

**THE BYLAWS OF A TEXAS NON-PROFIT CORPORATION NAMED
THE FOUNDATION PERFORMANCE ASSOCIATION
(Effective December 30, 2019)**

ARTICLE I – GENERAL

The Foundation Performance Association (hereinafter referred to as the "Corporation") is a non-profit corporation organized under the laws of the State of Texas, which has members within the meaning of the Texas Non-Profit Corporation Act, Art. 1396 - 1.01, et seq., V.A.T.S. (the "Act"). The purposes and powers of the Corporation shall be those specified in, or authorized pursuant to, its Articles of Incorporation. The related objectives shall be:

- a) To serve the public by advancing the skill and the art of engineering analysis, investigation, and consultation in the design, construction, and repair of structural foundations for residential buildings and other forms of light construction.

- b) To engage in research through the conduct of seminars and the publication of technical papers, books, and articles on the science of residential design, construction, and repair of light foundations.

- c) To maintain a bibliography of information on the science of design, construction, and repair of light foundations

- d) To establish criteria for the preparation of specifications, geotechnical testing, design analysis, construction techniques, quality control, performance criteria, investigation and failure analysis, and repair techniques for light foundations, all for the benefit of the public.

- e) To elevate the standards and ethical concepts of those engaged in the light foundation industry.

- f) To cooperate and share with other related professions engaged in related services information on the science of residential & commercial design, construction, and repair of light foundations

ARTICLE II - INITIAL OPERATIONS

Initialization

The Corporation will be formed as the result of those individuals who, from the beginning, have provided the impetus, time, money, and technical expertise to perpetuate the continued existence of this body of individuals.

Offices

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent (whose office shall be identical with such registered office), and may have such other offices within or without the State of Texas as the Board of Directors may from time to time determine. The initial registered office of the Corporation is 730 N. Post Oak Rd., Suite 300, Houston Texas 77024, and the initial Registered Agent is Michael A. Skoller, P.E.

POST-INITIALIZATION OPERATIONS

ARTICLE III - MEMBERS

3.1 Membership: The Corporation shall have three (3) classes of Members. These Members of the Corporation shall be those persons described in this Section and who become Members in accordance with Article VII. Persons eligible to become Members shall be those persons who the Board of Directors accepts as qualified for membership in the Corporation. The term "Member," as used hereafter in these Bylaws, shall refer to Members, Corporate Members, and Student Members, unless otherwise specified, with further description of each as follows:

3.1.1 Member: A Member is an individual who is actively engaged in or has an interest in the engineering analysis, investigation, litigation, consultation, design, construction, inspection, and/or repair of lightly-loaded foundations.

3.1.2 Corporate Member: A Corporate member is an entity designating up to four (4) employees listed as Members and whose business activities include the engineering analysis, investigation, litigation, consultation, design, construction, inspection, or repair of lightly-loaded foundations, or who supply materials and services for lightly-loaded foundations.

3.1.3 Student Member: A Student Member is an individual who is enrolled full-time in an accredited college and/or University in an appropriate major that upon graduation could allow the individual to become engaged in similar employment of a Member.

3.2 Tenure of Members: The term of annual membership shall be from November 1 to October 31 of the following year.

3.3 Members Meetings:

3.3.1 Annual Meeting of Members: The annual meeting of the Corporation shall be held in December of each year immediately following or immediately before the regular monthly meeting. The annual members' meeting is primarily for the purpose of announcing the results of the election for the various officer positions and positions on the Board of Directors. Other business may be brought before the membership as the Board of Directors has determined beforehand.

3.3.2 Special Meetings of Members: Special meetings of the Members may be called by the President of the Corporation (the "President"), the Board of Directors, or by notice issued by not less than fifty percent (50%) of the members.

3.4 Notice of Meetings - Waiver: Written or printed notice stating the place, day and hour of any meeting of Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) calendar days before the date of the meeting, either personally, fax, email or by mail to each member, by or at the direction of the President, the Secretary of the Corporation (the "Secretary"), or the officer or person calling the meeting.

3.5 Voting Privileges: At least thirty (30) days before the Board election voting deadline the Secretary or Treasurer shall send the ballot to all members current in their dues. Each current member shall have one vote. The deadline for receipt of votes shall be at midnight the day of the November monthly meeting unless otherwise approved by the Board. All written ballots shall have the name and signature of the voter and other requested information. Electronic ballots approved by the Board may also be used. At the time the votes are counted, the Secretary or Treasurer of the Association shall determine the eligibility of that voter. The eligibility of any vote shall be such that the individual member who cast the vote is current in his or her dues. Improperly cast or ineligible ballots shall not be counted.

3.6 Quorum and Voting: Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, a simple majority of the Members represented in person or by proxy and one duly elected Member of the Board of Directors shall constitute a quorum at any Meeting of the Members. If, at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members and the majority rules, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. A Member may vote in person or by proxy executed in writing by the Member or by his/her duly authorized representative. Each proxy shall be revocable unless expressly provided therein to be irrevocable. No Member shall have the right to cumulate such member's votes for the election of Officers and other Board Members. The President shall preside at each meeting of the members, and in the absence of such Officer, a Member appointed by the majority of Members present at the meeting shall perform the duties. The foregoing rules shall not apply to any meeting of the Board of Directors.

3.7 Conduct of Business: At meetings of the Members, matters pertaining to the furtherance of the Corporation's business purposes may be conducted. The members may establish the rules and procedures for their meetings, keep regular minutes of their meetings and cause such minutes to be recorded in books kept for that purpose in the principal business office of the Corporation.

3.8 Action Without Meeting: Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, email, or fax setting forth the action to be taken, is approved by a majority of the Members entitled to vote with respect to the subject matter thereof.

3.9 Resolution of Disputes: In any dispute between Members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute without litigation. This paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a Member from the Corporation. The Board of Directors shall have the discretion to authorize the use of the Corporation's funds for mediation of a dispute described in this paragraph.

3.10 Sanction, Suspension, or Termination of Members: Any Member delinquent in his/her dues for more than 90 days shall be subject to termination of membership. The Board of Directors may impose reasonable sanctions on a Member, suspend or expel a Member from the Corporation, for good cause after a hearing. Good cause includes the default of an obligation to the Corporation to pay fees (other than dues) for a period of thirty (30) days following delivery of notice of default, imparting a disruption or embarrassment to the Corporation, or a material and serious violation of the Corporation's Articles of Incorporation, Bylaws, or of law. The Board of Directors may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard before the Board of Directors. To be adequate, notice shall be in writing, and delivered at least fourteen (14) days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors' determination that the need for a timely hearing is included in the notice. The notice shall be effective upon mailing. A Member shall have the right to be represented by counsel at and before the hearing. The Board of Directors may impose sanctions, suspend a Member, or expel a Member by vote of a majority of Board Members present.

3.11 Resignation of Members: Any Member may resign from the Corporation by submitting a written resignation to the Secretary of the Corporation or by failing to pay dues imposed by the Board. Such resignations need not be accepted by the Corporation to be effective. A Member's resignation shall not relieve the Member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

3.12 Reinstatement of Members: A former Member may submit a written request for reinstatement of membership. The Board of Directors may reinstate membership on any reasonable terms that the Board of Directors deems appropriate.

3.13 Waiver of Interest in Corporate Property: All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by

the Corporation. A Member shall have no interest in specific property of the Corporation. Each Member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Officers: The Board of Directors (Board) shall include four (4) officers of the Corporation: the President, President-Elect, Secretary and Treasurer, so elected to the Board. The duties of these individuals are described in Article VI below.

4.2 Board Members: The Board Members (Board) shall consist of a minimum of seven (7) and a maximum of fifteen (15) Members, current in their dues, duly elected to the Board, and including the officers described in Section 4.1 above. The Board Members shall attend the Board Meetings and shall assume any and all duties so assigned by the President. The number of Board Members may be increased or decreased and the manner of their election determined from time to time by action of the Board, provided, however, that no decrease in the number of Board Members shall have the effect of shortening the term of any incumbent Board Member. The prior year's President shall be one of the Board Members.

4.3 General Powers: All of the business and affairs of the Corporation shall be managed and controlled under the general direction of the Board. The Board may delegate authority to the officers of the Corporation. In addition to the authority granted the officers in these Bylaws. To the extent permitted by law, the Board may also, by a resolution, adopted by a majority vote of the Board members, authorize one or more Board committees to act on its behalf when it is not in session.

4.4 Nomination, Election and Tenure of Board Members

4.4.1 Nomination: Nominations of candidates for the Board shall be chosen by the Nominating Committee, a Board Committee consisting of the President-Elect as chair and two other Board Members appointed by the President. The Nominating Committee shall be appointed by June 15th. The Nominating Committee shall search the membership to find suitable candidates willing to serve as officers and members of the Board. The Nominating Committee shall prepare the ballot for Board approval by September 1st. The

final ballot shall allow space for write-in candidates for each position and shall be approved by the Board.

4.4.2 Election: The Secretary and/or Treasurer shall receive and count the votes. The President shall provide an independent check of the votes, resolve any differences with the Secretary and/or Treasurer, and shall present the results of the election to the Members. In the event of a tie for any position on the ballot, the Board shall select the winner of that position. The current Board shall announce the new Board Members at the Annual Members meeting or via email to the Members no more than 45 days after the Annual Members meeting. The current Board shall remain in office until the current Board ratifies the new Board.

4.4.3 Tenure: Each newly elected Board Member shall serve until his/her resignation, death, or removal in accordance with these Bylaws, for one (1) year.

4.5 Duties of the Board: The Board shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are lawful. In all other instances, the Board shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. An Officer / Board Member shall not be liable if, in the exercise of ordinary care, he or she acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

4.6 Board Meetings: The Board may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the State of Texas as the Board may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal business office in the State of Texas.

4.6.1 Annual Board Meetings: The Annual Board Meeting shall be held each year within 45 calendar days after the annual Members meeting for the purpose of: a) ratifying officers for the ensuing year; and b) transacting such other business as may be required. The annual meeting of the Board may be held in conjunction with the annual meeting of the Members (Corporation).

4.6.2 Regular Board Meetings: Regular Board Meetings shall be held on the same day as the regular monthly presentation meetings occurring in January, April, July and October of each year.

4.6.3 Special Meetings: Special meetings of the Board may be called by, or at the direction of, the President, or the Secretary, upon the written request of a majority of the Board. Special meetings of the Board shall be held at such time and place as shall be designated in the notice of the meeting.

4.6.4 Teleconference Meetings: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any Board Member or any Board Committee may participate in a meeting of the Board or such Board Committee by means of a teleconference, web meeting, or other electronic means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participated in the meeting for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.7 Notice: The President shall deliver Notice of the agenda, time and place of any meeting of the Board in writing, including electronic means such as email, or fax to each Board Member at least seven (7) calendar days before the time of the meeting, requesting and subsequently including other agenda items requested by any Board Member. The attendance of a Board Member at any meeting shall also constitute a waiver of notice of such meeting, except where attendance at such meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Every attempt shall be made to include a complete agenda in the Notice. However other "new business" items may also be included in the agenda and may be acted upon by the Board unless prohibited by statute.

4.8 Quorum: At all meetings of the Board, a majority of the current Board Members shall constitute a quorum for the transaction of any business at any meeting of the Board, unless otherwise specifically provided by law. If a quorum shall not be present at any meeting of the Board, the Board Members who are in attendance may not vote on any action until a quorum shall be present. Board Members present by proxy may not be counted toward a quorum.

4.9 Board Actions:

4.9.1 Formal Action by Board Proxies: The act of a majority of the Board present in person or by proxy at a meeting at which a quorum is present shall be an act of the Board, unless the act of a greater number is required by the Articles of Incorporation or elsewhere in these Bylaws. A Board Member may vote in person or by proxy executed in writing by another Board Member and presented prior to the start of the meeting.

4.9.2 Action without Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, including electronic means such as email or fax, setting forth the action so taken, is given by a majority of the Board Members that are entitled to vote with respect to any matter thereof. For actions without meeting, any Board Member presenting the motion shall accept the second for the motion by another Board Member and facilitate the discussion for a minimum of one week until all comments are received and transmitted to all current Board Members. Upon close of the discussion, the Board Member presenting the motion shall call for any outstanding votes, tally, and transmit the voting results to all Board Members. No proxy shall be allowed. The act of a majority of the current Board Members shall be an act of the Board, in which case the President or a Board Member appointed by the President shall record a summary of such Action in the next Board Minutes to be approved by the Board.

4.10 Early Termination:

4.10.1 Resignation: Any Member of the Board may resign at any time by giving written notice to the President of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.10.2 Removal: Any Board Member may be removed either with or without cause at any duly constituted meeting of the Members duly called and held for such purpose, by the affirmative vote of the Members present in person or by proxy at such meeting representing seventy percent (70%) of all votes entitled to be cast by the Members.

4.10.3 Automatic Termination: A Board Member is automatically terminated from the Board if he or she is absent from three (3) consecutive Board meetings or any four (4)

Board meetings within a 12-month period. A Board Member shall be considered to be absent if not present during at least half the duration of the meeting.

4.11 Vacancies: Any vacancy occurring in the Board shall be elected by majority decision by the remaining Board Members. Vacancies need not be filled if four (4) or less months remain in the current term. A Board Member elected to fill a vacancy shall be elected for the unexpired term of such Board Member's predecessor in office.

4.12 Compensation: Board Members and other members of any Board Committee, as such, shall not receive compensation for their service. The Board, by resolution adopted by a majority of Board Members, may determine that the Members of the Board or any Board Committee may receive reasonable reimbursement for expenses incurred in attending to their authorized duties.

4.13 Procedure: The meeting of the Board shall be conducted in accordance with Robert's Rules of Order unless specified otherwise in these Bylaws. The Board shall adopt rules of procedure to govern its activities that shall not be inconsistent with these Bylaws.

ARTICLE V - COMMITTEES

5.1 Board Committees: The Board may from time to time appoint Members of the Board to form and chair Board Committees which have the authority of the Board in exercising such powers as specified in the respective resolutions appointing them. Each Board Committee chairperson shall be a current Board Member. Other members of a Board Committee are required to be Members of the Corporation and may be appointed either by the Board or by the Board Committee's chairperson unless stated otherwise in these Bylaws. The appointed Board Committee chairpersons shall set their Board Committee's rules of conduct, shall govern its activities, and shall present its final work product to the Board for approval when complete. Each Board Committee shall be ad hoc and will automatically dissolve at the end of the Board's term, even if it did not complete its assigned task. In cases when a previous Board's Board Committee did not complete its assigned task, the following year's Board may, but is not obligated to, resolve to renew the previous Board Committee for another Board term in order to complete the previous Board Committee's assigned ad hoc task.

5.2 Standing Committees: The Board may from time to time appoint Members of the Corporation to chair and form Standing Committees which have the authority of the Members of the Corporation in exercising such missions as specified in the respective resolutions appointing them. Each Standing Committee's chairperson shall be appointed by the Board for an indefinite term until the chairperson vacates the position or is replaced by the Board for any reason. Each Standing Committee chairperson is required to remain a current Member of the Corporation while serving as chairperson. Other Standing Committee members are not required to be Members of the Corporation. Each Standing Committee shall ratify, publish and follow a Board approved mission that is within the Corporation's current published mission. Each Standing Committee shall set its rules of conduct, govern, and provide oversight on the activities of each ad hoc subcommittee it forms in order to accomplish tasks that are within the Standing Committee's mission. Each Standing Committee desiring to publish guidelines, procedures, specifications, or other documents denoted as peer reviewed shall compile, format and submit its proposed peer reviewed document to the Members of the Corporation for review in accordance with a Board approved peer review procedure prior to publishing its document. If the FPA's peer review procedure was revised by the Board since the Standing Committee sanctioned a subcommittee to produce a document planned for peer review, the Standing Committee and its subcommittee have the option to follow any Board approved peer review procedure in effect since that subcommittee's sanction date.

ARTICLE VI - OFFICERS

6.1 Officers: The Officers of the Corporation ("Officers") shall be those listed in Article IV above. One person may not hold two or more offices at the same time.

6.2 Nomination, Election and Tenure: nomination, election and tenure of Officers shall be the same as for the other Board Members.

6.3 Early Terminations: Early terminations, including resignation, removal and automatic terminations of Officers shall be the same as for other Board Members.

6.4 Vacancies: A vacancy in any office may be filled by the Board for the unexpired portion of the term of such office per Section 4.11 above.

6.5 President: The President shall be the chief executive officer of the Corporation, and shall have general direction of the affairs of the Corporation and general supervision over its several Officers, subject however, to the control of the Board. The President shall at each annual meeting of the Members, and from time to time, report to the Members and to the Board all matters within his/her knowledge, which, in his/her opinion, the interest of the Corporation may require to be brought to their notice; shall procure, sign and execute in the name of the Corporation on all contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other Officer or agent of the Corporation; and in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him/her by the Board or as are prescribed by these Bylaws.

6.6 President-Elect: The President-Elect shall serve his/her term for a minimum of one (1) year and shall automatically succeed the President, after the President has left office and shall chair the Nominating Committee in accordance with Section 4.4 above. At the request of the President, or in his/her absence or disability, the President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all restrictions upon the President.

6.7 Secretary: The Secretary shall; a) keep the minutes of all meetings of the Board, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and c) in general, perform all duties and exercise all powers incident to the office of the Secretary and such other duties and powers as the Board or the President from time to time may assign. The Secretary, with a majority board approval, may hire or appoint somebody to assist him/her in these duties.

6.8 Treasurer: The Treasurer shall: a) keep complete and accurate books and records of account, showing accurately at all times the financial condition of the Corporation; b) be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation; c) furnish at meetings of the Board, or whenever requested, a statement of the financial condition of the Corporation; d) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; e) have general charge of the Members records, and such other books and papers as the Board may direct, for the Corporation, all of which shall, at all reasonable times, be open to the examination of any Board Member, upon request at the office of the Corporation during business hours; and f) perform such other duties and exercise all powers incident to the office of Treasurer and

such other duties and powers as the Board or President from time to time may assign or confer.

6.9 Delegation: The Board may delegate temporarily the powers and duties of any Officer of the Corporation, in case of such Officer's absence or for any other reason, to any other Officer.

ARTICLE VII - MEMBERSHIP INTERESTS

7.1 Membership Certificates: A person or entity described in Section 3.1 herein is eligible to purchase only one Membership Interest in the Corporation by paying the annual dues prescribed by the Board. No dividend shall be paid to Members, other persons or entities. Certificates representing ownership of the membership Interest in the Corporation may be in such form or forms as to comply with the requirements of law and the Articles of Incorporation and as the Board shall approve ("Certificates"). The Board has the authority to decline the issuance of Certificates as they may see fit. The Board may set the amount of the annual dues from time to time.

7.2 Membership Record: The Treasurer shall maintain, among other records, a list of the names and addresses of owners of Membership Interests in the Corporation. This list shall be the official list of Members of record of the Corporation for all purposes. These records shall be mirrored in the Corporation's website database and kept current. Unless otherwise provided by law, the Corporation shall be entitled to treat the person in whose name the membership interest is issued by the Corporation and is registered in the Records of the Corporation at any particular time as the owner thereof for all purposes (including, without limitation, for purposes of voting those membership interests, or giving proxies with respect to membership interests), and shall not be bound to recognize any equitable or other claim to a Membership Interest, or interest in, such membership interest or any rights derived from such Membership Interest on the part of any other person. The Treasurer shall advise the Board Member in charge of Membership (Membership Chair) by February 15th of all Members who have not paid their dues for the current year. By March 15th of that year, the Membership Chair shall have contacted all delinquent members and provide a list of those that should be deleted from the website database.

7.3 Termination and Transfer of Membership Interests: Membership terminates on the dissolution of the Corporation, the death of a member, the non-payment of annual dues, or termination per Section 3.10. A Membership interest in the Corporation is not

transferable or assignable by the Member. The Board retains the sole power and authority to issue Membership interests in the Corporation.

7.4 Dissolution of the Corporation: In the event that the Board of Directors determines it necessary or prudent to dissolve the corporation, a special meeting of all Members shall be called and a vote taken with a plurality of the votes deciding. If the Members vote to dissolve the Corporation, all funds and/or assets owned by the Corporation shall be transferred to any non-profit organization chosen by the Board and no such funds may be provided to any Member, except as previously provided herein.

ARTICLE VIII - MISCELLANEOUS

8.1 Contracts: The Board may 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 any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation shall 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 of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Secretary or Treasurer. The Treasurer shall have the authority to remit payment for an amount not exceeding five hundred dollars (\$500.00) for regular occurring business without Board approval. However, the Treasurer shall have the authority to remit payment for regularly occurring commitments such as account fees, website maintenance fees and monthly meeting room fees without Board approval.

8.3 Deposits: All funds of the Corporation shall be deposited from time to time for the credit of the Corporation in accounts maintained with such financial institutions, trust companies, or other depositories as the Board may determine, from time to time.

8.4 Books and Records: The Corporation shall keep correct and complete books and accounting records and the minutes of the meetings of the Board and the Board Committees; records shall be open to inspection by the Board Members at any

reasonable time and the right to make such inspection shall include the right to make copies.

8.5 Fiscal Year: The fiscal year of the Corporation shall be as the Board may determine.

8.6 Seal: The Board may adopt a corporate seal for use by the Corporation.

8.7 Notice:

8.7.1 Effective Date: Any notice required or permitted to be given pursuant to the provisions of the Act, the Articles of Incorporation, or these Bylaws, shall be effective as of the date personally delivered, faxed, emailed, or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended recipient at his/her last known address as shown in the records of the Corporation.

8.7.2 Waiver of Notice: Whenever any notice is required to be given pursuant to the provisions of the Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8.8 Gifts: The Board may accept, solely on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

8.9 Loans to Board of Directors Prohibited: No loans shall be made by the Corporation to its Officers or other Board Members. The Officers or Board Members who vote for or assent to the making of a loan to an Officer or Board Member, and any Officer or other Board Member participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

8.10 Revocation of Authorizations: No authorization, assignment, referral, or delegation of authority by the Board to any committee, Officer, or agent shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any authorization, assignment, referral, or delegation.

8.11 Regulation: The Board may adopt, amend, or repeal regulations (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, employees, and Committees.

8.12 Procedures Manual: The Board may adopt, amend, and/or repeal a Procedures Manual containing provisions applicable to the operations of the Corporation which, unless otherwise specified, shall be deemed to be binding. The Procedures Manual shall provide detail to these Bylaws. In the event of a conflict between these Bylaws and the Procedures Manual, these Bylaws shall take precedence.

8.13 Vote by Presiding Officer: The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting Officer or Board Member, be entitled to vote on any action.

8.14 Articles and Other Headings: The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE IX - AMENDMENT TO BYLAWS

The powers to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board.

SECRETARY CERTIFICATE

THE UNDERSIGNED, Secretary of the Corporation, DOES HEREBY CERTIFY that the foregoing amended Bylaws of the Corporation have been duly adopted by the Board of Directors by majority consent on the 30th day of December, 2019, and effective the same day.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation, has signed this Certificate as of the _____ day of _____, 20____