

BYLAWS
OF
OMAHA MAKER GROUP, INC.
A Nebraska Nonprofit Corporation without Members

As revised and approved
April 14, 2015

BYLAWS
OF
OMAHA MAKER GROUP, INC.

ARTICLE ONE

Name and Offices

1.1 Name. The name of this organization shall be “OMAHA MAKER GROUP.” (hereinafter referred to as the “Corporation”). The complete name of the Corporation shall be used in all transactions of official business of the Corporation, consistent with standard and acceptable transaction language and style.

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Nebraska, and shall have a registered agent whose address is the same as the address of the registered office.

1.3 Other Offices. The Corporation may also have offices at such other places within the State of Nebraska as the Board of Directors may, from time to time, determine and the business of the Corporation may require or make desirable. The Board of Directors may designate any of its offices as the principal office.

ARTICLE TWO

Purposes, Objectives and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Nebraska Nonprofit Corporation Code.

2.2 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

2.3 Charitable, Educational and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including all power and authority granted by the Nebraska Nonprofit Corporation Code within and subject to the limitations of Section 501(c)(3).

2.4 Terminology For the purposes of these Bylaws, the following descriptive terms shall be used:

A. Majority: The term “majority” shall be defined as the minimum number of directors necessary to constitute greater than fifty (50) percent of the total number of directors then in office.

B. Makerspace: The term “Makerspace” shall be defined as the physical community workshop as well as the assembly of members and other interested people.

ARTICLE THREE

Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

A. All corporate powers of the Corporation conferred by the Articles of Incorporation, these Bylaws, the Nebraska Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. By majority vote of the directors then in office, the Board of Directors may adopt such rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board deems advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one (1) or more committees as provided in Article Seven below.

C. The Board of Directors shall not permit any part of the net earnings, capital, or other property of the Corporation to inure to the benefit of any director, officer or other individual. However, the Corporation may employ such person or persons, including officers, attorneys, agents and assistants, as it deems necessary or desirable for the administration and management of the Corporation, and may pay reasonable compensation for the services performed and expenses incurred by any such person.

D. Limited Executive Committee discretion to act on any section of these by-laws, or not, is provided in the Corporation’s Policies and Procedures.

3.2 Number. The Board of Directors may fix the number of directors and their qualifications by resolution adopted, from time to time, by a majority of all directors then in office. Unless altered, the number of Directors shall be a minimum of three (3) and a maximum of nine (9). Directors shall (i) have a defined area of responsibility in support of the Corporation and the Makerspace, (ii) contribute to the sustainability and growth of the Corporation and the Makerspace, (iii) agree to abide by any and all policies

governing director conduct and actions, and (iv) actively and positively support the Makerspace.

3.3 Manner of Election and Term of Office. The directors shall be elected annually by the Board of Directors of the Corporation by a vote of the directors as provided in Article Four of these Bylaws.

Each director so elected shall take office as of the close of the meeting at which such director is elected and shall continue in office for a two (2) year term until such director's successor has been elected and qualified or until such director's earlier death, resignation, retirement, disqualification, or removal.

There shall be no limitation on the number of successive terms of office for which a director may be elected to serve; however, successive terms of office shall be for one-year periods, and the director's application to continue to serve on the board shall be voted on by the still-active board members. Directors whose terms of office have expired shall not be eligible to vote on themselves or other candidates.

3.4 Resignation. Any director may resign at any time by written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

3.5 Removal. Any director may be removed with or without cause at any regular or special meeting of the Board of Directors, by the affirmative vote of two-thirds (2/3) of directors then in office if notice of the purpose of acting upon such removal shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.6 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors remaining in office. Each director so elected shall hold office until the election and qualification of such director's successor.

3.7 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation in any capacity, unless authorized by the concurring vote of a majority of all directors then in office or (notwithstanding any quorum requirement of these Bylaws) by the concurring vote of all disinterested directors.

ARTICLE FOUR

Meetings and Action of the Board of Directors

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within the State of Nebraska as set forth in the notice calling such meeting or in

the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

4.2 Annual Meeting. The annual meeting of the Board of Directors shall be held at the registered office on the regular June meeting date, without further notice required. The annual election of Directors and officers shall be included in the agenda, as well as a financial report for the fiscal year.

4.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held, from time to time, at such times and places as the Board of Directors may designate by resolution, without notice of the date, time, place and purpose of the meeting. A schedule of the regular meetings for the forthcoming fiscal year shall be presented at the annual meeting.

4.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors in office at that time. Unless waived as contemplated in Section 5.2, notice of the date, time, place, but not the purpose, of any special meeting of the Board of Directors shall be given by the Secretary, in accordance with Section 5.1, at least forty-eight (48) hours before such meeting.

4.5 Waiver. Waiver of notice of all meetings of the Board of Directors shall be governed by Section 5.2 of these Bylaws.

4.6 Quorum. For the purposes of business transactions at meetings of the Board of Directors, a quorum shall be defined as a majority of the current number of directors. The President shall then declare a quorum at the start of the meeting.

4.7 Vote Required for Action. Except as otherwise provided in these Bylaws, the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw are provided for in Article Twelve of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.6 of these Bylaws.

4.8 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (including electronic mail communications), setting forth the action so taken, is signed by not less than a majority of directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 Absentee Voting. Directors unable to attend a particular meeting may submit their vote on a previously-announced proposal when such announcement is made in an acceptable written or electronic form to the Board of Directors prior to the meeting where a vote will be taken on the proposal. This vote must be submitted in writing or an acceptable electronic form prior to the meeting to both the President and

the Secretary and will be considered valid provided no changes are made to the proposal, and a documented copy of the absent director's vote is recorded in the meeting minutes. A verbal vote submitted by a director that is present at the meeting when the vote is tendered supersedes any written vote previously submitted by said director on the proposal in question. Proxy votes are not permitted.

4.11 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

4.12 Absences. A director is required to attend a minimum number of meetings, as defined in the Corporation's Policies and Procedures. If it becomes apparent that a director is unable to attend this specified minimum number of meetings, the director will be deemed to have resigned from the Board.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given in accordance with this Section 5.1. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype, facsimile telecopy, electronic mail, or other form of acceptable wired or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

A. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;

B. Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

C. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

5.2 Waiver. A director may waive any notice before or after the date and time stated in the notice. Except as provided in this Section 5.2, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Corporation for

inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The officers of the Corporation (Executive Committee) shall consist of the Board President who shall serve as the President of the Executive Committee, one (1) Vice-President, a Secretary, a Treasurer, and, if such a position is filled, the Executive Director (in a non-voting capacity). The President may, from time to time, create and establish the duties of such other officers or assistant officers as the President deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, a Secretary, and a Treasurer. No individual person shall hold more than one (1) office.

During periods between regular meetings of the Board of Directors, the Executive Committee shall have and exercise all authority of the Board of Directors in the management of the affairs of the Corporation; provided, however, no committee may authorize distributions; approve dissolution, merger or sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the Board of Directors; or adopt, amend or repeal the Articles of Incorporation or the Bylaws of the Corporation..

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

6.3 Other Agents. The Board of Directors may appoint, from time to time, such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may, from time to time, determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.6 President. The President shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and shall serve as a voting member of the Executive Committee of the Board of Directors and as a voting member, ex-officio, of any and all other committees of directors. The President shall be authorized to enter into any contract or agreement on behalf of the Corporation and to execute in the corporate name any instrument or other writing. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, shall supervise and direct the management and operation of the Corporation in the absence of an executive director and shall make all decisions as to policy which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the President's supervision and control during such interim. The President shall perform these and such other duties and have such other authority and powers as the Board of Directors may, from time to time, prescribe.

6.7 Vice President. The Vice-President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, delegate.

6.8 Executive Director. The Corporation may, subject to approval by the Board of Directors, have an Executive Director.

A. The Executive Director, subject to the control of the Board of Directors and of the President, shall be the principal administrative and operating officer of the Corporation. Under the direction of the Board of Directors, the Executive Director shall supervise and have general charge of all operating functions and activities of the Corporation and shall be charged with carrying out the policies, programs, orders, and resolutions of the Board of Directors.

B. The Executive Director may employ, discharge and supervise, and determine the compensation of, non-officer employees or non-employee agents of the Corporation.

C. The Executive Director shall perform such other duties and shall have such other authority and powers as the Board of Directors may, from time to time, prescribe, shall keep the Board of Directors, officers and committees of the Corporation fully informed as to the business and affairs of the Corporation, and shall consult freely with them concerning its business and affairs.

D. The Executive Director shall be a non-voting officer of the Executive Committee.

6.9 Secretary.

A. The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the executive and other committees when required.

B. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

C. The Secretary shall, for the purpose of authenticating records of the Corporation, keep in safe custody a seal of the Corporation and, when authorized by the Board of Directors or the President, affix the seal to any corporate instrument. When so affixed, the seal shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

D. The Secretary shall be under the supervision of the President. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may, from time to time, prescribe, or as the President may, from time to time, delegate.

6.10 Assistant Secretaries. The Assistant Secretaries in the order of their seniority, unless otherwise determined by the President, shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, delegate.

6.11 Treasurer.

A. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

B. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall prepare financial statements at such intervals as the Board of Directors shall direct. The Treasurer shall also be authorized to sign checks, drafts, and other orders for the payment of money.

C. If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

D. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, delegate.

6.12 Assistant Treasurers. The Assistant Treasurers in the order of their seniority, unless otherwise determined by the President, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, delegate.

ARTICLE SEVEN

Committees of Directors

7.1 Finance Committee. The Finance Committee shall be a standing committee whose chair is the Board Treasurer. Other members of the committee shall include the Board President and Executive Director. The committee, at its discretion, may appoint one additional member from the Board of Directors to serve with the committee. The committee establishes annual budget, monitors financial results, and is responsible for all financial and tax reporting in accordance with the Internal Controls and Accounting System Procedures and Controls as established in the Corporation's Policies and Procedures.

7.2 Other Board Committees. Any other Board Committees to be established for the support and operation of the Corporation and the Makerspace, including but not limited to, Board Development, Human Resources, Strategic Planning, and Makerspace Development, shall be established as directed by the Corporation's Policies and Procedures. The Policies and Procedures shall define the membership requirements, terms of memberships, rules, and purpose of the Board Committee.

7.3 Advisory Board and Committees. The Corporation's Policies and Procedures shall define the membership requirements, terms of membership, rules, and purpose of an Advisory Board and Advisory Committees. Committees of volunteers, as needed for support and operation of the Makerspace, shall be considered Advisory Committees.

ARTICLE EIGHT

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) (either President, Vice-President, Secretary or Treasurer, as provided herein in Article 6), or agent(s) (defined as a non-director employee or contractor) of the Corporation and in such other manner as may, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President.

8.3 Deposits. All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such Federally-insured banks, trust companies or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE

Distributions and Disbursements

9.1 Distributions and Disbursements. The Board of Directors, not less frequently than annually, shall (i) determine all distributions to be made from net income and capital of the Corporation (including funds held by trustees, custodians, or agents of the Corporation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donors' directions, if and to the extent applicable; (ii) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the Corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the purposes and in the manner intended and (iii) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective trustees, custodians, or agents having custody of funds of the Corporation as to the payments and funds to be charged.

9.2 Vote Required for Determinations. All determinations under Section 9.1 shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these Bylaws or by direction of any donor as a condition of the gift.

9.3 Distribution of Principal. Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian, or agent having custody of the funds of the Corporation as far in advance as the Board of Directors deems practicable in order to permit the trustee,

custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable.

9.4 Determination of Effective Agencies and Means for Carrying Out the Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as, from time to time, it deems necessary or desirable in order to determine the most effective agencies and means for carrying out the purposes and functions of the Corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose.

9.5 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the Corporation, and subject to the provisions of Section 501(c)(3), the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE TEN

Indemnification and Insurance

10.1 Indemnification of Directors and Officers. To the fullest extent permitted by the provisions of the Nebraska Nonprofit Corporation Code, as any of those provisions may be amended and supplemented (but only to the extent that any such amendment or supplement permits more extensive limitations of liability than the Nebraska Nonprofit Corporation Code permitted prior to the amendment or supplement), Directors shall not be liable to the Corporation or its Members for monetary damages for any action taken, or any failure to take any action, as a Director. Nothing herein shall be construed to reduce, impair or affect any immunities or limitations of liability to which the Directors and Officers of the Corporation may be entitled under other provisions of the Official Code of Nebraska, the United States Code or principles of Nebraska or federal common law.

10.2 Corporation's Responsibility of Indemnification. To the fullest extent permitted by the provisions of the Nebraska Nonprofit Corporation Code, as any of those provisions may be amended and supplemented (but only to the extent that any such amendment or supplement permits more extensive indemnification rights than the Nebraska Nonprofit Corporation Code permitted prior to the amendment or supplement), the Corporation shall, and is hereby authorized and obligates itself to, indemnify its directors and officers from all liabilities and reasonable expenses they incur with respect to any proceeding, regardless of whether they shall have been successful, wholly or otherwise, in the defense thereof, and advance funds, prior to the termination of the proceeding, to pay for or reimburse the reasonable expenses they

incur in the defense of the proceeding. The Corporation shall also pay or reimburse the expenses incurred by its Directors and Officers in connection with or in preparation for their appearance as witnesses in a proceeding at a time when they are not parties to the proceeding. The Corporation shall, in addition, pay all reasonable expenses they incur in successfully enforcing their rights to indemnification or to advancement, payment or reimbursement of expenses by the Corporation, whether under this Article or otherwise. Any indemnification or advancement, payment or reimbursement of expenses effected under this provision shall not be deemed exclusive of rights that Directors and Officers may have under any Bylaw, resolution, agreement, vote of the Members or disinterested directors, or otherwise, shall apply both to actions and omissions in their official capacity and to actions and omissions in another capacity while serving as Directors or Officers, shall continue as to persons who have ceased to be Directors or Officers, and shall inure to the benefit of their heirs, executors, and administrators. All the terms used in this Article shall be read to include the meanings provided in the Nebraska Nonprofit Corporation Code.

10.3 Insurance. To the extent permitted by Nebraska law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting, and waivers of notice of all meetings of the Board of Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Nebraska law. All books and records of the Corporation may be inspected by any director for any proper purpose, upon reasonable notice, at any reasonable time.

11.2 Corporate Seal. The corporate seal (of which there may be one (1) or more exemplars) shall be in such form as the Board of Directors may, from time to time, determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the year, from time to time, as it deems appropriate. Accordingly, such fiscal year shall be designated as July 1 – June 30 until further modified.

11.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as, from time to time, amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law.

11.5 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation for the Corporation.

11.6 Conflict of Interest. Any director, employee, or committee member having a material interest in a transaction presented to the Corporation must give prompt, full, and frank disclosure of his/her interest to the Board of Directors and/or the relevant committee. Such disclosure must be made prior to the commencement of such transaction. Further, each director shall review and complete a "Conflict of Interest Disclosure Statement", and such statement shall be kept by the Corporation in accordance with Section 11.1.

ARTICLE TWELVE

Amendments

12.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these Bylaws and to adopt new bylaws.

12.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a two-thirds (2/3) majority of the directors then in office. Such action may be taken at any regular or special meeting for which notice of the proposed action shall have been given no less than thirty (30) nor more than sixty (60) days before the date of such meeting. Notice of such meeting shall include a description of the proposed bylaw change, by section and number.

ARTICLE THIRTEEN

Tax-Exempt Status

13.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3).

CERTIFICATION

These Bylaws were approved by an electronic (email) vote of the Board of Directors by a two-thirds (2/3) majority vote on **April 14, 2015**.

Secretary

Date