



BYLAWS
OF THE
CONSERVATION FEDERATION
OF MISSOURI

AS AMENDED MARCH 20, 2016

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ARTICLE I -- GENERAL

1.1 - NAME: The name of the corporation shall be Conservation Federation of Missouri

1.2 - PRINCIPAL OFFICE: The principal office of the corporation shall be at its registered office, or at such location as the Board of Directors shall designate, which location may, at any time, be changed.

1.3 - REGISTERED OFFICE AND AGENT: The corporation shall have and continuously maintain a registered office and a registered agent within the state of Missouri. The Board of Directors, from time to time, by resolution, may change the registered agent and the address of the registered office.

1.4 - PURPOSE: The purpose of the corporation shall be to function in conformance with the current mission statement of the organization

1.5 - OBJECTIVE: The objective of the corporation shall be, through the utilization of volunteer and paid personnel, pursue any and all legal avenues to fully effect the corporation's purpose.

1.6 - ANNUAL CONVENTION: There shall be an annual convention of the corporation members held, with the time, place and agenda determined by the Board of Directors.

1.7 - DURATION: The duration of the corporation is intended to be perpetual. In the event dissolution becomes necessary, all funds of the corporation which remain after satisfying all debts previously approved by the Board of Directors shall be distributed in accordance with the dissolution provisions of these bylaws.

1.8 - RECORDS: The corporation shall maintain at all times correct and complete books and records of account plus minutes of the proceedings of each meeting of the Board of Directors and all committees. Such minutes shall identify, but not be limited to, each pertinent subject brought up for discussion, any resolution or lack thereof, any motions made and who made and seconded them, the vote tally on each such motion plus any tasks assigned or accepted by anyone in attendance.

1.9 - CORPORATE SEAL: If the corporation adopts a corporate seal, which it may, the seal shall be a circular impression type with the name of the corporation in the rim of the seal and the word "seal" in the center. The Board of Directors may, by resolution, change the form of the corporate seal.

1.10 - LOGO: The corporation shall have a logo created to achieve public awareness. The Board of Directors, in its sole and absolute discretion, may alter, change or otherwise modify said logo. The Board of Directors is herewith authorized to seek copyright and trademark protection for and of the corporate logo.

ARTICLE II -- BOARD OF DIRECTORS

2.1 - GOVERNANCE: The governance of the corporation shall be exercised by, its property controlled by and its affairs conducted by, or directed by, a board of directors each member of which shall be not less than a regular member in good standing. Good standing is defined as having up-to-date payment of current membership dues.

2.2 - COMPOSITION: The Board of Directors shall consist of all officers of the corporation, the seven (7) members appointed by the President, the twelve (12) members elected by the general membership of the corporation, no more than twelve (12) members furnished by affiliate organizations, up to three (3) Executive Directors Emeritus, the corporate representative and the corporate alternative representative of the National Wildlife Federation, qualifying members of the E. Sydney Stephens Committee and the Conservation Leadership Corps representative.

2.3 - ELECTION AND APPOINTMENT: Seven (7) members shall be appointed as Directors by the President, each of whom shall serve a term of two (2) years concurrent with that of the president. Twelve (12) members shall be elected by a majority vote of the registered members at the annual convention of the corporation to serve a two (2) year term concurrent with that of the President after being part of a slate of candidates offered by the Nominating Committee, which slate must be published in the corporation's official publication edition published immediately prior to the annual convention. Nomination from the floor may be made by any registered member of the corporation during the annual convention.

E. Sydney Stephens Committee members are past presidents of the corporation. Those who are active and in good standing are automatically members of the Board of Directors. Subsequent to their tenure as a past president and prior to the regularly scheduled Board of Directors meeting immediately following the annual convention, past presidents shall declare in writing their status as either Active (voting) or Inactive (non-voting). In the absence of such declaration, a past president's status shall be deemed Inactive. Past presidents who have declared their status as Active will remain so until they declare in writing their status as Inactive. Should an Active past president have unexcused absences from two (2) Board of Directors meetings in a single calendar year, the past president shall automatically deemed to be Inactive. Past presidents who have declared their status to be Inactive will remain so until they declare in writing their status as Active. Said change in status will take effect at the Board of Directors meeting immediately following the annual convention.

The corporate representative and the corporate alternative representative to the National Wildlife Federation shall be elected at the annual convention of the corporation to serve a term of two (2) years concurrent with that of the President, after being part of a slate offered by the Nominating Committee, which slate must be published in the corporation's official publication edition immediately prior to the annual convention.

No more than twelve (12) members shall be elected by Affiliate Organizations.

All Directors shall be, at minimum, regular members or affiliate members of the corporation in good standing. Appointed member vacancies shall be filled by members of the corporation who are selected by the President. In the event one (1) individual is entitled by these bylaws to hold more than one Board of Directors positions, such individual may cast only one (1) vote on any issue requiring a vote and shall be counted only once when a quorum is determined.

The Conservation Leadership Corps (CLC) representative shall be elected at the annual meeting of the corporation to serve a term of one (1) year after being elected by their peers in CLC as their representative.

2.4 - RESPONSIBILITIES: It is the responsibility of the Board of Directors to set corporate policy, approve budgets, and approve actions of the executive committee and all other actions presented to the board.

2.5 - MEETINGS: The Board of Directors shall hold three (3) regular meetings per year at a time and location established by the President. However, one (1) of said meetings shall be in conjunction with the Annual Convention. Notice of regular meetings shall be given via U.S. Postal Service, or electronically, at least ten (10) days in advance of said meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by 25% of the Board of Directors. Notice of special meetings shall be given via U.S. Postal Service, or electronically, at least ten (10) days in advance of said meetings which clearly states the purpose of each meeting. A majority of the members of the Board of Directors in attendance at its meetings shall constitute a quorum, as long as 40% of the Board members are present in person, by telephone or electronic means, as long as the electronic means occurs during the applicable voting period of the meeting.

2.6 - VACANCIES: All vacant appointed and elected positions on the Board of Directors shall be filled by a member in good standing. Elected member vacancies shall be filled by those members of the corporation submitted by the Nominating Committee and approved by the Board of Directors. Appointed member vacancies shall be filled by members of the corporation who are selected by the President. Vacancies of Affiliated Organization Directors shall be filled by Affiliated Organizations. The CLC representative vacancy shall be filled by that organization.

2.7 - REMOVAL: A member of the Board of Directors may be removed from office by a two thirds (2/3) majority vote of the current Board of Directors for any of the following reasons:

1. Conviction of violation of any penal or wildlife code.
2. Any act tending to injure the good name of the corporation, disturb its well being or hamper it and its word.
3. Any other cause deemed sufficient by the Board of Directors in accordance with parliamentary authority.

2.8 – AUTOMATIVE REMOVAL: A member of the Board of Directors shall be automatically removed from office for the following reasons:

1. Unexcused absences from two (2) meetings of the Board of Directors in a single calendar year.
2. Absence from three (3) meetings of the Board of Directors, excused or unexcused, in a single calendar year.

Notification of such removal shall be made promptly by a letter from the President to the removed Director which explains the reason for the removal.

2.9 - COMPENSATION: No Director shall receive compensation in any form for his or her service to the corporation. However, Directors may be reimbursed for documented out of pocket expenses, when such expense has been previously approved by the Board of Directors.

2.10 - FINANCIAL INTEREST: Any contract, or other transaction, between the corporation and a member of the Board of Directors, or between the corporation and any organization in which a member of the Board of Directors has any interest whatsoever shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors wherein action upon such contract or transaction takes place, provided that such interest shall first be fully disclosed to the Board of Directors at such meeting, and further provided the Board of Directors shall subsequently approve, or ratify, such contract or transaction by a vote of the majority of the disinterested directors at said meeting. Any Director with contract or transaction interest shall be counted in the determination of a quorum, but not counted in calculating the majority necessary to approve the above described contract or other transaction.

ARTICLE III -- OFFICERS

3.1 – ENUMERATION: The officers of the corporation shall be a President, a First-Vice President, a Second-Vice President, a Secretary and a Treasurer.

3.2 - PRESIDENT: The President, when in attendance, shall preside at the Annual Meeting, the Board of Directors meetings and the Executive Committee meetings. The President shall be an ex-officio member of all regular and ad hoc committees, except the Nominating Committee. The President shall appoint all committee chairpersons and committee vice chairpersons, except for the Executive Committee, and except where otherwise stipulated in these bylaws, plus all committee members, except to the Executive Committee. The President shall appoint seven (7) corporate members in good standing to the Board of Directors. The President may, in his or her sole and absolute discretion, make the President Awards at the corporation's Annual Convention. The President shall perform such other duties as may be assigned by the Board of Directors.

3.3 - FIRST VICE PRESIDENT: The First Vice President shall perform the duties of the President, when the President is absent, fails to act or is unable to act. The First Vice President shall serve as the chairperson of the Ways and Means Committee. The First Vice President shall perform such other duties as may be assigned by the Board of Directors.

3.4 - SECOND VICE PRESIDENT: The Second Vice President shall perform the duties of the First Vice President, when the First Vice President is absent, fails to act or is unable to act. The Second Vice President shall serve on the Membership Committee, the Budget & Finance Committee and perform such other duties as may be assigned by the Board of Directors.

3.5 - SECRETARY: The Secretary shall arrange for the preparation of the Minutes of Meeting of the Board of Directors meetings, Executive Committee meetings, general membership meetings and all committee meetings. The Secretary shall arrange for the proper notification of all meetings in accordance with the time frame established in these bylaws. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

3.6 - TREASURER: The Treasurer shall be responsible for all accounts including the collection of membership payments. The Treasurer shall serve on the Budget and Finance Committee. The Treasurer shall be bonded by a reliable surety in the amount of one million dollars (\$1,000,000) the fee for which shall be paid by the corporation. The Treasurer shall perform such other duties as may be assigned by the Board of Directors. All drafts against financial assets of the corporation shall require the signatures of two parties selected and approved by the Board of Directors.

3.7- ALL OFFICERS: All officers shall be, at a minimum, regular members of the corporation in good standing. All officers, except those filling a vacated office, shall be elected by a majority of the registered delegates at the corporation's Annual Meeting by a viva-voce vote, after being selected and submitted by the Nominating Committee or by a nomination from the floor at the Annual Meeting. The slate of officers submitted by the Nominating Committee shall be published in the issue of the official publication immediately prior to the Annual Convention. Each officer shall serve a two (2) year term which ends on the final day of the second Annual Meeting following their election.

3.8- OFFICER VACANCIES: Officer vacancies shall be filled by a member in good standing selected by the Nominating Committee and approved by the Board of Directors to serve out the remainder of the unexpired term of the vacated office. Any officer may be removed from office by a vote on a motion to do so, by not less than two thirds (2/3) of the Board of Directors in existence at the time of the vote.

ARTICLE IV -- MEMBERSHIP MEETINGS

4.1 - ANNUAL MEETING: There shall be an Annual Meeting of the members of the corporation held in conjunction with the Annual Convention, the time and place of which shall be determined by the Board of Directors. Notice of the Annual Meeting shall be via U.S. Postal Service, or electronically, at least thirty (30) days in advance to all members in good standing. A majority of the delegates who have properly registered for and are in attendance at the Annual Meeting shall constitute a quorum. All delegates must be properly registered before being entitled to attend committee meetings or to vote on issues during either membership or committee meetings. Regular and Life Members are entitled to one (1) vote each.

4.2 - SPECIAL MEETING: A special membership meeting may be called by the President, subject to the approval by the Board of Directors or when requested to do so by at least 10% of members in good standing.

4.3 - QUORUM: A majority of those members in good standing in attendance at a special meeting shall constitute a quorum, as long as half the members that called the meeting are in attendance. Notice of such meeting shall be sent via U.S. Postal Service or electronically at least ten (10) days in advance of the meeting and shall contain accurate information as to its purpose.

4.4 - PARLIAMENTARIAN: There shall be a parliamentarian, appointed by the President, who shall attend all Annual Meetings and special membership meetings. The parliamentarian shall be responsible for interpreting the latest edition of Robert's Rules of Order regarding applicable matters during the Annual Meeting and during any special meeting. The parliamentarian shall be the interpreter of the latest edition of Robert's Rule of Order when so asked regarding any other function of the corporation. The parliamentarian shall serve as chairperson of the Constitution and Bylaws Committee.

ARTICLE V -- MEMBERS

5.1 - CATEGORIES: There shall be four (4) categories of corporate membership: Regular, Life, Affiliated Organization and Business Alliance. All dues and fees shall be paid directly to the corporation in the amount established by the Board of Directors.

1. REGULAR: Individuals, families and youths having interest in the objectives of the corporation and who pay the designated fee may apply for membership in this category. Regular members shall be considered in good standing when their dues are paid by their membership anniversary date.

2. LIFE: Individuals having an interest in the objectives of the corporation and who pay the designated fee may apply for membership in this category.

3. AFFILIATED ORGANIZATION: Clubs, associations, societies and other organizations composed of members having an interest in the objectives of the corporation and who pay the designated fee may apply to the Board of Directors for membership in this category. Affiliated Organization members shall be considered in good standing when said Affiliated Organization has paid its dues by its membership anniversary date.

4. BUSINESS ALLIANCE: Any business having an interest in the objectives of the corporation and who pays the designated fee may apply to the Board of Directors for membership in this category. Business Alliance members shall be considered in good standing when the said Business Alliance member has paid its dues by its membership anniversary date.

Any person, partnership, corporation or any other organization having an interest in the objectives of the corporation shall be eligible for membership, unless disapproved by the Board of Directors. The Board of Directors may assign subcategories to any of the above general categories and select all membership benefits.

5.2 - REVOCATION: Any member may be no longer in good standing and may have their membership benefits revoked for any of the following reasons.

1. Conviction of violation of any penal or wildlife code.
2. Any act tending to injure the good name of the corporation, disturb its well being or hamper it or its word.
3. Any other cause deemed sufficient by the Board of Directors in a majority vote of current members of said Board of Directors and in accordance with parliamentary authority.

5.3 - BEHAVIOR: All members shall conduct themselves at corporate functions and meetings with the highest ethical standards and decorum. Any offense will be taken under consideration by and acted upon by the Board of Directors.

5.4 - RULES OF ORDER: The latest edition of Robert's Rules of Order shall govern.

5.5 – RESIGNATION - Any member desiring to resign membership may submit a written or electronic notification to the Board of Directors at the address of the corporate headquarters.

ARTICLE VI -- EXECUTIVE COMMITTEE

6.1 - COMPOSITION: There shall be an Executive Committee of the corporation consisting of the officers, the immediate past president, the corporate representative to the National Wildlife Federation and six (6) other members of the Board of Directors, all of whom shall be elected by a majority of the registered delegates at the corporation's Annual Meeting.

6.2 - TERMS OF OFFICE: The officers, the immediate past president and the corporate representative to the National Wildlife Federation shall serve a term of two (2) years. Neither the President, the 1st Vice President nor the 2nd Vice President may serve a consecutive term of office in their current position. The six (6) elected members shall serve staggered terms of three (3) years with two (2) of the six (6) elected members' terms expiring at each meeting of the Board of Directors held in conjunction with the Annual Convention. No member of the Executive Committee shall serve consecutive full terms in his or her position. Two (2) of the elected members shall be nominated by the Nominating Committee each year and submitted to the Board of Directors at the meeting prior to the Annual Convention. Said nominations shall be published in the issue of the official publication prior to the Annual Convention. Additional nominations shall be allowed from the floor of the next Board of Directors meeting at the Annual Convention. The two (2) nominees receiving the most votes shall be elected to the Executive Committee for a term of three (3) years.

6.3 - AUTHORITY: The Executive Committee may act for the entire Board of Directors between the latter's regular meetings; and the action of a majority of those in attendance at an Executive Committee meeting shall be the action of the Board of Directors on all corporate matters and shall be binding upon the corporation other than the following exceptions:

1. Employment of the Executive Director.
2. Execution of any contract having a value greater than \$10,000.00.
3. Any commitment requiring the corporation to act.

6.4 - RESPONSIBILITIES: The Executive Committee shall report to the Board of Directors at each of the latter's meetings all actions taken by the Executive Committee since the previous meeting of the Board of Directors. The Executive Committee shall be responsible for reviewing and recommending approval or disapproval of the annual budget of the corporation and for monitoring the financial condition of the corporation. The Executive Committee shall review and act upon matters concerning staff as provided for in these bylaws, in the corporation's Personnel and Procedures Manual adopted by the Board of Directors or by other actions of the Board of Directors. The Executive Committee shall review activities and proposals of existing resource committees and approve or disapprove any proposals submitted by the President.

6.5 - QUORUM: A majority of the members of the Executive Committee shall constitute a quorum.

6.6 - VACANCIES: Any vacant position on the Executive Committee shall be filled by a member in good standing selected by the Nominating Committee and approved by the Board of Directors to serve out the remainder of the unexpired term of the vacated office.

ARTICLE VII - COMMITTEES

7.1 - APPOINTMENT: The President shall appoint all members of committees, except those otherwise stipulated elsewhere in these bylaws. Committees shall report activities and decisions at the Annual Meeting and to the Board of Directors whenever the latter shall so direct.

7.2 - AUTHORITY: Except where otherwise set forth in these bylaws, no committee shall have the power to commit the corporation to any policy or action, unless previously authorized by the Board of Directors.

7.3 - QUORUM: A majority of committee members in attendance at that committee's meeting shall constitute a quorum provided a minimum of 60% of the committee members are in attendance personally or electronically.

7.4 - REMOVAL: The President or the Board of Directors may, in their sole and absolute discretion, remove any committee member with or without cause. Any member of the

Executive Committee may be removed from office by a vote on a motion to do so by not less than two thirds (2/3) of the Board of Directors in existence at the time of the vote.

7.5 - COMMITTEE TYPES: There shall be three (3) types of committees.

- A. **REGULAR:** A regular committee shall consist of a chairperson, a vice chairperson and other members, all in good standing and all appointed by the President. The committee shall function in perpetuity until changed by these bylaws.
- B. **AD HOC:** Ad Hoc committees shall be established for a well defined function and purpose, which, in the opinion of the President and the Board of Directors, when accomplished, shall terminate the need for and the existence of the committee. No Ad Hoc committee shall be formed to perform tasks that fall within the assigned responsibility of an existing committee.
- C. **RESOURCE:** Resource committees shall be established by the Executive Committee, as it deems necessary and appropriate, for the purpose of studying issues, developing recommendations for future action and offering advice to the President and to the Board of Directors. Resource committees may be added, modified or terminated by the Executive Committee any time it determines such action is necessary. All attendees at the resource committee meetings, who are members of the corporation in good standing, shall be entitled to one (1) vote each on matters submitted for a vote during the meeting of the committee.

7.6 – REGULAR COMMITTEES

- A. **EXECUTIVE:** This regular committee is defined, as are its purpose and responsibilities, elsewhere in these bylaws.
- B. **WAYS AND MEANS:** This regular committee is established to seek funds and human resources required, in its opinion, to meet the objectives of the corporation.
- C. **BUDGET AND FINANCE:** This regular committee is established to draft and monitor the corporation's annual budget, oversee the corporation's investment portfolio and monitor the fiscal policies.
- D. **STRATEGIC PLANNING:** This regular committee is established to develop, monitor and adapt the corporation's strategic plan.
- E. **E. SYDNEY STEPHENS:** This regular committee shall be composed exclusively of ex-presidents of the corporation and is established to utilize the collective experience of its members to advise the Board of Directors on matters pertinent to the corporation's objectives and functions.
- F. **MEMBERSHIP:** This regular committee is established to build and maintain the corporation's membership.

G. MARKETING: This regular committee is established to promote the corporation and its objectives.

H. NOMINATING: This regular committee shall consist of seven (7) members of the corporation in good standing including a minimum of two (2) past presidents currently active in the affairs of the corporation not including any current officers and is established to develop and submit names of corporate members in good standing to occupy officer and director positions plus the elected members of the Executive Committee and corporate representation to the National Wildlife Federation.

I. RESOLUTIONS: This regular committee is established to implement and oversee the process and procedures pertaining to the development of resolutions submitted to it including: 1) ensuring the resolutions are consistent with the corporation's mission; 2) ensuring that members of the corporation are given adequate voice in the process; 3) ensuring proper handling of emergency resolutions; 4) ensuring the language of the proposed resolutions is appropriate and to furnish a recommendation to either approve or disapprove any processed resolution.

J. CONSTITUTION AND BYLAWS: This regular committee is established to monitor and adapt these bylaws and the corporation's constitution to meet the current needs and objectives of the corporation.

K. AWARDS: This regular committee is established to solicit and evaluate all submitted recommendations for conservation achievement awards and to select the awardees.

L. OAKS: This regular committee is established to develop the implementation of the recommendations from the 2009 Summit on the Future of Missouri Outdoors.

M. CONVENTION: This regular committee is established to schedule, negotiate and effect all arrangements pertinent to the corporation's Annual Convention.

N. SCHOLARSHIP: This regular committee is established to solicit and evaluate submitted candidates for scholarships established by the corporation.

O. SHARE THE HARVEST: This regular committee is established to solicit funds for, coordinate activities of and oversee operations of the corporation's venison donation program.

P. SPORTING CLAY SHOOT: This regular committee is established to schedule, negotiate and effect all arrangements pertinent to sporting clay shoots instituted by the corporation.

Q. CONSERVATION LEADERSHIP CORPS (CLC) ALUMNI: This regular committee is established to enable CLC Alumni to actively support the CLC program, to retain graduating CLC students as active corporate members and to encourage their life-long individual support of the corporation's mission.

R. LEGISLATIVE POLICY: This regular committee is established to recruit and guide Missouri citizens interested in taking action for or in opposition to legislative regulatory or policy issues affecting the conservation of Missouri's wildlife and its natural resources, as well as the state's rich outdoor heritage.

S. YOUTH CONSERVATION ACTION: This regular committee is established to develop and coordinate participation in the corporation's activities by Missouri's students.

ARTICLE VIII -- PUBLICATION

The corporation shall create, publish and distribute to all members in good standing a publication designed to inform the reader about the objectives and activities of the corporation.

ARTICLE IX -- NATIONAL WILDLIFE FEDERATION AFFILIATION

The Conservation Federation of Missouri shall be affiliated with the National Wildlife Federation and shall be represented at the National Wildlife Federation annual meeting by the elected corporate representative and/or corporate alternative representative or an alternative representative appointed by the President.

ARTICLE X -- FISCAL YEAR

The fiscal year of the corporation shall commence on January 1 of each calendar year and end on December 31 of the same year.

ARTICLE XI -- PROHIBITIONS

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence proposed legislation except as permitted by Section 501(h) of the Internal Revenue Service Code; and the corporation shall not participate, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of political statements.

ARTICLE XII -- DISCRIMINATION

The corporation shall operate and conduct its affairs in a non-partisan, non-sectarian and not-for-profit manner. There shall be no discrimination on the basis of race, color, creed, gender, sexual orientation, age or national origin.

ARTICLE XIII -- DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall distribute the entire net assets remaining after payment of, or satisfaction of, any and all legal liabilities and obligations to the corporation to such organization, or organizations, established and operated exclusively for charitable, educational or cultural purposes, as selected by the Board of Directors.

ARTICLE XIV -- MISCELLANEOUS

14.1 - GOVERNING LAW: Unless otherwise provided in these bylaws, the internal affairs of the corporation shall be governed by the General Not-For-Profit Corporation Law of the State of Missouri

14.2 - CONFLICTS: If any provision of the bylaws conflicts with the corporation Articles of Incorporation, said articles shall prevail.

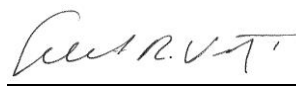
14.3 - VALIDITY: If any term or provision of these bylaws, or the application thereof to any person, property or circumstance, shall to any extent, be or become invalid or unenforceable, the remainder of these bylaws, or the application of such term or provision to persons, properties or circumstance, other than those to which it is held invalid or unenforceable, shall not be impaired or affected thereby.

ARTICLE XV -- AMENDMENTS

These bylaws may be adopted, altered, amended, repealed or replaced in whole or in part by a vote of two-thirds (2/3) of the members of the Board of Directors in office when the vote to do so is taken, which shall be during any annual, regular or special meeting of said Board of Directors. Votes may be in person, by telephone or by electronic means, as long as the electronic means occurs during the applicable voting period of the meeting. Notification of intent to adopt, alter, amend, repeal or replace these bylaws shall be transmitted to each existing member of the Board of Directors in the office at the time of the transmission not less than thirty (30) days prior to any of the Board of Directors scheduled for that purpose.

PRESIDENT ATTEST

These bylaws were adopted by a necessary majority vote of the existing members of the corporation's Board of Directors during the meeting of said Board of Directors in office at the time of the vote in conformance with the bylaws in effect at the time of said vote, which was taken at a meeting held on March 20, 2016

ATTEST: 
Al Vogt, President

DATE: March 20, 2016