicable after the incorporation of the corporation, but in no event less than 60 days after its incorporation, at such time and place as a majority of the initial Board of Directors may agree. The regular annual meeting of the Board of Directors is to be held (without any notice other than these Bylaws) at the office of the corporation (or at any place designated by resolution of the Board of Directors or by unanimous consent of the Directors) during the first week of March, commencing with the year 2019. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 6. Special Meetings and Notice. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two Directors. Notice of any such meeting is to be given at least three days prior hereto by written notice delivered or mailed to each Director at his or her home or business address. A Director may waive notice of any special meeting, and the attendance of a Director at

any such meeting constitutes a waiver of notice of such meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by another section of these Bylaws. The President, Secretary or two Directors calling the special meeting, whichever the case may be, may designate the place for holding such meeting (but which meeting must be held in Charlotte).

Section 7. Quorum and Action.

(a) The lesser of a majority of (i) the entire Board of Directors or (ii) the number of the then Directors constitutes a quorum for the purpose of any meeting. The act or resolution of a majority of the Directors present at any meeting at which a quorum is present is the act or resolution of the Board of Directors.

(b) Any member of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by conference telephone, teletypewriter or other communications equipment by means of which all persons participating in the meeting are able to communicate with each other.

Section 8. Action Without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the then Directors. Such consent has the same force and effect as the unanimous vote of the Board of Directors at a meeting duly called.

Section 9. Compensation. The Directors are to serve without compensation, except that the Board of Directors may authorize the reimbursement of expenses incurred by any Director for the benefit of the corporation.

Section 10. Committees. The Board of Directors may, by resolution, designate and appoint committees, which committees will have such powers and authority as set forth in the resolutions authorizing such committees. Such committees may, but need not, be comprised of Directors, but any such committee must be chaired by a Director.

**ARTICLE IV
OFFICERS AND DUTIES**

Section 1. Number of Officers. The officers of the corporation are to be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may hereafter authorize and elect. The officers have the authority to perform the duties as set forth therein and as prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices

of President and Secretary. The officers of the corporation, other than the President, may, but need not be, Directors.

Section 2. Election and Term of Office. The officers of the corporation are to be elected by a majority of the Board of Directors at the annual meeting of the Board of Directors. Each officer is to hold office for a term of one year or until a successor has been duly elected and qualified or until his or her removal or resignation as set forth herein.

Section 3. Removal and Resignation of Officers and Agents.

(a) Any one or more of the officers of the corporation may be removed, with or without cause, upon 30 days' written notice from the Board of Directors to such Director. Such removal is to be effected by a vote of at least 51% (but, if applicable, excluding the Director proposed to be removed as an officer of the corporation) of the Board of Directors at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The officer to be removed, if he or she so requests, is to be allowed to attend any such meeting and be given an opportunity to explain why he or she should not be removed as an officer. Any such removal is without prejudice to the contract rights, if any, of the person so removed.

(b) Any officer may resign as an officer at any time. Such resignation must be made in writing and takes effect at the time specified herein, or, if no time is specified herein, upon receipt of such notice of resignation by the President of the corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

Section 4. Vacancies. A vacancy in any office of the corporation due to the death, resignation, removal, disqualification of an officer, or otherwise, may be filled by the Board of Directors at a regular meeting of the Directors or at a special meeting called for that purpose. Any officer elected to fill such vacancy is to be elected for the unexpired term of his or her predecessor in office and is to serve until a successor has been duly elected and qualified or until his or her removal or resignation as set forth herein.

Section 5. President. The President is the chief executive officer of the corporation. He or she is to preside at all meetings of the Board of Directors and all meetings of the members (if the corporation has members). The President has all the powers that are normally and customarily conferred upon a President of a non-profit corporation in the State of North Carolina, and is to perform such other duties as may be prescribed by the Board of Directors from time to time, including, but not limited to, (a) performing or delegating the day-to-day duties related to the business of the corporation;

(b) employing such other members of the staff as may be deemed necessary to carry on the work of the corporation; (c) managing the promotion, publicity and development activities of the corporation; (d) selecting Presidents and assistants, as required, to conduct the various functions and activities of the corporation; and (e) establishing procedures and controls for the commitment and/or expenditure of funds by any President, officer or assistant.

Section 6. Secretary. The Secretary is to maintain the minutes of the meetings of the Board of Directors, be responsible for sending notices of the meetings and be the keeper of the corporate records.

Section 7. Treasurer. The Treasurer has the responsibility of keeping the Board of Directors informed on the corporation's financial status. In addition, the Treasurer is to keep an accurate account of all transactions of the corporation and is responsible for all funds and securities of the corporation.

Section 8. Salaries. No salary is to be paid to any officer of the corporation unless approved by the Board of Directors. Any future members of administrative staff are entitled to such salaries as authorized by the Board of Directors.

**ARTICLE V
CONTRACTS, LOANS AND GIFTS**

Section 1. Contracts and Other Documents. The Board of Directors may, by resolution, authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans or other debts may be contracted on behalf of the corporation and no evidence of indebtedness may be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for the general purpose or for any specific purpose of the corporation.

**ARTICLE VI
FINANCE**

Section 1. Depository Accounts.

(a) The funds of the corporation are to be deposited by the Treasurer of the corporation or the President in the name of the corporation in such bank or banks or other depository or depositories as the Board of Directors designates from time to time. Such funds may be withdrawn in accordance with the instructions of the Board of Directors.

(b) All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation are to be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time is determined by resolution of the Board of Directors. In the absence of such determination, such instruments are to be signed by the President or the Executive Director.

Section 2. Fiscal Year. The business affairs of the corporation are to be operated on a calendar year basis.

**ARTICLE VII
CONFLICTS OF INTEREST POLICY**

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

(a) ***Interested Person.*** Any director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

(b) ***Financial Interest.*** A person has a financial interest if the person has, directly or indirectly, through business, investment or family –

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under this Article, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 3. Procedures.

(a) ***Duty to Disclose.*** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) ***Determining Whether a Conflict of Interest Exists.*** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) ***Procedures for Addressing the Conflict of Interest.***

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

(a) 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.

(b) If, after hearing the member's response and after make 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.

Section 5. Records of Proceedings. The minutes of the board and all committee with board-delegated powers shall contain –

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6. Compensation.

(a) A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) 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.

Section 7. Annual Statements. Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person –

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- (b) Whether any partnership or joint venture arrangements with other nonprofit organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in impermissible private inurement or private benefit.

Section 9. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7 above, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Definitions. As used in this Article:

(a) **Director** means any person who is or was a Director of the corporation and any person who, while a Director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(b) **Corporation** includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of such transaction.

(c) **Expenses** include attorneys' fees.

(d) **Official capacity** means (i) when used with respect to a Director, the office of Director in the corporation, and (ii) when used with respect to a person other than a Director, as contemplated in Section 6 of this Article, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan.

(e) **Party** includes a person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding.

(f) **Proceeding** means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 2. Power and Scope of Indemnification.

(a) The corporation has the power to indemnify any person made a party to any proceeding by reason of the fact that he or she is or was a Director if: (i) such person conducted himself or herself in good faith; and (ii) such person reasonably believed (A) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the corporation's best interests, and (B) in all other cases, that his or her conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, such person had no reasonable cause to believe his conduct was unlawful.

(b) Indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of the corporation, indemnification may be made only against such reasonable expenses and is not to be made in respect of any proceeding in which the person has been adjudged to be liable to the corporation. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the person did not meet the requisite standard of conduct set forth in Section 2(a).

(c) Unless limited by the Articles of Incorporation, (i) a Director who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in this Section 2, is to be indemnified against reasonable expenses incurred by him or her in connection with the proceeding; and (ii) a court of appropriate jurisdiction, upon application of a Director and such notice as the court requires, has authority to order indemnification in the following circumstances:

(A) if it determines a Director is entitled to reimbursement for the reasons set forth in this Section, the court is to order indemnification, in which case the Director is also entitled to recover the expenses of securing such reimbursement; or

(B) if it determines that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the standard of conduct set forth in this Section or has been adjudged liable in the circumstances described in Section 3 of this Article, the court may order such indemnification as the court deems proper, except that indemnification with respect to any proceeding by or in the right of the corporation or in which liability has been adjudged in the circumstances described in Section 3 of this Article is to be limited to expenses.

(d) A court of appropriate jurisdiction may be the same court in which the proceeding involving the Director's liability took place.

Section 3. No Indemnification.

(a) A Director may not be indemnified under Section 2 of this Article in respect of any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she has been adjudged to be liable on the basis that personal benefit was improperly received by him or her.

(b) No indemnification under Section 2 of this Article is to be made by the corporation unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because he or she

has met the standard of conduct set forth in such Section 2. Such determination is to be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or (iii) by special legal counsel, selected by the Board of Directors or a committee hereof by vote as set forth in clauses (i) or (ii) of this Section, or, if the requisite quorum of the full Board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selection Directors who are parties may participate).

(c) Authorization of indemnification and determination as to reasonableness of expenses is to be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses is to be made in a manner specified in clause (b)(iii) above for the selection of such counsel.

Section 4. Reimbursement. Reasonable expenses incurred by a Director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding upon receipt by the corporation of:

(a) a written affirmation by the Director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article; and

(b) a written undertaking by or on behalf of the Director to repay such amount if it is ultimately determined that he or she has not met such standard of conduct, and after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required by this clause is to be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section 4 are to be made in the manner specified in Section 3 of this Article.

Section 5. Validity. No provision for the corporation to indemnify or to advance expenses to a Director who is made party to a proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of Directors, an agreement or otherwise (except as contemplated by Section 7 of this Article) is valid unless consistent with this Article or, to the extent that indemnity hereunder is limited by the Articles of Incorporation, consistent herewith. Nothing contained in this Article limits the corporation's power to pay or reimburse expenses incurred by a Director in connection

with his appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

Section 6. Indemnification of Officers, Employees or Agents. Unless limited by the Articles of Incorporation,

(a) an officer of the corporation is to be indemnified as and to the same extent provided in Section 2 of this Article for a Director and is entitled to the same extent as a Director to seek indemnification pursuant to the provisions of such Section 2;

(b) the corporation has the power to indemnify and to advance expenses to an officer, employee or agent of the corporation to the same extent that it may indemnify and advance expenses to Directors pursuant to this Article; and

(c) the corporation, in addition, has the power to indemnify and to advance expenses to an officer, employee or agent who is not a Director to such further extent, consistent with law, as may be provided by the Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or contract.

Section 7. Insurance. The corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who, while a Director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, 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.

**ARTICLE XI
SHARES OF STOCK**

Section 1. Shares of Stock. Pursuant to G.S. 55A-6-21, “A nonprofit Corporation shall neither authorize nor issue shares of stock.”

**ARTICLE X
DISSOLUTION**

Section 1. Dissolution. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

MODIFICATION OF BY-LAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted only upon the written consent of at least fifty-one percent (51%) of the Board of Directors.

Enacted this 18th day of February, 2019 by the Board of Directors, effective as of the same date.



President



Secretary

