

**BYLAWS**

**of**

**COUNTY PROBATION CONSORTIUM  
PARTNERING FOR YOUTH REALIGNMENT**

## TABLE OF CONTENTS

<b>ARTICLE I. NAME AND OFFICE</b> .....	<b>1</b>
Section 1. Name .....	1
Section 2. Principal Office .....	1
<b>ARTICLE II. MEMBERSHIP</b> .....	<b>1</b>
<b>ARTICLE III. BOARD OF DIRECTORS</b> .....	<b>1</b>
Section 1. Powers.....	1
Section 2. Number of Directors.....	1
Section 3. Limitations on Interested Persons.....	1
Section 4. Resignation. ....	2
Section 5. Standard of Care. ....	2
Section 6. Inspection of Records. ....	3
Section 7. Director Compensation. ....	3
Section 8. Executive Director. ....	3
Section 9. Executive Compensation Review.....	4
<b>ARTICLE IV. MEETINGS OF DIRECTORS</b> .....	<b>4</b>
Section 1. Regular Meetings. ....	4
Section 2. Annual Meetings. ....	4
Section 3. Special Meetings. ....	4
Section 4. Notice. ....	4
Section 5. Waiver of Notice. ....	4
Section 6. Quorum and Action.....	5
Section 7. Action Without a Meeting.....	5
Section 8. Telephone and Electronic Meetings. ....	5
Section 9. Minutes. ....	5
<b>ARTICLE V. COMMITTEES</b> .....	<b>5</b>
Section 1. Executive Committee. ....	5
Section 2. Board Committees .....	6
Section 3. Advisory Committees. ....	6
Section 4. Committee Supervision and Reliance. ....	6
Section 5. Audit Committee (Only When Applicable).....	7
Section 6. Committee Meetings.....	7
<b>ARTICLE VI. OFFICERS</b> .....	<b>7</b>
Section 1. Officers. ....	7

Section 2. Election.....	8
Section 3. Removal.....	8
Section 4. Resignation.....	8
Section 5. Vacancies.....	8
Section 6. President of the Board.....	8
Section 7. Vice-President.....	8
Section 8. Secretary.....	8
Section 9. Treasurer.....	8
Section 10. Executive Director.....	9
<b>ARTICLE VII. PROHIBITED TRANSACTIONS .....</b>	<b>9</b>
Section 1. Loans.....	9
Section 2. Self-Dealing Transactions.....	9
<b>ARTICLE VIII. INSURANCE AND INDEMNITY .....</b>	<b>9</b>
Section 1. Insurance.....	9
Section 2. Right of Indemnity.....	9
Section 3. Approval of Indemnity.....	10
Section 4. Advancing Expenses.....	10
<b>ARTICLE IX. AMENDMENT OF BYLAWS .....</b>	<b>10</b>
<b>ARTICLE X. FINANCIAL PROVISIONS .....</b>	<b>10</b>
Section 1. Fiscal Year.....	10
Section 2. Budget.....	10
Section 3. Annual Financial Report to Directors.....	10
Section 4. Contracts, Notes, and Checks.....	11
Section 5. Checks and Notes.....	11
<b>ARTICLE XI MISCELLANEOUS.....</b>	<b>11</b>
Section 1. Electronic Transmissions.....	11
Section 2. Governing Law.....	12
<b>CERTIFICATE OF INCORPORATOR.....</b>	<b>12</b>

## **ARTICLE I. NAME AND OFFICE**

### **Section 1. Name**

The name of this Corporation (“Corporation”) is County Probation Consortium Partnering for Youth Realignment, a California Nonprofit Public Benefit Corporation.

### **Section 2. Principal Office.**

The principal office of this Corporation shall be located at 1415 L Street, Suite 780 in the county of Sacramento, California.

## **ARTICLE II. MEMBERSHIP**

This corporation shall have no voting members.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. Powers**

This Corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this Corporation directly or, if delegated, under the ultimate direction of the Board.

### **Section 2. Number of Directors.**

The members of the Board of Directors shall be as follows:

(a) The Chief Probation Officer responsible for juvenile probation of each County in California that has paid its annual fees to the Corporation, shall be a Director. A person shall cease being a director, without any further action of the Board, upon the occurrence of the earlier of the following: (1) He or she no longer serves as a Chief Probation Officer; (2) The County for whom the Chief Probation Officer serves fails to pay its annual fees by the end of the first quarter of the fiscal year; or (3) He or she resigns.

(b) The Executive Directors, or persons serving in a comparable position, of the following organizations shall also be ex officio Directors:

- (1) The Chief Probations Officers of California.
- (2) The California State Association of Counties.
- (3) The California Association of County Executives.

### **Section 3. Limitations on Interested Persons.**

At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) Any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **Section 4. Resignation.**

Resignations shall be effective upon receipt in writing by the President of the Board the Secretary, or the Board of Directors of this Corporation, unless a later effective date is specified in the resignation.

#### **Section 5. Standard of Care.**

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(2) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (1) or (2), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in VII. below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's

investments, the Board shall adhere to the standards set forth in Paragraph (a), above, and shall: (a) consider the charitable purposes of this corporation; (b) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

#### **Section 6. Inspection of Records.**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

#### **Section 7. Director Compensation.**

No director shall receive compensation for services as a director or officer.

#### **Section 8. Executive Director.**

The Board of Directors may employ an Executive Director who shall serve as the Chief Executive Officer of the Corporation with such powers and duties as shall be assigned by the Board from time to time. The Executive Director shall serve at the pleasure of the Board.

## **Section 9. Executive Compensation Review.**

The Board of Directors shall review any compensation packages (including all benefits) of the Chief Executive Officer and the Treasurer or Chief Financial Officer, regardless of job title, if compensated, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

## **ARTICLE IV. MEETINGS OF DIRECTORS**

### **Section 1. Regular Meetings.**

The Board of Directors shall meet at least quarterly at a location determined by the Executive Committee.

### **Section 2. Annual Meetings.**

The Board of Directors shall hold an Annual Meeting on the first Wednesday of December or as called by the President of the Board, the Secretary, or any two directors, and noticed in accordance with Section 4.

### **Section 3. Special Meetings.**

Special meetings of the Board of Directors may be called by the President of the Board, the Secretary or any two directors, and noticed in accordance with Section 4.

### **Section 4. Notice.**

Notice of any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article IX, Section 1 of these Bylaws.

### **Section 5. Waiver of Notice.**

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

## **Section 6. Quorum and Action.**

A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

## **Section 7. Action Without a Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

## **Section 8. Telephone and Electronic Meetings.**

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other means of remote communication so long as all of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

## **Section 9. Minutes.**

The Corporation shall keep regular minutes of its proceedings and cause them to be filed with the corporate records.

# **ARTICLE V. COMMITTEES**

## **Section 1. Executive Committee.**

(a) Membership. The President, Vice-President, Secretary, Treasurer, and the chairs of Board Committees shall constitute an Executive Committee. A majority of the seated members of the Executive Committee shall constitute a quorum. The members of the Board of Directors from the Chief Probation Officers of California, the California State Association of Counties, and the California Association of County Executives, as described in Article III., Section 2(b), shall serve as non-voting members of the Executive Committee.

(b) Powers. The Board of Directors may delegate to the Executive Committee such of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:



(1) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the majority of the Board of Directors. The filling of vacancies on the Board or on any committee which has the authority of the Board.

(2) The appointment of committees of the Board or the members thereof.

(4) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.

(5) The amendment or repeal of Bylaws or the adoption of new Bylaws.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the powers or authority so delegated to the Executive Committee, increase or decrease the membership of the Executive Committee by not more than two Directors, and fill vacancies on the Executive Committee from the Directors.

(c) Regular Meetings. The Executive Committee shall establish a regular time and place for meetings and shall meet no fewer than two times annually.

(d) Minutes. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board may require.

## **Section 2. Board Committees.**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees shall make recommendations to the Board and implement Board or Executive Committee decisions and policies under the supervision and control of the Board.

## **Section 3. Advisory Committees.**

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of non-directors or a mix of directors and non-directors and may be appointed as the Board determines. Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

## **Section 4. Committee Supervision and Reliance.**

The Executive Committee may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of Board and Advisory Committees. If a committee meets the criteria of Article III, Section 5 (a), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

## **Section 5. Audit Committee (Only When Applicable).**

For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (a) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (b) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board, (c) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (d) review and determine whether to accept the audit, and (e) approve performance of any non-audit services provided to this corporation by the auditor's firm.

## **Section 6. Committee Meetings.**

(a.) Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of 0 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b.) Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI. OFFICERS**

### **Section 1. Officers.**

The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. This corporation may also have at the discretion of the Board of Directors such other officers as may be appointed by the Board of Directors, including but not limited to, the Executive Director.

## **Section 2. Election.**

Except for the initial officers appointed by the incorporator, the Board of Directors shall elect the officers of this corporation at the Annual Meeting by the Board of Directors, and each shall serve at the pleasure of the Board.

## **Section 3. Removal.**

Any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

## **Section 4. Resignation.**

Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

## **Section 5. Vacancies.**

A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

## **Section 6. President of the Board.**

The President of the Board shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **Section 7. Vice-President.**

The Vice-President, in the absence of the President, shall carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **Section 8. Secretary.**

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **Section 9. Treasurer.**

The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **Section 10. Executive Director.**

The Executive Director, or the President, if there is no Executive Director, shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Executive Director shall have the general powers and duties of management usually vested in the office of president of this corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VII. PROHIBITED TRANSACTIONS**

### **Section 1. Loans.**

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Section 2. Self-Dealing Transactions.**

The Board of Directors shall not approve, or permit this corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest.

## **ARTICLE VIII. INSURANCE AND INDEMNITY**

### **Section 1. Insurance.**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

### **Section 2. Right of Indemnity.**

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238.

### **Section 3. Approval of Indemnity.**

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

### **Section 4. Advancing Expenses.**

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) The requested advances are reasonable in amount under the circumstances; and
- (b) Before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the Board of Directors is required to adopt a bylaw amendment.

## **ARTICLE X. FINANCIAL PROVISIONS**

### **Section 1. Fiscal Year.**

The fiscal year of this corporation begin on July 1 and end on June 30 of each year the corporation is in existence.

### **Section 2. Budget.**

The Corporation shall adopt a budget for each fiscal year. The Budget shall be prepared in advance of the fiscal year and provided to the members of the Board in advance of the meeting at which the Board will adopt the budget.

### **Section 3. Annual Financial Report to Directors.**

The Chief Executive Officer shall furnish an annual written report to all directors of this corporation containing the following information about this corporation's previous fiscal year:

- (a) The assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article IX, Section 5 of these Bylaws.

Financial Audits (When Required.) This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

#### **Section 4. Contracts, Notes, and Checks.**

All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or as otherwise specified in a Financial Policy adopted by the Board.

#### **Section 5. Checks and Notes.**

Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation must be expressly authorized by the President, Vice-President or Treasurer or as otherwise specified in a Financial Policy Adopted by the Board.

**ARTICLE XI  
MISCELLANEOUS**

**Section 1. Electronic Transmissions.**

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (a) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**Section 2. Governing Law.**

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

**CERTIFICATE OF SECRETARY**

I, TR Merickel certify that I am presently the duly elected and acting Secretary the County Probation Consortium Partnering for Youth Realignment, a California Nonprofit Public Benefit Corporation, and that the above amended Bylaws, consisting of 12 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on March 25, 2022

DATED 4/13/22

TR Merickel

Secretary