BYLAWS
DUBOIS-PIKE-WARRICK ECONOMIC OPPORTUNITY COMMITTEE, INC. d/b/a TRI-CAP

ARTICLE I

SECTION 1: NAME OF ORGANIZATION
The name of the organization is Dubois-Pike-Warrick Economic Opportunity Committee, Inc., d/b/a TRI-CAP, as provided for in its Articles of Incorporation and hereinafter shall be designated as TRI-CAP. TRI-CAP is a private non-profit organization serving Dubois, Pike and Warrick counties in Indiana, with services available to contiguous counties, as permitted by the corporation's funding sources.

SECTION 2: ADMINISTRATIVE LOCATION
The administrative office is located at 607 Third Avenue, P. O. Box 729, Jasper, IN 47547-0729.

SECTION 3: OTHER LOCATIONS
The agency has other office locations in Petersburg, Boonville, Newburgh, and Evansville, Indiana. In addition, the agency has a portfolio of affordable housing units throughout our service area.

ARTICLE II

SECTION 1: CORPORATION
Dubois-Pike-Warrick Economic Opportunity Committee, Inc. d/b/a TRI-CAP, is a 501 © 3 corporation as defined by the Internal Revenue Service.

SECTION 2: PURPOSE OF CORPORATION
The purposes of the Corporation are as follows:

A. To provide a range of services and activities having a measurable and potentially major impact on causes of poverty in the community or those areas of the community where poverty is particularly an acute problem;

B. To help low-income families and individuals ameliorate emergencies and achieve self-sufficiency.

C. To provide activities designed to assist low-income participants including the elderly, handicapped, and other specific target groups identified by the state. The scope of services is:

1. To secure and retain meaningful employment;
2. To attain an adequate education;
3. To make better use of available income;
4. To provide decent and affordable housing to low and moderate income residents of Dubois, Pike and Warrick Counties;
5. To obtain emergency assistance through loans and grants to meet immediate and urgent individual and family needs;
6. To remove obstacles and solve problems that block the achievement of self-sufficiency.
7. To achieve greater participation in the affairs of the community; and
8. To make more effective use of the other programs related to the purposes of this program;
9. To provide affordable health services and maintain adequate health status

D. To coordinate and establish linkages between governmental and other social service programs to assure the effective delivery of such services to low income individuals;

E. Services that will further the goals of the programs administered by the Corporation; and

F. To comply with all regulations and to carry out all responsibilities as a non-profit corporation within the framework of Public Law 100, state of Indiana (1982), Public Law 97-35 (Omnibus Budget Reconciliation Act of 1981), and other applicable state and federal legislation.

ARTICLE III

SECTION 1: BOARD MEMBERSHIP

A. NUMBER OF DIRECTORS

The Board of Directors shall be made up of 15 members.

B. RESIDENCY REQUIREMENTS

All Board member, candidates or alternates must reside in the specific county they represent at the time of election, selection, reappointment or reelection.

SECTION 2: ATTTRIBUTES OF THE BOARD OF DIRECTORS

A. TRIPARTITE BOARD: The public law establishing the agency requires that the agency board represent three segments of the community: public, private and low-income.

B. REPRESENTATIVES OF THE PUBLIC SECTOR

1. One-third of the Board shall be elected public officials, their representatives, or appointed public officials unless the number of such officials reasonably available or willing to serve is less than one-third of the membership. Public officials shall fill a total of five seats. There shall be at least one public sector representative from each county with the other two from any county.
2. The public sector representative shall be chosen with respect to the office held. Either the County Commissioners or the County Council will select or provide the public sector representative(s) for its county.
3. Each public official selected to serve on the Board may choose one permanent representative to serve on the Board either full-time in his place or in those instances when he/she is unable to attend a meeting. These representatives need not be public officials, but shall have full authority to act for the public officials whom they represent at the meeting of the Board.
4. If the public officials, both elected and appointed, who are willing and able to serve do not comprise one-third of the Board, the remainder of the seats allotted to public officials shall remain vacant. The designating officials may fill these seats at any time as soon as an official is willing to sit on the Board.

C. REPRESENTATIVES OF THE ECONOMICALLY DISADVANTAGED

1. One-third or more of the Board shall be composed of democratically selected representatives of the low-income community. Five (5) seats or more shall be filled by a low-income representative.

Low-Income Representatives on the board will meet one of the following three requirements to be considered a Low-Income Representative:

A. Board Low-income representative can be a resident of a low-income neighborhood in the community. A "low-income neighborhood" is defined as a neighborhood where 51% or more of the residents are low-income; residents of such neighborhoods that sit on the board do not have to be low-income themselves.
B. Board members can be low-income residents of the community. Low-income residents do not need to submit proof of their income to the board if they are also residents of low-income neighborhoods in the community; if they do not reside in low-income neighborhoods, the Board shall obtain certification that the residents qualify as low-income.
C. Board members can be elected representatives of low-income neighborhood organizations. A "low-income neighborhood organization" is one that is composed primarily of residents of a low-income neighborhood and whose primary purpose is to serve the interests of the neighborhood residents. Block or watch groups, civic associations, neighborhood church groups, social services organizations, Head Start policy council members and other service groups could be examples of Low-Income Neighborhood organizations.

2. One Representative from of a low-income neighborhood will be from each county with the other two (2) representatives elected democratically from any county.

3. The following procedure will be used to fill any vacant low-income sector board seat.

One-third of the TRI-CAP board members (5 of 15) shall be composed of democratically selected representatives of the economically disadvantaged. These representatives need not be economically disadvantaged themselves, but the election process shall ensure that they represent the economically disadvantaged. A minimum of one low-income representative shall be elected from each of our three charter Counties of service: Dubois, Pike, and Warrick, with the other two representatives democratically elected from any of the three Counties.

When any board member seat becomes vacant, TRI-CAP must fill the seat within 90 days.

The process to fill a low-income representative seat is to first seek willing TRI-CAP clients or former clients who currently or have formerly received income-based services. The TRI-CAP Executive Director will seek input from TRI-CAP staff to find a pool of clients who may be interested in serving on the board of directors. The TRI-CAP Executive Director will contact the potential board members to explain the duties and responsibilities of a board member. If the client/individual is interested, the Board Secretary will add their name to a ballot and ask that a legal ad be run in the applicable County newspaper notifying the general public of the election period. Sometimes more than one client is identified through this process, in which case all names are added to the ballot.

If we are unable to find a client willing to serve at the time of the vacancy, we will seek individuals who represent economically disadvantaged residents of the applicable County. School teachers from low-income populations, township trustees, and other local charitable organization representatives will be asked for their interest in referring an individual to our board of directors.

After at least one candidate is identified as willing to serve based on the information they have received, they are personally invited to attend a public TRI-CAP board meeting to observe the process of a board meeting. It is not required that they attend a meeting prior to becoming a board member, but it is helpful for some in making their final decision to submit their name on a ballot if they have never attended any other board meeting or been exposed to a similar process.

The legal ad will be printed in the local newspapers two times prior to the election. The election will take place in the TRI-CAP lobby of the applicable County with the board member vacancy. Anyone residing in the applicable

County may vote or add their name to the ballot for consideration. The election will take place during normal business hours over a two-day period. All ballots are kept in a locked ballot box, which is opened by the board president or his/her designee upon closing of the voting period.

The individual with the most votes is notified of their election and a new board member orientation process is scheduled with the Executive Director and the Board President, or his/her designated TRI-CAP board member.

The full board of directors will entertain a final motion to accept the election of the new low-income representative before the board member is eligible to vote on TRI-CAP board matters.

D. REPRESENTATIVES OF THE PRIVATE SECTOR

1. One-third or less of the Board shall be composed of representatives of the private sector, if the low-income sector has more than 1/3. Five (5) seats or less shall be filled by representatives of various communities, industrial, social, and civic organizations or groups. There shall be at least one private sector representative from each county with the other two from any county.
2. The tripartite membership of the Board shall elect the private sector representative as vacancies arise.

E. CONFIRMATION OF BOARD MEMBERSHIP

After each prospective board member has been appointed (public sector), elected (low-income sector), or elected by the seated board members (private sector), and has further been determined by the board (or a committee thereof) to meet the qualifications set by the board for service as a board member, the full board of directors shall vote whether to elect him or her to the board.

F. PETITION PROCEDURE

A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the President, who shall present the petition to the Directors at the next Board meeting. In the case of unincorporated organizations or interests, the petition must be signed by at least 25 individuals, unless the President determines that it is appropriate to waive this requirement in a particular case. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board’s action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the/appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board’s composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws and regulations.

G. CONFLICT OF INTEREST

Because TRI-CAP Board of Directors and Officers may have, or may be involved with other organizations that may have business dealings or affiliations with or seek grants from TRI-CAP, the following general principles have been established:

1. Except as otherwise provided by applicable law, a Public Sector Director sitting on the Board of Directors will not be in conflict if TRI-CAP should contract with his/her jurisdiction to perform a component of the program.
2. Each Board member and officer of TRI-CAP has a duty of loyalty to TRI-CAP. The duty of loyalty generally requires a Director or Officer to prefer the interests of TRI-CAP over the Director's/Officer's own interest or the interests of others. The Board of Directors shall adopt a policy that defines actual and apparent conflicts of interest and sets forth procedures by which the Board can take action to determine if a particular conflict of interest transaction is in the best interest of TRI-CAP.
3. Former employees of TRI-CAP (or members of their immediate family) cannot serve in the capacity of a board member for a period of 5 years after separation of employment.

SECTION 3: AUTHORITY OF BOARD

Subject to the limitations and requirements of the State of Indiana, all activities of TRI-CAP will be conducted, and all powers of the corporation shall be exercised, by and under the direction of the Board of Directors.

SECTION 4: DUTIES OF THE BOARD

In order to carry out the purpose and functions of this Corporation as stated in this article, and in implementation of the general powers of the Corporation provided by law and the Article of Incorporation, the powers of the Corporation shall include the following:

A. The power to enter into legally binding agreements with any federal, state, or local agency, or with any private funding organization for the purpose of running programs or providing services.

B. To appoint the Executive Director of the CAA.

C. To determine major personnel, organizational, fiscal, and program policies.

D. To determine overall program plans and priorities for the CAA including provisions for evaluating progress against performance.

E. To make final approval of all programs, proposals, and budgets.

F. To enforce compliance and/or hear complaints of operation of programs or grants.

G. To oversee the extent and the quality of the participation of the poor in the program of the CAA.

H. To determine the rules and procedures of the governing board.

I. To select the Officers and Executive Committee of the Board.

SECTION 5: TENURE

A. Public officials, or their representatives, serve at the pleasure of the designating officials. The designating officials shall advise TRI-CAP of the length of the term for the public sector representative which they have appointed. The public sector representative's term may not exceed four years or the length of time the public official is currently holding office. The public sector representative may be appointed to successive terms. There is no limit to the number of terms the public sector representative may serve.

B. Economically disadvantaged and private sector representatives may serve up to three consecutive years and be re-appointed or re-elected for a second consecutive three year term. In no event may members from these sectors serve more than six years in total at one time. Representatives may be elected to an additional three year term, following a one-year break in Board membership. The tenure of any economically disadvantaged and private sector representative who is serving on the Board of Directors as of the date of the amendment of these bylaws on November 27, 2006 shall be governed by the bylaws immediately in effect prior to the amendment of these bylaws on November 27, 2006; that is, such person's tenure shall be governed by the bylaws as amended on June 23, 2003 and in effect thereafter until November 27, 2006.

SECTION 6: COMPENSATION

The members of the Board of Directors shall receive no compensation for their services. However, in order to assure participation by Board members, no matter which sector represented with the exception of those Board members being reimbursed by the agency they serve, Board members may be reimbursed any expenses incurred because of attending any meeting of the Board of Directors or board committees.

SECTION 7: BOARD MEETING LOCATIONS

Board Meetings are held at one of the TRI-CAP office locations in Dubois, Pike, or Warrick Counties with a virtual option for attendance.

SECTION 8: BOARD MEETING DATES

A. Regular meetings of the corporation are held the 4th Monday of every month. If the 4th Monday is a Holiday, the Board will determine the meeting date. There will be a minimum of 8 meetings yearly.

SECTION 9: SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors will be called as needed by the President of the Board of Directors or upon request of at least four members of the Board of Directors.

SECTION 10: NOTICE OF BOARD MEETING

A. The Board of Directors will be provided a schedule of regular meetings for the year. The Board meeting notice shall be displayed in a public place.

B. In the event a special meeting is called, a notice by phone call or personal contact will be made with written follow-up. The organization may obtain written waivers of consents for special notices from the Board of Directors.

SECTION 11: QUORUM/VOTING

The quorum for all meetings of the Board of Directors shall be a majority of the seated members of the Board of Directors. Each Board Member has an equal voice and one vote in all agency matters.

SECTION 12: AUTHORITY OF DECISION

Any decision made by the majority of the directors present at a meeting duly held will qualify as an act of the Board of Directors, unless prohibited by the corporation's Articles of Incorporation, bylaws, or federal or state laws.

SECTION 13: CONDUCT OF BUSINESS

A. The President, and in his/her absence, the Vice President, the Secretary, Treasurer, and in their absence, any member chosen by the members present shall call the meeting to order and shall act as President of such meeting.

B. The Secretary of the Corporation shall act as the Secretary of the meetings. If the Secretary is absent, the President may appoint an acting Secretary.

C. The meeting will be conducted according to Robert's Rules of Order.

D. The President may convene an Executive Session of the Board of Directors for any reason permitted by law.

E. Voting by proxy is not permitted at meetings of the Board or of its committees. This prohibition applies equally to all members of the Board.

F. Board Members may act by means of conference telephone network or similar communication method by which all persons participating in the meeting can hear one another.

H. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the consent in writing setting forth the action so taken is signed by all of the Directors of TRI-CAP entitled to vote with respect to the matter. Action taken without a meeting is effective when the last Director signs the consent unless the consent specifies a later effective date. Such written consent or consents shall be filed with the minutes of the Board of Directors.

SECTION 14: VACANCIES

A. There is a vacancy on the Board when a member has been notified of his/her official removal by action of the Board, when a member notifies the Board of his/her resignation, when the designating officials remove a public official, or when a public official leaves office.

B. When the seat of a public official is vacant, the Board shall ask the designating officials to select another public official to fill the seat.

C. Private and economically disadvantaged representatives' vacancies shall be filled in the same manner as described for the naming of each sector representative.

D. The Board shall fill all vacancies as soon as reasonably possible, but no later than 90 days from the date the seat becomes vacant.

SECTION 15: REMOVAL:

A Low-income Director or Private Sector Director may be removed with or without cause by a vote of two-thirds (2/3) of the Directors of TRI-CAP. In addition a Director shall be automatically removed for three (3) consecutive unexcused absences from meeting of the Board of Directors. After two (2) consecutive meetings are missed, a notice shall be sent to the Board members advising him or her that his or her membership on the Board will be terminated if he or she misses the next Board meeting. In the event that a Public Sector Director misses two (2) consecutive meetings, a notice reminding the Board member of those absences shall be sent to the Board member and the official organization that appointed the Board member.

SECTION 16: DIRECTOR LIABILITY

The Directors of the corporation are not personally liable for the debts, liabilities, and other obligations of the corporation. The Directors and officers of the corporation are indemnified to the fullest extent of the laws of Indiana. TRI-CAP will maintain Director's and Officer's Liability insurance on behalf of the Directors of the corporation.

ARTICLE IV

SECTION 1: OFFICERS
The Officers of the Corporation consist of the President, Vice-President, Secretary and Treasurer. No two offices may be held by the same person. All officers of the Board must be voting members of the Board in good standing. Failure to appoint officers shall not require TRI-CAP to be dissolved

SECTION 2: QUALIFICATIONS
The Officers of the Corporation shall reflect fairly the composition of the Board.

SECTION 3: ELECTION OF OFFICERS
Officers are elected at a regular meeting and installed at the annual meeting in April yearly.

SECTION 4: REMOVAL OF OFFICERS
Any officer may be removed either with or without cause by a two- thirds (2/3) vote of Directors present at a regular or special Board meeting at which a quorum is present.

SECTION 5: FILLING VACANCIES OF OFFICERS
In the event any officer is unable to execute the duties of the office to which he is elected or for any other reason, the Board of Directors may delegate the duties of such officer to any director for the remainder of the fiscal year, provided a majority vote of the Board of Directors concurs.

SECTION 6: DUTIES OF THE PRESIDENT
The President shall preside at all meetings of the Board of Directors, discharge all the duties, which develop upon a presiding officer, and perform such duties as this code of bylaws provides or the Board of Directors may prescribe. The President may sign with the Secretary or any other proper officer of the Corporation authorized by the membership, any deeds, mortgages, bonds, contracts, applications for funds from federal or state government, or other instruments that he/she has been authorized to execute. Exceptions to these are cases delegated by these laws, statutes, or government regulations to some other office or agent of the Corporation. The President is an ex-officio member of all board committees.

SECTION 7: DUTIES OF THE VICE PRESIDENT
The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as this code of bylaws may require or the Board of Directors may prescribe.

SECTION 8: DUTIES OF THE SECRETARY
The Secretary shall have the custody and care of the Corporation seal, records and minutes of the Corporation. He/She shall attend all Board meetings. He/She shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all Board meetings. He/She shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation, and shall perform such other duties as this code of bylaws may require or the Board of Directors may prescribe. As Secretary, he/she may designate an employee of the agency to perform the above duties.

SECTION 9: DUTIES OF THE TREASURER
The Treasurer shall oversee the keeping of current and complete records of accounts, showing accurately at all times the financial condition of the Corporation. He/She shall be the legal custodian of all monies, notes, securities, and other valuables, which are possessions of the Corporation. He/She shall be responsible to the Board for fund drives, in-kind contributions, gifts, and special community grants. He/She shall be responsible for checking the bonding of the Corporation. He/She shall also perform such other duties as this code of bylaws may require or the Board of Directors may prescribe. The Treasurer may designate the Fiscal Director to perform the above duties.

SECTION 10: COMPENSATION OF OFFICERS
The officers of the Board shall receive no compensation for their services as officers of the corporation.

ARTICLE V

SECTION 1: EXECUTIVE COMMITTEE
The Board of Directors appoints the officers to serve as the Executive Committee of the Board. The Executive Committee may transact routine and ordinary business between meetings of the full Board as well as any emergency decisions. The Executive Committee may meet as the request of any officer or the Executive Director. The Secretary will maintain the minutes of the Executive Committee meetings and will report back to the Board at the next meeting.

SECTION 2: BOARD COMMITTEES
The Board of Directors can create by resolution various committees as needed by the corporation. The committees may be permanent or ad hoc in nature.

A. Permanent Committees
   1. Finance Committee—meets as determined by the President; is chaired by the Treasurer; is responsible for working regularly with the Finance Director to review agency fiscal reports, fiscal policies and procedures, the selection of the agency auditor and ensuring that the management letter concerns are addressed, and overseeing the implementation of the conflict of interest policies.
   2. Fund Development—meets as determined by the President; is responsible for the development of fundraising and annual fund activities.
   3. Board Development Committee—meets as determined by the President; is responsible for the nomination of officers and selection of board members and the regular review and revision of agency bylaws.
   4. Executive Committee—meets as determined by the President; is responsible for the conduct of business between meetings and the planning of regular meetings.

B. Ad Hoc Committees will be formed as needed to address specific agency concerns; chaired by a member of the Board; and documented by minutes.

SECTION 3: CONDUCT OF COMMITTEE MEETINGS
The Board of Directors requests that committee meetings and actions mirror the provisions of the bylaws as they pertain to the Board of Directors. The board may enact regulations as to how the committees are conducted as long as these regulations do not conflict with these bylaws.

ARTICLE VI

SECTION 1: AUTHORITY
The Board of Directors shall select and hire an Executive Director who shall be given the necessary authority and responsibility for the management of TRI-CAP, subject only to policies enacted by the Board of Directors. The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors and may attend Board meetings and Board Committee meetings unless otherwise restricted due to Board policies. The Executive Director shall act as the duly authorized representative of the Board in all matters except those in which the Board has formally designated another individual or group to act.

The Board of Directors permits the officers of the corporation and executive director to enter into and/or execute contracts for the corporation. The Board of Directors limits an officer's or Executive Director's power to bind the corporation to any contract, pledge its credit, or cause the corporation to be committed to any financial liability for any reason or amount without full disclosure to the Board and without majority support of the Board.

SECTION 2: CHECKS AND OTHER EVIDENCES OF INDEBTEDNESS
All checks, drafts, orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution on the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer and countersigned by the President of the Board.

SECTION 3: CORPORATION ACCOUNTS
All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 4: ACCEPTANCE OF GIFTS, BEQUESTS, OR OTHER MONETARY DEVICES
The Board may, on behalf of the corporation, accept any contribution, gift, bequest, or other monetary devise as may be used for the non-profit purposes of the corporation.

ARTICLE VII

SECTION 1: CORPORATION RECORDS
The Corporation shall keep at the main administrative office the following documents:

A. Articles of Incorporation and Bylaws
B. Board meeting minutes, including the dates and times of those meetings and records of how the meetings were called, who was present, and a record of the proceedings
C. Financial records and books which fully disclose all accounts, assets, receipts, liabilities, disbursements, and gains and losses
D. A record of all members, including the term of membership, classification, and full address.

SECTION 2: CORPORATE SEAL
The Corporation shall have a corporate seal, which shall be as follows: A circular disk with the name of the corporation appearing on the outer margin and the words "Corporate Seal" appearing through the center. The

Secretary of the Corporation shall be in charge of the seal. The absence of this seal on corporate documents does not affect the validity of those documents.

SECTION 3: DIRECTOR'S RIGHT TO INSPECT
Every director has the right to inspect and/or copy all corporate records, documents and books, and the right to inspect the physical properties of the corporation at any reasonable time.

SECTION 4: INSPECTION RIGHTS OF DIRECTORS
Directors of the corporation have the right as limited to purposes related to the member's interest as a member:

A. To inspect and copy the record of all members, addresses, and voting rights.

B. To obtain a list of members, their addresses and voting rights from the secretary of the corporation at a reasonable charge to the member.

C. To inspect at any time the corporation's books, records, or minutes of meetings held by the board or its committees.

The member requesting this information must state in a written demand to the secretary the purpose for which these items are requested. Members will have these rights of inspection of corporate property and records as required by the Articles of Incorporation, the bylaws, or by law.

SECTION 5: RIGHT TO COPY OR EXTRACT
Directors have the right to copy or make extracts from the inspections permitted in section 4.

SECTION 6: ANNUAL REPORT
The State of Indiana requires the corporation to file an annual report with the Secretary of State. Additional reports are required by the IRS and funding sources according to federal and state laws or funding requirements.

ARTICLE VIII

SECTION 1: NON-PROFIT REQUIREMENTS
The corporation shall comply with the 501© 3 requirements which do not allow a non-profit corporation to engage in political activities, such as campaigning, lobbying, or support of specific candidates for office.

SECTION 2: PROHIBITION OF PRIVATE BENEFIT
The corporation shall comply with the 501© 3 requirements prohibiting private benefit to individuals associated with the organization. Any compensation made to individuals must be for specific services rendered, or to promote the tax-exempt activities of the corporation.

SECTION 3: DISSOLUTION OF CORPORATION
Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, commit any remaining assets at the time of dissolution to another 501© 3 organization with compatible non-profit purposes, or to a federal, state or local government for a public purpose, with the provisions of applicable laws. The disposal of assets is subject to the requirements and obligations to funding sources.

ARTICLE IX

SECTION 1: REPEAL OR AMENDMENT OF BYLAWS
Amendments to the bylaws may be proposed in a motion at any annual meeting, regular meeting, or special meeting called for such purpose. If a majority vote on the proposed motion is cast, the amendment may be acted upon for final confirmation at the next regular or called meeting of the Board. At this next meeting, an affirmative vote to confirm by over two-thirds (2/3) vote of the Board of Directors present shall constitute passage of the amendment provided no such action shall change the purposes of the Corporation so as to impair its rights and powers under the laws of said state, or to waiver any requirement of bond or any provision for the safety and security of the property and funds of the Corporation.

A written notice of any amendment to be offered at any meeting shall be given no less than three (3) days before nor more than forty-five (45) days prior to such a meeting.

ARTICLE X

If the provisions of the bylaws are in conflict with the corporation's Articles of Incorporation, the Articles of Incorporation shall take precedence. If any portion of the bylaws is found to be invalid or unenforceable, for whatever reason, the remainder of the bylaws shall still be effective. Any references in the bylaws to the Articles of Incorporation shall refer to the actual founding document that was filed with the Secretary of State to establish itself as a legal entity. All references to sections of the Internal Revenue Code refer to the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provision of future IRS tax codes.

Approved 6/23/2003
Revised 11/27/2006
Revised 3/28/2011
Revised 4/28/2011
Revised 9/23/2013
Revised 1/27/2014
Revised 6/23/2014
Revised 1/25/2016
Revised 9/25/2017
Reviewed no changes 5/28/2019, 5/26/2020
Revised 1/27/2025