

**BYLAWS
OF
PENNSYLVANIA CERTIFIED ORGANIC**

A Pennsylvania Nonprofit Corporation

ARTICLE 1 - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “Code” means the Internal Revenue Code of 1986, as amended.
- (c) “Board” means the Board of Directors of the Corporation.
- (d) “Corporation” means Pennsylvania Certified Organic, doing business as PCO.
- (e) “Officer” means a person elected by the Board for an office specified in Article 9.
- (f) “Director” means an individual serving on the Board.

ARTICLE 2 - PURPOSES

Section 2.1. Purposes.

The purposes of the Corporation are set forth in its Articles of Incorporation.

ARTICLE 3 - OFFICES

Section 3.1. Offices.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - SEAL

Section 4.1. Seal.

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, Pennsylvania.”

ARTICLE 5 - MEMBERS

Section 5.1. No Members.

The Corporation shall have no members within the meaning of the Act. The Corporation may designate individuals or organizations that contribute money, property, services, or other value to the Corporation as supporting public members or as business members in recognition of their respective contributions. However, such contributors shall have no voting rights.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, its Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 6.2. Qualifications of Directors.

Each Director shall be a natural person at least eighteen (18) years of age who need not be a resident of Pennsylvania. Any individual who holds a commercial interest, including an immediate family interest, in a production, processing, or handling operation certified by the Corporation or who has held such interest in the twelve (12) month period prior to the operation's application for certification is not eligible to serve as Director.

Section 6.3. Number and Election of Directors.

The Board shall determine the total number of Directors to serve at any time. However, the Board shall consist of no fewer than five (5) and no more than nine (9) Directors. The Directors shall be elected by the Board at its annual meeting or at any other time to fill a vacancy.

Section 6.4. Term of Office.

Each Director shall hold office for a term of three (3) years. The Board may elect a Director to a term of less than three (3) years to fill a vacancy. The term of a Director shall begin on the date selected by the Board or, if no date is selected, on the date of the Board's next meeting following the Director's election. Directors are subject to a limit of three consecutive or non-consecutive terms. Partial terms of less than three (3) years are not counted against this term limit. Except as otherwise provided in these Bylaws, each Director shall hold office until (a) the expiration of the term for which they were elected and until their successor has been elected and qualified, or (b) their earlier death, resignation, or removal.

Section 6.5. Procedure for Nomination of Candidates for Director.

The chair of the meeting shall announce at the meeting of the Board the number of Directors to be elected at the meeting shall declare that the nominations of candidates for election as Director are open. The Nominating Committee shall present the nominations of candidates for election as Directors. Any Director who is entitled to vote at the meeting may make additional nominations. Nominations must be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes.

Section 6.6. Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors, even if less than a quorum, or by a sole remaining Director. Each person so selected shall be a Director to serve for the balance of the term of the vacant position. When one (1) or more Directors resign from the Board effective at a future date, the Directors then in office, including those who have so resigned, shall have the power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 6.7. Removal of Directors.

The Board may remove any Director from office, without assigning any cause, at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at any time.

Section 6.8. Resignations.

Any Director may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 6.9. Compensation of Directors.

Directors shall receive no compensation for their services as Directors or as committee members. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of paid employee or agent of the Corporation. Directors who serve as paid employees or agents of the Corporation shall not participate in any vote of the Board or any committee with respect to their compensation. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

Section 6.10. Voting Rights.

Each Director shall be entitled to one (1) vote.

ARTICLE 7 - COMMITTEES

Section 7.1. Establishment and Powers.

The Board may, by resolution adopted by the Board, establish one (1) or more committees to consist of one (1) or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee, shall have any power or authority as to the following:

- (a) the creation or filling of vacancies in the Board;
- (b) the adoption, amendment, or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board; or
- (d) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 7.2. Term.

The President shall appoint the chairs and members of all committees of the Board, subject to approval by the Board. Standing committees shall be appointed at the annual meeting of the Board and shall serve for a term of one (1) year, with the opportunity to be reappointed annually. Other Committees of the Board shall serve at the pleasure of the Board.

Section 7.3. Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by a Director and each committee shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings. Section 8.6 (relating to quorum and action), Section 8.7 (relating to electronic participation), and Section 8.9 (relating to unanimous consent) shall apply to committees of the Board.

Section 7.4. Executive Committee.

If the Board designates an Executive Committee, the Executive Committee shall be composed of the Officers. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

Section 7.5. Standing Committee.

There shall be the following Standing Committee of the Board:

- (a) Nominating Committee. The Nominating Committee shall be composed of at least two Directors. In addition to any other duties assigned by the Board, the Nominating Committee shall propose names for election of Directors and Officers and appointment of committee members. The recommendations of the Nominating Committee shall be presented to the Board at one or more regular meetings prior to the meeting at which the election shall take place. Except as otherwise provided by the Board, the Board shall vote on the nominations at the next meeting. The Nominating Committee shall also establish and administer a program for Director orientation and a process for evaluation of Directors prior to their re-election to the Board.

ARTICLE 8 - MEETINGS OF DIRECTORS

Section 8.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 8.2. Notice of Meetings.

Except as otherwise provided in these Bylaws, at least three (3) days' notice of any meeting of the Board shall be given to each Director pursuant to **Section 11.1** or by telephone. Such notice shall state the date, time, and place of the meeting, but need not state the purpose of the meeting except as provided in **Section 18.1** of these Bylaws.

Section 8.3. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held during the month of October, the date and time to be determined by the Board. If the date fixed for the annual meeting is a legal holiday under the laws of Pennsylvania, the annual meeting shall be held on the next succeeding business day that is not a legal holiday under the laws of Pennsylvania.

Section 8.4. Regular Meetings.

The Board may hold its regular meetings at such place and time as shall be designated by the Board. Notice of regular meetings need not be given other than by announcement at a prior meeting of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings.

Section 8.5. Special Meetings.

The President or any two (2) Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Seven (7) days' notice of any special meeting shall be given to each Director pursuant to **Section 11.1** or by telephone. Such notice shall state the date, time, and place of such special meeting but need not state the purpose of the special meeting except as provided in **Section 18.1** of these Bylaws.

Section 8.6. Quorum.

A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board. The Directors present at a meeting cannot act for the Board if enough Directors withdraw from the meeting to leave less than a quorum.

Section 8.7. Participation in Meetings.

One (1) or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or other electronic technology by 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 the meeting.

Section 8.8. Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in their absence, a person appointed by the chair, shall act as secretary.

Section 8.9. Consent of Directors in Lieu of Meeting.

Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary.

ARTICLE 9 - OFFICERS

Section 9.1. Number.

The Officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Officers may include one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other Officers as the Board may determine by resolution. The same person may hold any number of offices.

Section 9.2. Qualifications of Officers.

The Officers shall be natural persons at least eighteen (18) years of age who are Directors. Any individual who holds a commercial interest, including an immediate family interest, in a production or handling operation certified by the Corporation or who has held such interest in the twelve (12) month period prior to the operation's application for certification is not eligible to serve as an Officer.

Section 9.3. Election and Term of Office.

The Board shall elect the Officers at the annual meeting of the Board or at other times to fill a vacancy. Each Officer shall serve for a term of one (1) year and until their successor has been elected and qualified, or until their earlier death, resignation, or removal.

Section 9.4. Removal of Officers.

The Board may remove any Officer, without assigning any cause, whenever in its judgment the best interests of the Corporation will be served.

Section 9.5. Vacancies.

Vacancies in Officer positions resulting from: (a) the creation of additional Officer positions; or (b) the death, resignation, or removal of an Officer, shall be filled by the Board. Each person so elected shall be an Officer to serve for the balance of the term.

Section 9.6. Resignations.

Any Officer may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 9.7. The President.

The President shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall preside at all meetings of the Board and the Executive Committee. The President shall implement the Board's policies and advise the Board on issues affecting the Corporation. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 9.8. Vice Presidents.

In the absence or disability of the President or when so directed by the President, any Vice President may perform all the duties of the President, and, when so acting, shall

have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall perform such other duties as may be assigned by the Board or the President.

Section 9.9. The Secretary.

The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or by the President.

Section 9.10. Assistant Secretaries.

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the President, or the Secretary.

Section 9.11. The Treasurer.

The Treasurer shall be responsible for oversight of corporate funds and securities and shall ensure that full and accurate accounts of receipts and disbursements in books belonging to the Corporation are kept. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf, and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 9.12. Assistant Treasurers.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President, or the Treasurer.

Section 9.13. Compensation of Officers.

Officers shall receive no compensation for their services as Officers. However, the Corporation may compensate an Officer for providing services to the Corporation in any other capacity, including that of a paid employee or agent of the Corporation.

Subject to any policy adopted by the Board, Officers may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

ARTICLE 10 - ADVISORY COMMITTEES

Section 10.1. Advisory Committees.

The Board may create one or more Advisory Committees. The members of an Advisory Committee shall be selected at the annual meeting of the Board and shall serve terms of three (3) years and a maximum of three (3) terms. The number of persons serving on an Advisory Committee shall consist of no fewer than three (3) and no more than five (5), and all members shall be natural persons who need not be Directors or residents of the Commonwealth of Pennsylvania. Advisory Committees will meet with and/or report to the Board and Officers at such times and in such places as determined by the Board. At the request of the Board, an Advisory Committee may make recommendations and provide advice to the Board relating to the mission, purpose, and operations of the Corporation or such other matters as the Board shall determine. The recommendations of an Advisory Committee are to be suggestive only and not binding in any respect upon the Board. Advisory Committee members shall not have any fiduciary duties to the Corporation. The Board may remove any member of an Advisory Committee, without assigning any cause, whenever in its judgment the best interests of the Corporation will be served.

ARTICLE 11 - NOTICE

Section 11.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person either personally or by sending a copy thereof as set forth below.

- (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Corporation or, in the case of Directors, supplied by the Director to the Corporation for the purposes of notice. Notice under this subparagraph shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person.
- (b) By facsimile transmission, e-mail, or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

A notice of meeting shall specify the date, time, and place of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 11.2. Waiver by Writing.

Whenever any notice is required to be given, a waiver thereof that is filed with the Secretary in record form, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 11.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 - CONFLICTS OF INTEREST

Section 12.1. Interested Directors and Officers.

A contract or transaction between the Corporation and one (1) or more of its Directors or Officers or between the Corporation and another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other association in which one (1) or more of its Directors or Officers are directors or officers, or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the vote of the Director or Officer is counted for that purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.

ARTICLE 13 - LIMITATION OF LIABILITY; INSURANCE

Section 13.1. Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) the Director has breached or failed to perform the duties of their office under Subchapter B of Chapter 57 of the Act; and

- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to: (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 13.2. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code.

ARTICLE 14 - INDEMNIFICATION

Section 14.1. Representative Defined.

For purposes of this Article, "representative" means any Director or Officer or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

Section 14.2. Third-Party and Derivative Actions.

The Corporation is required under the Act to indemnify any representative against expenses (including attorneys' fees) actually and reasonably incurred if the representative is successful on the merits or otherwise in defense of any third party or derivative action or proceeding or in defense of any claim, issue, or matter therein

The Corporation shall indemnify any Director, Officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he or she was or is a representative of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably

incurred by him or her in connection with the action or proceeding if: (a) the representative acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation; and (b) with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation may indemnify him or her to the maximum extent for the remaining portion of the liabilities.

Section 14.3. Advancing Expenses.

The Corporation may pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in **Section 14.2** in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 14.4. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interest shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Article.

Section 14.5. Prohibited Indemnification.

No indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) the Board determines that under the circumstances, and upon the advice of independent legal counsel, indemnification would constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

Section 14.6. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 14.7. Reliance and Modification.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, their right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 15 - ANNUAL REPORT

Section 15.1. Annual Report.

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report for the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 16 - TRANSACTION OF BUSINESS

Section 16.1. Negotiable Instruments.

The Board shall designate one or more Officers or agents who shall sign all checks or demands for money and notes of the Corporation.

ARTICLE 17 - CORPORATE RECORDS

Section 17.1. Corporate Records.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the meetings of the Board and committees having any of the authority of the Board, a copy of the bylaws and any amendments thereto, a list of the names and business addresses of its current Board and Officers, and a copy of the most recent annual reports delivered to state and Federal officials.

Section 17.2. Transparency.

The Corporation shall ensure that its IRS Forms 990 are complete and accurate and are posted to the Corporation's website or otherwise made available to the public.

ARTICLE 18 - AMENDMENTS

Section 18.1. Amendments.

The Bylaws of the Corporation may be amended by the Board at any meeting after notice of such purpose has been given in accordance with the Act.

History:

Original Bylaws adopted _____.

Amended and Restated Bylaws adopted _____.