

INTERNATIONAL CENTER FOR THE STUDY, PREVENTION AND TREATMENT OF MULTIGENERATIONAL LEGACIES OF TRAUMA INC.

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is International Center for the Study, Prevention and Treatment of Multigenerational Legacies of Trauma Inc. (“Center”).

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Mission

The mission of the international center is to support and facilitate multidimensional, multidisciplinary, national and international, comparative, integrative, dialogue among social scientists and scholars of other relevant fields to: 1) raise awareness of the universal importance and the ubiquitous suffering incurred through multigenerational legacies of trauma; these professionals will further develop and disseminate scientifically valid measures and growing knowledge of the nature and transmission mechanisms of trauma, 2) find ways to prevent its destructive legacies from being perpetuated to succeeding generations; as well as devise principles and programs to promote resilience, treat and assist affected individuals, families and communities to cope with their traumatic histories toward a peaceful, fulfilling future, and 3) utilize informed, stigma-free, advocacy to raise sociocultural awareness of and commitment to preventing trauma and its multidimensional, lifelong and multigenerational effects.

Specific objectives and purposes of this organization include:

- Serve as a clearinghouse for existing multidisciplinary literature and expertise, providing up-to-date knowledge, guidance and technical know-how for continuing national and international research on the study, prevention and treatment of multigenerational legacies of trauma. As much of the existing information is in hard copy, one function of the center will be to digitize as much of it as possible over time for broader accessibility.
- Advocate for and spearhead the implementation of these multidisciplinary strategies. Grants/awards could be made to initiatives in any relevant media to ethically, stigma-free, most effectively, sensitively and responsibly, convey

findings, promote and disseminate developing knowledge. A core function of the Center is to provide ongoing training and networking opportunities, including encouraging related meetings and events.

- Devise optimal multidimensional strategies for prevention, intervention and treatment of pathogenic multigenerational legacies of trauma as well as for enhancing resilient and healthful ones. An important aim in this regard is to integrate relevant advances in all related dimensions and disciplines, such as traumatology, neuroscience, family theory, culture, anthropology, history, political science, justice, law, victimology and religion.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors (“BoD”). The BoD shall have control of and be responsible for the management of the affairs and property of the Center.

DUTIES and RESPONSIBILITIES OF MEMBERS OF THE BoD:

The duties and Responsibilities of members of the BoD are:

- a) To appoint an Executive Director who shall be responsible to the BoD for the complete operation of the Center;
- b) To determine the Center’s service, programs and policies, and to continually assess and appraise said services, programs and policies, based upon the evaluated activities and priorities of the Center;
- c) To set the parameters for, review and approve an annual Center budget and its personnel policies;
- d) To represent the Center in their respective communities;
- e) To participate in as many BoD Meetings or other functions of the Center as possible;
- f) To remain informed of the activities of the entire Center;
- g) To contribute and solicit financial and other support for the Center for the physical, intellectual, programmatic growth and development of the Center;
- h) To facilitate meaningful connections between the Center and individuals, corporations, foundations and other institutions;
- i) To disseminate information about the Center and its activities to potential donors, academic institutions, governmental agencies, etc., as well as the public;
- j) To be available to take on leadership or other participatory roles in activities of the Center (e.g., Advisory Board, Honorary Board, Committees and Task Forces); and
- k) To comply with the current policies and procedures of the BoD.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of BoD Members shall be fixed from time-to-time by the Directors but shall consist of no fewer than five (5), nor more than fifteen (15), including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the BoD shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the BoD, Advisory Board (“AB”) or Honorary Board (“HB”) must be approved by a majority vote of the members, present and voting – physically as well as telephonically and/or electronically, including Skype, WhatsApp, etc. (collectively, all of these methods of participation are acceptable and are deemed “Present” for purposes of meetings and these bylaws). No vote on new members of the afore-mentioned Boards, shall be held unless a quorum of the BoD is present as provided in Section 6 of these bylaws.

No two members of the BoD related by blood or marriage/domestic partnership within the second degree of affinity may serve on the BoD at the same time.

Each elected member of the BoD shall serve a first term of one (1) year, a second term of two (2) years and/or a third term of three (3) years and in total six (6) years. Any BoD member, after having served for six (6) consecutive years shall step down and shall not be eligible for re-election for at least one (1) year. The following BoD members shall be eligible for election to one additional three (3) year term as a member of the BoD upon completion of their term as an Officer of the Board: President, Vice President, Secretary and Treasurer.

Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the BoD shall expire.

Each member of the BoD shall be Present for at least three (3) meetings of the Board per year.

Each member of the BoD shall make reasonable efforts to raise funds for the operation of the Center.

Section 2B: Executive Committee

Powers and Duties of the Executive Committee (“EC”):

During the period between meetings of the BoD, the EC shall be responsible for overseeing the management of services, programs (Center activities), and any property and business affairs of the Center. The EC Committee shall possess the same powers granted the BoD, except that in accordance with the New York Not-For-Profit Corporation Law, neither the EC nor any other committee shall have authority as to following matters:

- a. The filling of vacancies in the BoD;
- b. The amendment or repeal of the bylaws or the adoption of new bylaws;
- c. The amendment or repeal of any resolution of the BoD, which by its terms shall not be so amendable.

Minutes: Minutes of the sessions of the EC shall be provided to the BoD within thirty (30) days after each meeting.

Section 3. Regular and Annual Meetings

An annual meeting of the BoD shall be held in September at a time and day as set by the EC of the BoD. The BoD may provide by resolution the time and place for the holding of regular meetings of the BoD. Notice of these meetings shall be sent electronically to all members of the BoD no less than ten (10) business days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the BoD may be called by or at the request of the President or any three (3) Members of the BoD. The person or persons authorized to call special meetings of the BoD may fix the time for any special meeting of the BoD called by them and all BoD members are expected to be Present.

Section 5. Notice

Notice of any special meeting of the BoD shall be given at least ten (10) business days in advance of the meeting by electronic methods. Any Member of the BoD may waive notice of any meeting. The attendance of a BoD Member at any meeting shall constitute a waiver of notice of such meeting, except where a BoD Member is Present at a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the BoD need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

A majority of current BoD members must be Present to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date with notice. The act of a majority of the members of the BoD Present at a meeting at which a quorum is present shall be the act of the BoD, unless the act of a greater number is required by law or by these bylaws.

Section 7. Forfeiture

Any member of the BoD who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall forfeit his or her seat on the Board unless excused by a majority of the BoD members at the next regular meeting. If the seat is vacated by forfeiture or resignation, the Secretary shall notify the BoD in writing that his or her seat has been declared vacant, and the BoD may forthwith proceed to fill the vacancy. Members of the BoD whose seats are forfeited are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the BoD it shall be filled without undue delay by a majority vote of the remaining members of the BoD at a regular meeting. Vacancies may be created and filled according to specific methods approved by the BoD.

Section 9. Compensation

Members of the BoD shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Members of the BoD

Any action required by law to be taken at a meeting of the BoD, or any action which may be taken at a meeting of the BoD, may be taken without a meeting if a consent received electronically or in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the BoD members following notice of the intended action to all members of the BoD.

Section 11. Confidentiality

BoD Members shall not discuss or disclose information about the Center or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Center's purposes or can reasonably be expected to benefit the Center. BoD Members shall use discretion and good business judgment in discussing the affairs of the Center with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Center, including but not limited to accounts on deposit in financial institutions.

Each BoD member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the BoD.

Section 12. Advisory Board

An AB may be created whose members shall be elected by the members of the BoD annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings vis-à-vis the BoD. There is no limit to the number of persons who may serve on the AB or limit to their length of service. They must be Present for at least one meeting of their respective AB committee e.g., scientific, the arts. They volunteer their time and expertise to, for example, draft criteria for grants or fellowship offered by the Center; would review applicants' proposals and requests; discuss within the AB committees and then submit recommendations to the BoD; submit to the BoD guidelines to implement their recommendations. AB members may attend BoD meetings at the invitation of a member of the BoD. Members of the AB shall possess the desire to serve the community and support the work of the Center by providing expertise and professional knowledge. Members of the AB shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the AB.

Section 13. Honorary Board

An HB may be created whose members shall be elected by the members of the BoD annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings vis-à-vis the BoD. There is no limit to the number of persons who may serve on the HB or limit to their length of service. They shall lend their stature and support as they choose to the Center.

Section 14. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 15. Removal

Any member of the BoD or members of the AB and HB may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the BoD if in their judgment the best interest of the Center would be served thereby. Each member of the BoD must receive electronic or written notice of the proposed removal at least twenty (20) days in advance of the proposed action. An officer who has been removed as a member of the BoD shall automatically be removed from office.

Members of the BoD who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the BoD pursuant to Section 7 of these bylaws, and are not entitled to the removal procedure outlined in Section 15 of these bylaws.

ARTICLE IV. OFFICERS

The officers of this BoD shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

All Officers shall be elected at the annual meeting of the Center by a majority of the Board members present or attending electronically. They shall serve for a one year term and may serve in any position for not more than two (2) years. Board members who serve as Officers shall not have their time spent as Officers count against their six-year limit as members of the Board.

Section 1. President

The President shall have the following duties:

- a. She/He shall preside at all meetings of the EC and meetings of the BoD;
- b. She/He shall have general and active management of the business of the BoD;
- c. She/He shall see that all resolutions of the AB are brought to the BoD;
- d. She/He shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed;
- e. She/He shall submit a report of the operations of the Center for the fiscal year to the BoD at its annual meetings, and from time to time, shall report to the BoD all matters that may affect the Center;
- f. She/He shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President; and
- g. She/He shall keep the BoD as well as the AB apprised of relevant information relating to the operation, goals and future of the Center.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. She/He shall have the duty of chairing her/his BoD's and/or AB's respective committees and such other duties as may, from time to time, be determined by the BoD.

Section 3. Secretary

The Secretary shall attend all meetings of the BoD and of the EC, and, assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. She/He shall record all votes and minutes of all proceedings in an organized and safe manner. She/He in concert with the President shall make the arrangements for all meetings of the BoD, including the annual meeting of the Center;
- b. Assisted by a staff member, she/he shall send notices of all meetings to the members of the BoD;
- c. She/He shall perform all official correspondence from the BoD as may be prescribed by the BoD or the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. She/He shall submit for approval of the Finance and Fund Development Committee all expenditures of funds raised for proposed capital expenditures (equipment and furniture), by the staff of the Center;
- b. She/He shall present a complete and accurate report of the Center's finances at each meeting of the members, or at any other time upon request to the BoD;
- c. She/He shall insure the development of an annual budget, proper accounting of all funds in compliance with all budget, grant, award, and subsequent audit requirements.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. She/He shall perform such other duties as may be prescribed by the BoD or the President under whose supervision she/he shall be.

Section 5. Election of Officers

The Nominating Committee shall submit electronically to the BoD the names of those persons for the respective offices of the BoD. The nominating committee shall submit to the BoD electronically the names of those nominees for the respective offices of those BoD two months prior to the deadline for the election. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting. The President shall announce the results of the officers at the annual meeting and shall serve right after the announcement.

Officers of the EC shall be eligible to succeed themselves in their respective offices for one (1) term only.

Section 6. Removal of Officer

The BoD with the concurrence of 3/4 of the members voting may remove any officer of the BoD and elect a successor for the unexpired term at a meeting. No officer of the BoD shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of Officers. Nominations shall be sent electronically to BoD members at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. COMMITTEES

Section 1. Committee Formation

Listed below are the standing committees of the BoD. The BoD may also create committees or task forces as needed for such needs as fundraising, public relations, grant request review, etc. The BoD shall also create committees as needed, such as fundraising, housing, public relations, data collection, etc. The President of the BoD shall appoint all committee and task force chairs.

Section 2. Executive Committee

The four officers serve as the members of the EC. Except for the power to amend the Articles of Incorporation and bylaws, the EC shall have all the powers and authority of the BoD in the intervals between meetings of the BoD subject to ratification at the next BoD meeting. The EC is subject to the direction and control of the full BoD.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes two (2) other BoD members and not more than two (2) other non-members selected by the Treasurer for their special knowledge or skills. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Committee shall insure that the BoD must approve the budget, that all expenditures are within the budget, and that any major change in the budget is approved by the BoD.

The committee shall insure that annual reports are submitted to the BoD showing income, expenditures, and pending income, that the financial records of the Center are public information, and are made available to the BoD members and the public.

Section 4. Nominating Committee

The Nominating Committee shall be responsible for nominating the members to the BoD. It is also called upon to make nominations to fill vacancies which occur between annual meetings, including those of Officers. Nominations shall be sent electronically in writing to members of the BoD at least two (2) weeks prior to the date at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. CORPORATE STAFF

Section 1: Executive Director

The BoD shall appoint an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Center, and shall direct the day-to-day business of the Center, issue grants, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the EC or the BoD, according to a Board approved job description and letter of engagement. No officer, EC member or member of the BoD may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the BoD and EC meetings as shall be required by the President or the BoD. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the BoD by a majority vote and shall serve until removed by the BoD upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the BoD. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, except as agreed upon between the Executive Director and the BoD.

ARTICLE VII. – CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Center or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person:
Any director, principal officer, or member of a committee with BoD delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Center has a transaction or arrangement,
2. A compensation arrangement with the Center or with any entity or individual with which the Center has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Center is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under this Section, a person who has a financial interest may have a conflict of interest only if the appropriate BoD or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with BoD-delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, She/He shall leave the BoD or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining BoD or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the BoD or committee meeting, but after the presentation, She/He shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the BoD or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After performing due diligence, the BoD or committee shall determine whether the Center can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the BoD or committee shall determine by a majority vote of the disinterested directors whether the

transaction or arrangement is in the Center's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the BoD or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the BoD or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the BoD and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the BoD's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the BoD who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the BoD or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Center, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with BoD delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Center is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Center operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Center's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Center may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BoD of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of New York, the Center shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Center, or any person who may have served at the Center's request as a director or officer of another Center (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the BoD, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Center in advance of the final disposition of such action,

suit, or proceeding, if authorized by the BoD, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Center shall be required to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Center would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The Center shall keep complete books and records of accounts and minutes of the proceedings of the BoD.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the BoD, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The BoD may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the Board of Directors on this 21st day of February, 2019.