

**BYLAWS OF
THE BEHRE PIANO ASSOCIATES, INC.**

**ARTICLE I
NAME; OFFICES; PURPOSE**

Section 1. Name. The name of the corporation is The Behre Piano Associates, Inc. (the “**Corporation**”), also known as The Adamant Summer Music School and the Adamant Music School.

Section 2. Offices of Corporation. The principal office and studio of the Corporation is in Adamant, Town of Calais, County of Washington, and State of Vermont. The Corporation may have offices, studios, and other places where it may engage in activities within and without the State of Vermont, as may be determined by the board of directors of the Corporation (the “**Board**” or “**Board of Directors**”).

Section 3. Purpose. The purpose of the Corporation shall be as set forth in its Certificate of Incorporation, as may be amended from time to time.

Section 4. Mission. The Corporation seeks to create a close-knit, cooperative, and supportive community of performers, auditors, and music lovers of all types. The Corporation supports the broader music community throughout the year by making its facilities and resources available to other organizations who come there to be inspired by the beauty of its natural surroundings. The Corporation seeks to encourage, stimulate, and develop the art of piano-playing, as well as to raise the standard of piano teaching, through workshops, seminars, public performances, and the promotion of research and experiment in methods of teaching and performing.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership. Membership in the Corporation is open to all individuals interested in the purposes of the Corporation and in good standing with the Corporation. The Secretary shall maintain a list of the current members of the Corporation (“**Members**”) and admit new members of the Corporation without limit as to number, upon receipt of (a) an application that includes a mailing address, a phone number, and an e-mail (together, the “**Member Notice Address**”) and (b) payment of Annual Dues. The Corporation shall have one (1) class of Members.

Section 2. Membership for Students, Faculty, and Staff. Summer session students and faculty and all staff shall be provided free automatic one-year memberships which will commence on the date of arrival on campus for such student and faculty Members and the date accepted onto payroll for such staff Members. All such free memberships shall terminate on the April 30

following the commencement date. Such memberships shall renew automatically for each additional year that such Members continue to be students, faculty or staff.

Section 2. Annual Dues and Term. Annual dues of the Members as of the date these bylaws are adopted are \$30.00 per year for an individual and \$50.00 for a “double membership”, which double membership means in respect of two individuals sharing a residence (“*Annual Dues*”). Terms of membership shall run from May 1 to April 30.

Section 3. Termination of Membership.

(a) *Non-Payment of Annual Dues.* A Member’s membership shall be automatically terminated upon non-payment of Annual Dues, which termination shall automatically occur on the first business day of the following membership year; provided, however, that any person may pay Annual Dues and become a Member for the remainder of such year.

(b) *Code of Conduct.* The Corporation takes seriously the courteous and professional behavior of the Members. Therefore, the Corporation has adopted a Code of Conduct which governs interactions between Members, and between Members and the Corporation. In accordance with the Code of Conduct, the Members may, without consent or approval of the Board of Directors, terminate the membership of any Member by a vote of the Members upon finding the Member guilty of conduct that violates the Code of Conduct. In such event, the Members will promptly notify the Secretary of the Board of Directors. Further, in accordance with the Code of Conduct, the Board of Directors may, without consent or approval of the Members, terminate the membership of any Member by a Board Action upon finding that the Member has violated the Code of Conduct. In such event, the Board will promptly notify and/or direct the Secretary of the Board of Directors who shall promptly notify the Members.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors of the Corporation shall be fully responsible for the general management of the affairs, property and business of the Corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

Section 2. Number of Directors.

(a) Notwithstanding any other provision of these Bylaws to the contrary, the number of directors constituting the entire Board of Directors may be increased or decreased from time to time by amendment to these Bylaws; provided, however, that the number of directors shall not be less than seven (7), nor more than seventeen (17). If the Corporation

amends these Bylaws to increase the number of directors, it shall endeavor to maintain an odd number of sitting directors.

(b) As used in these Bylaws, “*entire Board of Directors*” or “*entire Board*” means the total number of directors that the Corporation would have if there were no vacancies, as set forth in, and determined pursuant to, the provisions of the New York Not-for-Profit Corporation Law (“*N-PCL*”).

Section 3. Term of Office.

(a) Each director’s term will begin at the conclusion of the annual meeting at which the director is elected and shall continue for two (2) years unless otherwise determined by the Board and shall expire upon the election or appointment of a successor. A director may be elected by the Members for a term of shorter or longer duration for purposes of maintaining staggered terms. Any director elected for a term of shorter or longer duration than two (2) years shall remain in such directorship for the entirety of such term as it was described at the time of election.

(b) Directors may serve no more than two (2) consecutive terms; except, however, that a directorship may be extended to permit said director to complete a term as an officer of the Corporation.

Section 4. Resignations.

(a) A director may resign at any time upon giving written notice to the Secretary. The director’s resignation shall take effect on the later of the date of the Secretary’s receipt of the notice or a date specified in the notice. The acceptance of the resignation by the Corporation shall not be necessary to make it effective.

(b) A director is deemed to automatically resign from the Board of Directors if he or she has failed to attend either four (4) consecutive board meetings or more than one-third (1/3) of all board meetings in one 12-month period; provided, however, that any such resignation may be overridden by a two-thirds (2/3) vote of the Board of Directors, not including the director subject to termination. For the purposes of this subsection (b), failure to attend is defined as absence from a substantial portion of the meeting.

Section 5. Removal of Directors and Officers.

(a) The Members may, without consent or approval of the Board of Directors, terminate a director or officer in accordance with the Code of Conduct.

(b) The Board of Directors may, without the consent or approval of the Members, terminate a director or officer by Board Action in accordance with the Code of Conduct. In such event, the Secretary will promptly notify the Members.

Section 6. Vacancies. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, by Board Action, may appoint a person to complete the term of office vacated.

Section 8. Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as shall be determined by the Board. Special meetings of the Board may be held at any time upon the call of the President or by at least three (3) directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting as specified in the notice thereof.

Section 9. Notice. Notice of each meeting of the Board shall be given at least two (2) business days prior to the date of the meeting, which notice may be achieved by telephone, in-person communication, or writing delivered by mail, text, or email. A meeting schedule fixed and communicated to the Board need not be noticed in any other way. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such director.

Section 10. Meeting by Remote Communication. Any one or more directors or committee members who are not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at such meeting as long as all persons participating in the meeting can hear each other at the same time and each director or committee members can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken.

Section 11. Action by the Board. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 12. Quorum. Except as may otherwise be specifically provided by statute, by the Certificate of Incorporation, or by these Bylaws, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 13. No Compensation. The Corporation shall not pay compensation to directors, nor to their spouses, domestic partners, siblings or half-siblings, children (whether natural or adopted), or grandchildren for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 14. Election of Directors.

(a) No later than sixty (60) days before each annual meeting, the Board of Directors shall establish a committee (the “**Nominating Committee**”) to nominate a slate of directors and officers to be distributed to the Members. The Nominating Committee shall present nominations at a meeting of the Board at least forty (40) days before the annual meeting. The Board shall then, taking into the recommendations of the Nominating Committee, adopt a slate of directors and officers (the “**Slate**”), of which the Secretary shall notify the Members at least thirty-seven (37) days before the annual meeting.

(b) Members may propose an alternative slate of directors and/or officers (an “**Alternative Slate**”) for consideration for election at the annual meeting, which the Secretary will include in the notification made to the Members as described above, provided that, no less than twenty-eight (28) days before the annual meeting, the Secretary must receive:

- (i) a copy of the Alternative Slate;
- (ii) background information about each nominee’s qualifications; and
- (iii) a written commitment from each person included on the Alternative Slate to (a) participate in a debate against those nominated on the Slate before Members by teleconference or video conference at least ten (10) days before the annual meeting, and (b) give a brief statement at the annual meeting of the person’s qualifications, prior to the election.

(c) All candidates for election must participate in a debate before the Members by teleconference or video conference at least ten (10) days before the annual meeting and give a brief statement at the annual meeting of the person’s qualifications, prior to the election. Failure of any person to comply with these commitments shall be deemed a withdrawal from the election.

(d) A Member may, in their discretion, cast a vote for a candidate from either the Slate or Alternative Slate, or choose to vote for the Slate or the Alternative Slate in their entirety.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of at least a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including up to two (2) Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve. The officers of the Corporation shall be elected annually by a majority vote of the Members at the annual meeting of the Members, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

Section 2. Qualifications. Members may only elect sitting directors to serve as officers, however, Members may elect a person as an officer at the same time such person is elected as an director.

Section 3. Term. Each officer's term shall coincide with the officer's remaining term as a director.

Section 4. Resignation. An officer may resign at any time upon giving written notice to the Secretary; provided, however, that resignation as an officer shall constitute simultaneous resignation as a director; and provided, further, that the Board of Directors shall remain free to re-appoint the person to a position as director without the officer position, if another director position is open. The resignation shall take effect on the later of the date of the receipt of the notice or on a date specified in the notice: and, unless specified therein, the acceptance of the resignation by the Corporation shall not be necessary to make it effective.

Section 5. Vacancies. If any office becomes vacant by reason of death, resignation, retirement, disqualification, removal, or otherwise, the office shall be deemed vacated as well, and the Board may appoint a person to complete the term of such office.

Section 6. President. The President shall preside at all meetings of the Board and Members. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 7. Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, at the direction of the President, or in the absence or disability of the President perform the duties and exercise the powers of the President, including the power to sign and execute in the name of the Corporation. Each Vice President also shall have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board.

Section 8. Secretary. The Secretary shall record and keep the minutes of the meetings of the Board and Members in books for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these Bylaws.

Section 9. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board, but shall be held by April 30. The Board may, in its sole discretion, determine that the annual meeting be held solely by means of electronic communication, as more fully set forth in _

Section 2. Special Meetings. The President or Board of Directors may call a special meeting of the Members, which may be held within or without the State of New York. A special meeting of the Members shall be called by the President or Secretary on the written request of ten percent (10%) of the Members, provided that the written request must state the purpose of such meeting, and that the Members shall be limited to the transaction of business recited in the notice thereof.

Section 3. Form of Attendance. Any one or more Members who are not physically present at a meeting of the Members or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Member can participate in all matters including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Members.

Section 4. Action by Members Without Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

Section 5. Notice of Meetings. The Secretary shall give at least ten (10) days of advance written notice of each meeting of the Members at the Member Notice Address.

Section 6. Quorum. At all meetings of the Members, ten percent (10%) of the Members eligible to vote or one hundred Members eligible to vote, whichever is less, present in person or by proxy shall constitute quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting. Except as may otherwise be specifically provided by statute, by the Certificate of Incorporation, or by these Bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. Voting on any question before the Members need not be by ballot but shall be held by ballot upon the demand of any Member; provided, however, that “ballot” shall include a reasonable facsimile of a ballot process in some written form suitable for a remote teleconference. The record eligibility of voting rights shall be set by the Secretary ten (10) days before the date of the meeting.

Section 8. Proxies. Voting by Members at any meeting at which Members may vote may be accomplished by proxy so long as a full and legible copy of the proxy is received by the Secretary by 5:00 p.m. EST at least five (5) business days before such meeting. (b) The Proxy must be given by a Member entitled to vote at the meeting according to the records of the Secretary, which shall be set three (3) business days prior to each meeting of the Members.

Section 9. Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Corporation.
- (b) A majority of the votes cast at a meeting of the Members is required for:
 - (i) Any amendment of the Certificate of Incorporation, or
 - (ii) A petition for judicial dissolution
 - (iii) The amount of the Annual Dues.
- (c) Two-thirds of the votes cast at a meeting of the Members is required for:

- (i) Disposing of all, or substantially all, of the assets of the Corporation,
- (ii) Approval of a plan of merger,
- (iii) Authorization of a plan of non-judicial dissolution, or
- (iv) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

Section 10. Annual Report. At each annual meeting, the Board of Directors shall present a report on the financial status of the Corporation, which shall describe its assets and liabilities, restricted assets, expenses or disbursements, and the number of Members with their respective Member Notice Address (the “Annual Report”). A copy of the Annual Report shall be made available to the Members by publication on the Corporation’s website no fewer than fourteen (14) days before the annual meeting. The Annual Report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting. The Annual Report shall set forth the statements, and shall be verified or certified in the manner, prescribed by Sections 513 and 519 of the N-PCL.

Section 11. Corporate Records. The Corporation will publish all up-to-date corporate governance documents on the Corporation’s website and make them accessible to Members.

Section 12. Access to Member List. The Corporation shall permit a Member to review a list of the names of Members and their respective Member Notice Address but excluding such Member’s email address, to the extent required by the N-PCL on no less than five (5) days’ prior written notice. The Corporation may in its discretion, however, choose to permit the Member to review such information and to make extracts as permitted under N-PCL; or to permit the Member to make facsimile copies of all or any portion of the list of Members and any Member Notice Address; or to provide the Member with an electronic copy of the names and Member Notice Address of Members. Notwithstanding anything to the contrary, in each such case, the Member must execute the affidavit described in Section 621(c) of the N-PCL the Member must affirm that he or she will not share the Member Contact List with any other person.

ARTICLE VI COMMITTEES

Section 1. Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an

Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (d) The filling of vacancies on the Board or in any committee.
- (e) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (f) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (g) Any other matter prohibited by the New York Not-for-Profit Corporation Law Section 712.

Section 2. Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 3. Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VII INDEMNIFICATION

Section 1. Right to Indemnification. To the extent and in the manner permitted by law, the Corporation shall indemnify (a) any person made a party to an action or proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he, his or her testator or intestate, is or was a director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his or her duty to the Corporation, and (b) any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any director, officer or employee of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his or her testator or intestate was a director, officer or employee of the Corporation, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or

she reasonably believed to be in the interests of the Corporation and, in criminal action or proceedings, in addition had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. Advancement of Expenses. Expenses incurred by a director, officer or employee in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director, officer or employee to repay such advance in case such director, officer or employee is ultimately found not to be entitled to indemnification as authorized by this Article VII, and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director, officer or employee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII, (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director, officer or employee (or, if applicable, at the sole discretion of the testator or intestate of such director, officer or employee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director, officer or employee for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director, officer or employee of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Corporation's Certificate of Incorporation, these Bylaws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director, officer or employee of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII shall remain fully

enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefore.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 3. IRS Filing. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 4. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 5. Dissolution. Upon any dissolution or other termination of the Corporation, the Board of Directors shall distribute the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, with a right of first refusal to Adamant Community Arts Center, Inc.

ARTICLE IX INTERESTED PARTY TRANSACTIONS; CONFLICT OF INTEREST POLICY

Section 1. Interested Party Transactions.

(a) For purposes of these Bylaws, an "***Interested Party Transaction***" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a "***past director***"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a "***past officer***"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

(b) In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time.

Section 3. Conflict of Interest Policy. The Corporation has adopted a Conflict-of-Interest Policy, which shall apply to all matters before the Corporation.

Section 4. Employees and Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 5. Compensation. Any director, officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with these Bylaws and in accordance with the Conflict of Interest Policy; however, upon acceptance of a position for which such compensation shall be paid, any director or officer shall immediately resign from such director and/or officer role.

ARTICLE X AMENDMENTS

Section 1. Certificate of Incorporation. Upon the recommendation by the Board of Directors of any amendments to be made to the Certificate of Incorporation, the Members may amend the Certificate of Incorporation in accordance with Article 5, Section 6.

Section 2. Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these Bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE XI NON-DISCRIMINATION

Section 1. Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XII
REFERENCE TO CERTIFICATE OF INCORPORATION

Section 1. Certificate of Incorporation. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.