

**ALLIANCE FOR STRATEGIC GROWTH, INC.  
dba: Eastern Indiana Works  
BYLAWS**

**ARTICLE I - NAME AND STAFF SUPPORT**

**Section 1** - The name of this corporation is Alliance for Strategic Growth, Inc., dba: Eastern Indiana Works. The Alliance for Strategic Growth, Inc., dba: Eastern Indiana Works Board of Directors is comprised of representatives of the following counties which make up Economic Growth Region 6 (EGR 6): Blackford, Delaware, Fayette, Henry, Jay, Randolph, Rush, Union, and Wayne. For purposes of these By-Laws, Alliance for Strategic Growth, Inc., dba: Eastern Indiana Works shall be referred to as the Board.

**Section 2** - The support to the Board shall be provided through staff who are directly hired or contracted pursuant to the EGR 6 WDB-CEO Agreement. All correspondence regarding the Bylaws of Alliance for Strategic Growth, Inc., dba: Eastern Indiana Works should be addressed to the Chair of the Board of Directors and may be addressed in care of:

Alliance for Strategic Growth, Inc.  
dba: Eastern Indiana Works  
4620 W Bethel Ave  
Muncie, IN 47304

**ARTICLE II - PURPOSE AND MISSION**

The mission of the Board is to empower the Eastern Indiana workforce to meet existing and future sector-driven employment demands.

**ARTICLE III - POWERS, FUNCTIONS AND OVERSIGHT RESPONSIBILITIES**

**Section 1** - The Board directs the One Stop Operator function and the administration of the programs under the Board's oversight. Oversight is defined within the scope of activities and programs, included in Section 2 below.

**Section 2** - Pursuant to IC 22-4.5-2-13.5

29 U.S.C. 3101 et seq. Workforce Innovation and Opportunity Act of 2014 (WIOA), the Board is established to do the following:

1. LOCAL PLAN - Work in partnership with the Regional Chief Elected Official (RCEO) of EGR6 to develop and submit a Local Plan to the Governor that meets the requirements of WIOA; Section 108.
2. WORKFORCE RESEARCH AND REGIONAL LABOR MARKET ANALYSIS - Conduct ongoing data-driven analysis of the economic conditions, sector-demanded knowledge and skills, and workforce development activities (including education and training) in EGR 6 and provide regular updates to the Governor, stakeholders, partners and general public.
3. CONVENING, BROKERING, LEVERAGING - Convene local workforce development system stakeholders to assist in the development of the local plan Under Section 108 and in identifying non-Federal expertise and resources to leverage support for workforce development activities.

04.2

4. EMPLOYER ENGAGEMENT - Lead efforts to engage with a diverse range of employers and with entities in the region.
5. CAREER PATHWAYS DEVELOPMENT - Lead efforts in EGR 6 to develop and implement career pathways by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
6. PROVEN AND PROMISING PRACTICES - Lead efforts in EGR 6 to identify and promote proven and promising strategies and initiatives for meeting the needs of employers, workers and job seekers.
7. TECHNOLOGY - Develop and implement strategies that utilize current and future technology to maximize the accessibility and effectiveness of the EGR 6 Workforce Development System for employers, workers and job seekers.
8. PROGRAM OVERSIGHT - Work collaboratively with the RCEO to conduct oversight of EGR 6 Youth Workforce investment activities in order to ensure the appropriate use, management and investment of funds for maximum performance outcomes.
9. NEGOTIATION OF LOCAL PERFORMANCE ACCOUNTABILITY MEASURES - Work collaboratively with the RCEO to negotiate Local Performance Accountability Measures with the Governor, as described in section 116(c).
10. SELECTON OF OPERATORS AND PROVIDERS - Work collaboratively with the RCEO to select the One-Stop Operator and Youth Provider(s), identify eligible Training Services Provider(s), and identify/select eligible Career Services Provider(s).
11. COORDINATION WITH EDUCATION PROVIDERS - Work collaboratively with the RCEO and State of Indiana to ensure sufficient numbers and types of Providers of Career Service(s) and Training Service(s) that ensure adequate expertise in assisting individuals with disabilities, adult education and literacy exists.
12. BUDGET AND ADMINISTRATION - Coordinate activities with Education and Training Provider(s) in EGR 6, including Provider(s) of workforce investment activities, adult education and literacy activities under Title 11, Career and Technical Education under Section 3 of the Carl D. Perkins Career and Technical Education Act of 2006 (20 U.S.C. 2302) and local agencies administering plans under Title I of the Rehabilitation Act of 1973 (29 U.C.C. 720 et seq.), other than Section 112 or part C of that title (29 U.C.C. 732,741).
  - A. BUDGET - Develop an annual budget for the activities of the WDB in EGR 6 that is consistent with the Local Plan and the duties of the WDB under this section. THE ANNUAL BUDGET IS SUBJECT TO THE APPROVAL OF THE EGR 6 RCEO.
  - B. ADMINISTRATION-
    - i. GRANT RECIPIENT -
      1. IN GENERAL - The EGR 6 RCEO shall serve as the local grant recipient for, and shall be liable for any misuse of, the grant funds allocated to the EGR 6 WDB under Sections 128 and 133.

04.2

2. DESIGNATION - The EGR 6 RCEO may designate an entity to serve as a local grant sub-recipient for such funds or as a local fiscal agent. Such designation does not relieve the EGR 6 RCEO of the liability for any misuse of grant funds as described in sub-clause (I).
  3. DISBURSAL - The local grant recipient or an entity designated under sub-clause (II) shall disburse the grant funds for workforce investment activities at the discretion of the EGR 6 WDB.
  - ii. GRANTS AND DONATIONS - The WDB will solicit and accept grants and donations from sources other than Federal funds made available by the WIOA.
13. ACCESSIBILITY FOR INDIVIDUALS WITH DISABILITIES - The WDB will annually assess the physical and programmatic accessibility, in accordance with Section 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.), of all One-Stop Centers in EGR6.
  14. Identify the human investment needs in EGR 6 and recommend goals to meet business demand for trained workers.
  15. Prepare a strategic plan to accomplish the goals developed.
  16. Monitor the implementation of and evaluate the effectiveness of the strategic plan.
  17. Retain staff to support the Board and complete required administrative responsibilities.
  18. Competitively procure or hire (with Governor's approval) One Stop Operator.
  19. Competitively procure or hire (with Governor's approval) Adult & Dislocated Worker Service Provider.
  20. Competitively procure Youth Service Provider(s) considering the recommendation of the WDB.
  21. Provide oversight of the services and use of funds and resources under applicable federal programs and advise the One Stop Operator on methods for coordinating the services and use of funds and resources consistent with the laws and regulations governing the applicable federal program.
  22. Advise the One Stop Operator on:
    - (1) The development and implementation of standards and measures; and
    - (2) The coordination of the standards and measures; concerning the applicable federal and state programs.
    - (3) Identification of Eligible Training Providers.
    - (4) Identification of Eligible Providers of Intensive Services.
    - (5) Activities/systems to connect, broker and coach.
  23. Establish an Employer Linkages Program.
  24. Comply with federal and state laws.
  25. Advise the Service Providers on the coordination of federal, state, and local education and training programs and on the allocation of state and federal funds in EGR 6 to promote effective services, service delivery, and innovative programs.
  26. Work in partnership with the EGR 6 Local Elected Officials.
  27. Any other function assigned to the Board with regard to the study and evaluation of EGR 6 human service delivery system.

04.2

**ARTICLE IV - MEMBERS - TERMS - MEETINGS - QUORUM**

**Section 1** - The Members of the Board shall be nominated and appointed in accordance with the Workforce Innovation and Opportunities Act of 2014 (WIOA); Section 107(a)-(c).

**ARTICLE V - DIRECTORS - TERMS - REMOVAL - MEETINGS - QUORUM**

**Section 1** - The business of this Corporation shall be managed by a Board of Directors (herein called "Directors"). The number of Directors will be established in accordance with applicable state and/or federal regulations.

**Section 2** - Appointments, reappointments, and vacancy appointments to the Board of Directors shall be made by the Regional Chief Elected Official in accordance with the Workforce Innovation and Opportunities Act of 2014 (WIOA); Section 107 (a)-(c) and the Chief Elected Officials Executive Council Agreement.

**Section 3** - Directors shall serve a term of three (3) years, or to the completion of the unexpired term of a vacated Director seat, or until their resignation, removal, or death.

**Section 4** - Directors serve at the discretion of the Regional Chief Elected Official in accordance with the Chief Elected Officials Executive Council Agreement. As such there are two methods by which a Director of the Corporation can be removed, both of which require the consultation with and concurrence of the Regional Chief Elected Official and in accordance with state and federal law.

- (a) A Director can be recommended for removal from the Board by 2/3 vote of the entire Board of Directors at a duly called meeting. The written recommendation for removal shall be forwarded to the Regional Chief Elected Official and Secretary for approval by the Regional Chief Elected Official after consultation, which will not be unreasonably withheld.
- (b) A Director may be recommended for removal by the Source who nominated the Director. The written recommendation for removal shall be forwarded to the Regional Chief Elected Official and Secretary for approval by the Regional Chief Elected Official after consultation, which will not be unreasonably withheld.

**Section 5** - The Board of Directors shall have the control and management of the affairs and business of this Corporation as described in the WDB-CEO Agreement. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its Chairperson after due notice to all the Directors of such meeting.

**Section 6** - A quorum to conduct Board business is defined as 51% of the appointed Directors. All directors must attend the meeting in person or via electronic means which permits simultaneous communication to be considered a part of the quorum. An appointed Director will be an individual who has been duly appointed by the Regional Chief Elected Official, who has a current Conflict of Interest on file and has confirmed their appointment by attending at least one board meeting in person. To conduct business of the Corporation it requires a simple majority of those present at a meeting approving in order to pass a motion.

**Section 7** - The Board of Directors shall hold no less than four (4) meetings annually.

04.2

The Board shall meet at the call of the Chairperson to conduct its business. Each Director must physically attend or electronically participate in at least one meeting per fiscal year.

**Section 8** - Each Director shall have one vote and such voting may be done by proxy. If the meeting is conducted electronically then all votes are required to be conducted via a roll call vote. Designated proxies must be a member of the Full Board.

**Section 9** - All meetings of the Board of Directors shall be held upon no less than forty-eight (48) hours written notice to all appointed Directors at the address last furnished by the Director to the Secretary of the Board for the mailing of said notices.

**Section 10** - All applicable statutes and rules governing notice of meetings will be observed by the Board of Directors.

#### **ARTICLE VI - ATTENDANCE - TERMINATION - RESIGNATION**

**Section 1** - Attendance of Directors is important at Board meetings and Executive Board meetings. Any Director who is absent at four consecutive regular meetings of the Board and Executive Board will automatically be recommended for removal from the Board as delineated in Article V, Section 4. A Director may request consideration of exemption from the attendance requirement for cause by submitting a request accompanied with an explanation to the Chairperson of the Board as provided in Article I.

**Section 2** - Any Director of the Board wishing to resign must submit his/her resignation in writing to the Board Chairperson and Secretary.

#### **ARTICLE VII - VOTING**

**Section 1** - Only Directors in good standing shall have the right to vote. Each Director shall have one (1) vote per Board Action Item and such vote may be done by proxy. Designated proxies must be a member of the Full Board.

**Section 2** - Directors may abstain from a vote in accordance with Roberts Rules of Order. Such abstentions will be noted in the Minutes and when applicable the conflict of interest will be noted.

**Section 3** - Any meeting conducted electronically which meets quorum requirements requires all Board Action Item votes to be conducted via a roll call vote.

#### **ARTICLE VIII - OFFICERS - ELECTION OF OFFICERS**

**Section 1** - The Officers shall consist of a Chairperson, a Chairperson-elect, a Secretary/Treasurer, a Past-Chairperson, and the EGR6 Chief Local Elected Official Council Chairperson.

**Section 2** - The Chair, Vice Chair and Secretary/Treasurer must be a Director of the Board and shall be elected by a majority vote of the Directors attending the regular meeting of the Board when nominations are made and acted upon. The Executive Board of Directors shall prepare a slate of candidates to be acted upon by the Full Board before July 1 of each year that coincides with the completion of the Board Officer's two (2) year Term of Service; or within 60 days of the Board Officer's written

04.2

resignation from the Board.

**Section 3** - The Chairperson, Chairperson-elect, Past-Chairperson and Secretary/Treasurer must be from the business sector and cannot serve more than two (2) consecutive two (2) year terms in that office.

**Section 4** - Officers shall serve two (2) year terms commencing the first meeting held after July 1 of each year.

**Section 5** - The Chair shall preside over all meetings of the Board of Directors. The Chairperson-elect presides over meetings in the absence of the Chair. The Secretary/Treasurer shall be responsible for recording and disseminating Board business and shall account for and report on the financial status of the Corporation and participate on any Investment Committee of the Corporation. The Secretary/Treasurer shall be a member of the Executive Board which is assigned the function to oversee the Retirement Investment Plan for the Corporation.

#### **ARTICLE IX - EXECUTIVE BOARD AND TASK FORCE(S)**

**Section 1** - The Board shall have an Executive Board in accordance with Article VIII; Section 2. The Executive Board will be empowered to act on corporate business of the Board without further review. Actions of the Executive Board, which are considered to be Board responsibilities, will require ratification by the Board at a regularly scheduled meeting. In no instance shall the Executive Board act in a manner as to usurp the power of the Full Board. The Executive Board may also have other duties as assigned by the Full Board.

**Section 2 -A** quorum to conduct business as an Executive Board is defined as 51% of the appointed Directors.

**Section 3** - The Chief Executive Officer (CEO) and Chief Administrative Officer (CAO) of the corporation shall report directly to the Executive Board. The Executive Board shall conduct annual performance evaluations of the CEO and CAO in Executive Session. The Executive Board shall report the results of the CEO and CAO annual performance evaluation and make performance-based compensatory recommendations for approval to the Full Board in Executive Session.

**Section 4** - If an emergency arises that requires immediate action by the Full Board and a quorum is not available, the Executive Board shall take action on its behalf. The declaration of an emergency shall be determined by a majority vote of the Executive Board prior to taking action. Members of the Full Board shall be notified of the emergency via email, telephone or in person prior to the Executive Board taking emergency Executive action.

**Section 5** - The Executive Board shall meet at the call of the Chair to conduct its business. Meeting locations shall be determined by the Chair and shall allow for members unable to attend in person to participate electronically (i.e. phone, video conferencing, or other electronic communication) with the same requirements as applied to the Full Board as described in Article V, Section 6 and Article VII, Section 3. The Corporation's "Policy on Electronic Board Participation" shall govern electronic participation by Directors. All meetings are governed by the Sunshine Provision and will

04.2

be open to the public. Executive Sessions will not be open to the public when in compliance with the Sunshine Provision.

**Section 6** - The Executive Board shall serve as the 403(b) Investment Representatives, which shall - in compliance with Internal Revenue Service requirements - include as voting members the CEO and CAO. The 403(b) Investment Representatives shall be responsible for fulfilling the 403(b) Investment oversight responsibilities of the Retirement Plan of ASG, Inc. employees and for making change recommendation(s) of the 403(b) Plan to the Full Board. Responsibilities include development of an annual work plan to assure compliance that includes Plan Expense Review, Annual Plan Review, and Investment Review.

**Section 7** - Each Member of the Executive Board shall be entitled to one (1) vote and such vote may be done by proxy. Designated proxies must be a member of the Executive Board.

**Section 8** - The Full Board has the authority to establish - by majority vote - Task Force(s) to pursue specific research and/or projects. In no instance shall Task Force(s) act in a manner as to usurp the power of the Full Board or its Executive Board. Task Force(s) shall make recommendations for action to the Full Board.

**Section 9** - Consistent with federal and state requirements the Youth (In-school and Out-of-school), Adult and Dislocated Worker Service Providers under WIOA will be competitively selected through a process which includes the review and recommendation by the Full Board. The direction and functional supervision of these employees will be through the One Stop Operator. The competitive selection will be made in accordance with the Procurement and Service Provider Selection Procedures approved by CEO, CAO, and Full Board. Authority to approve the procurement of the Youth (In-school and Out-of-school), Adult and Dislocated Worker Service Providers and provide oversight rests solely with the Full Board.

#### **ARTICLE X - REQUIREMENTS FOR PUBLIC MEETINGS**

**Section 1** - The Board and Executive Board must provide notice of meeting at least 48 hours before the meeting. Notice for the purpose of meeting Sunshine Provision requirements will include notification of the media as requested, the posting of the agenda at the location where the meeting is to be held on the day of the meeting, and in the lobby of the administrative office of the Corporation.

**Section 2** - Meetings must be open to allow the public to observe and record.

**Section 3** - Meetings must be accessible to individuals with disabilities.

**Section 4** - The public does not have the right to speak unless the Board or the Committee allows time for public comment.

**Section 5** - Signed meeting minutes will be kept of all Full Board and Executive Board meetings. Meeting minutes will include the date, time, and place of meeting, members present or absent, general substance of all matters proposed, discussed, or decided, and record of all votes taken. Meeting minutes will be made public within a reasonable timeframe following the meeting and the meeting minutes must be available for public

04.2

inspection by posting them online and copying. The cost of copying will not exceed \$1.00/page.

**Section 6** - Email or other electronic media may be used for conducting business between scheduled meetings. Discussion of business via email or other electronic medium does not constitute official business. However, all votes or the discussion of votes can only be conducted during an open meeting.

#### **ARTICLE XI -AMENDMENTS TO THE BY-LAWS**

**Section 1** - These By-laws may be approved, amended, or repealed through adoption of Board action by a 2/3 vote of the Members and 2/3 vote of the Directors providing the proposed changes do not conflict with existing federal or state laws, regulations or guidelines or Local Agreements.

**Section 2** - Amendments to the By-Laws may be proposed in writing by any Director of the Board. Notice of Intent to amend a given By-Law shall be distributed to all Members and Directors no less than seven (7) days prior to the consideration of the amendment.

#### **ARTICLE XII- PARLIAMENTARY PROCEDURE**

Only parliamentary procedures as stated in the most recent Robert's Rules of Order Newly Revised Edition shall prevail in all regularly scheduled and special meetings of the Board, Executive Board, and any standing or ad hoc committees thereof.

#### **ARTICLE XIII -INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS**

**Section 1** - Actions of Third Parties: The Corporation shall indemnify any person who was or is a party or is threatened with, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than by action by or in the right of the Corporation) by reason of the fact that he/she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its' equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.



04.2

**Section 2 - Actions by or in the right of the Corporation:** The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claims, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation.

**Section 3 - Indemnification as a Matter of Right:** Any such member, officer or director who has been wholly successful, on the merits or otherwise, with respect to any claim, suit or proceeding of the character described herein shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, eligibility for indemnification hereunder may be determined, but need not be, by the Board (or Executive Board). Such a resolution shall be valid in the case of a director(s) or officer(s) notwithstanding the presence of such director(s) or officer(s) at the meeting of the Corporation (or committee thereof) which acts upon or in reference to such indemnification and notwithstanding his/her/their participation in such action, if the fact of such interest shall be fully disclosed or known and the Board (or committee thereof) shall nevertheless authorize, approve or ratify such indemnification. The director(s) may request independent legal counsel (who may be regular counsel of the Corporation) to deliver to it their written opinion as to whether such director or officers has met such standards.

**Section 4 - Advancement of Expenses:** The Corporation may advance expenses incurred in defending a civil or criminal action to, or where appropriate may, at its expense, undertake the defense of, any such director or officer upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that he/she is not entitled to indemnification under this Article.

**Section 5 - Claims to Which This Article Applies:** The provision of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced before or after the adoption hereof and whether arising from acts of omission occurring before or after the adoption hereof.

**Section 6 - Indemnification By This Article Not Exclusive:** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or any agreement, vote of members, as a matter of law, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member, director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

04.2

**Section 7 - Insurance:** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provision of this Article.

#### **ARTICLE XIV - CONFLICT OF INTEREST**

**Section 1 -** Directors shall disclose any potential or real conflict at the earliest possible time and remove themselves from any key decisions or debates where the outcome may or will have an impact on related activities. Directors shall scrupulously avoid undisclosed conflicts of interest between the interests of the State of Indiana and the Board, and personal, professional, and business interests. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. Upon or before appointment, each Board Member and Director will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and updated as appropriate.

**Section 2 -** In the course of meetings or activities, Directors shall disclose any interests in a transaction or decision where he/she or his/her family and/or significant other, employer, close associates, including business or other nonprofit affiliations, will receive a benefit or gain. After disclosure, he/she may be asked to leave the room for the discussion and will not be permitted to represent the Board to external agencies on this issue or vote on the question.

**Section 3 -** Directors will be required to sign a Conflict of Interest Policy document stating his/her understanding that this policy is meant to supplement good judgment, and he/she will respect its spirit as well as its wording.

**Section 4 -** Upon becoming a Director and thereafter at the beginning of a new term, each Director shall file with the Secretary of the Board a written statement of disclosure of economic interests of the Director.

**Section 5 -** Directors who fail to comply with the disclosure requirements of this Article will not be considered as Directors in good standing for voting purposes as described in Article VII.

#### **ARTICLE XV - PRESUMPTION OF CHARITABLE INTENT**

**Section 1 -** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in

04.2

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XVI - DISSOLUTION OF CORPORATION**

**Section 1** - Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

**ARTICLE XVII - RATIFICATION**

**Section 1** - These By-Laws shall become effective immediately upon concurrence by two-thirds of Directors of the Corporation at a duly called meeting.

I hereby verify, subject to penalties and perjury, that the facts contained herein are true.



April 28, 2023

\_\_\_\_\_  
Signature of Secretary/Treasurer

\_\_\_\_\_  
Date

Bryan Brackemyre

\_\_\_\_\_  
Print name of Secretary/Treasurer

Amended: 12/12/2005  
Amended: 09/11/2009  
Amended: 06/03/2011  
Amended: 11/28/2012  
Amended: 02/26/2014  
Amended: 05/27/2015  
Amended: 06/22/2016  
Amended: 10/23/2018  
Amended: 02/23/2021  
Amended: 04/27/2021  
Amended: 07/26/2022  
Amended: 4/28/2023