

BY LAWS
OF
USA JUMP ROPE, INC.

ARTICLE I
Name

The name of the organization shall be USA Jump Rope, Inc.

ARTICLE II
Mission and Goals

Mission:

Promote Healthy Lifestyles and Create Competitive Opportunities through the Sport of Jump rope. Our vision: Be the National Leader and National Governing Body for Recreational and Competitive Jump Rope. Our Values: Learning and Skill Development, Respectful Competitive Sport, Family Friendly, Diversity, Confidence, Discipline, Responsibility and Leadership.

Goals:

- Promote physical fitness through jump rope as a lifetime sport.
- Foster confidence, discipline, responsibility and leadership
- Be an informational and educational network for jump rope activities and materials.
- Regulate standards for terminology and procedures for jump rope competitions
- Provide representation for the sport on the international level.

ARTICLE III
Offices

The principal office of the Corporation in the State of Texas shall be located at 901 Normal Park, Suite 204, Huntsville, Texas 77320. The Corporation may have such other offices, either within or without the State of Texas, as the board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the *Texas Non-Profit Corporation Act*. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV
Membership

Section 1: Classes of Members

The Corporation shall have five (5) classes of members. The qualifications and rights of the members of such classes shall be as follows:

Members shall be those individuals who are interested in supporting the purpose of the corporation and apply for membership in the corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

The classes of members are:

- (a) **Youth Members** – any individual age 1 through 17 years. The annual membership fee shall be set by the Board of Directors. Members of this class shall not have any voting rights at annual meetings or meetings for any other purpose as prescribed by law or decision of the Board of Directors, but shall be allowed to attend meetings open to such class;
- (b) **Adult Members** – any individual age 18 years or older. The annual membership fee shall be set by the Board of Directors. Each adult member shall have one (1) vote annually for each open Board of Directors position or for any other purposes as prescribed by law or decision of the Board of Directors;
- (c) **Coach Membership** – any coach age 18 years or older. The annual membership fee shall be set by the Board of Directors. Each coach member shall have one (1) vote annually for each open Board of Directors position or meetings for any other purposes as prescribed by law or decision of the Board of Directors;
- (d) **Family Membership** – all youth/adult immediate family members are eligible for family membership. Coaches are not eligible for this membership. The annual membership fee shall be set by the Board of Directors. Each adult member shall have one (1) vote annually for each open Board of Directors position or for any other purposes as prescribed by law or decision of the Board of Directors;
- (e) **Group Membership** – new, non-competitive jump rope clubs and organizations. This membership will only apply for one year. After such time, group members are required to renew under the Youth Membership category. Members of this class shall not have any voting rights at annual meetings or meetings for any other purpose as prescribed by law or decisions of the Board of Directors, but shall be allowed to attend meetings open to such class. Members of this class are not allowed to compete in regional tournaments.
- (f) **Honorary Membership** – any individual or business who wants to support the organization. These members hold no voting rights, but will receive benefits as determined by the Board of Directors.

Section 2: Membership

To become a member in good standing, each member must annually complete the necessary membership forms and pay the fee appropriate for their class of membership.

Section 3: Voting Rights

Voting rights are determined by the class of membership.

Section 4: Restrictions, Suspensions and Termination of Membership

Membership in USA Jump Rope is a privilege and not a right. If the Corporation has reasonable cause to believe that any member has acted in a manner that violates the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or is otherwise inconsistent with the Corporation's Mission or the best interest of the sport of jump rope, the Corporation may discipline any such member. Discipline may include, but is not limited to reprimand, probation, suspension or termination of the membership. When imposing discipline the Board shall follow policies and procedures which govern disciplinary actions.

Section 5: Reinstatement

Upon written request signed by a former member and filed with the Executive Director, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6: Resignation

Any member may resign by filing a written resignation submitted to the Executive Director.

Section 7: Transfer of Membership

Membership in this Corporation is not transferable or assigned.

ARTICLE V Meetings of Members

Section 1: Annual Meeting

An annual meeting of the membership will be held each year for the transaction of such business as may come before the organization.

Section 2: Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting called by the Board of Directors. If no designation is made, the place of meeting shall be the registered office of the corporation in the State of Texas, but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3: Notice of Meeting

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, by electronic mail or by announcement in annual tournament materials, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be

deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as it appears on the records of the corporation, which postage thereon prepaid.

Section 4: Voting by Mail

Where Directors are to be elected by members or any class or classes of members, such election may be conducted by mail or in any such manner, as determined by the Board of Directors.

ARTICLE VI Board of Directors

Section 1: General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas.

The powers and duties of the Board of Directors shall include but is not limited to:

- (a) Transact necessary business in the intervals between corporate meetings and such other business as may be referred to it by the corporation;
- (b) Create standing and ad hoc committees. Standing committees should be approved by the Board of Directors. Ad hoc committees should be approved by the Executive Committee.
- (c) Present a report at the regular meetings of the corporation;
- (d) Every other year, the board will appoint an auditor or an auditing committee to audit the organizations accounts.
- (e) Approve the organizational budget for the year as presented by the Executive Director
- (f) Hire an Executive Director to manage day to day business operations and manage staff.
- (g) Attend all board meetings.

Section 2: Number, Tenure and Qualifications

The number of Directors shall be twelve (12). From time to time the board may be required to operate with less than 12 directors. The Executive Committee is responsible for replacement of board members prior to the expiration of their term. A nominating committee is responsible for identifying potential candidates to serve on the board. Members will also have the opportunity to self nominate. Each Director elected shall hold office for a period of three years. Directors may be re-elected by the membership for additional terms or after such time, his or her successor shall have been elected and qualified. Directors terms shall begin with the first summer meeting after their election or re-election and ending directly prior to the summer meeting of their third year. Service terms will be staggered so that one third (4) of the directors will be up for re-election each year. After such time, his or her successor shall have been elected and qualified. An Ad hoc nomination committee will be assigned to solicit nominations of qualified candidates for open Board of Director positions. Members may also have the opportunity to self nominate. Requests for nominations will occur after the 1st week in April and the election will begin 30 days after the initial call for nominations. The Executive Director will calculate the results of the election, and a member of the governance committee will certify the results.

Board members do not receive any compensation, however from time to time; they may be reimbursed for out of pocket expenses.

Resignations for the board must be in writing and acknowledged in the next minutes of the board of directors.

Section 3: Regular Meetings

A regular annual meeting of the Board of Directors shall be held at a time and place to be announced by the President. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

The means and process of any special meeting will be determined by the President and any four Directors. The elements of this process will be determined by majority vote of the Board of Directors.

Section 5: Attendance at Meetings

Directors must attend meetings and vote at the prescribed level. Physical meetings require physical attendance. Virtual meetings must be attended using the agreed process and procedures.

Section 6: Removal of Directors

A Director can be removed from the Board of Directors for cause by a 2/3 majority vote of the Board of Directors. Elements of cause can include but are not limited to missing two or more consecutive meetings, behavior that is contrary to the mission and goals of USA Jump Rope, or other behaviors as deemed by the Board. Any removed director may appeal such decision in a hearing at the next board meeting. Such director will be suspended, but not removed from the board while the appeal is pending.

Section 7: Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If emailed confirmation of receipt is required. Any Board member may initiate a notice of waiver for such meetings. Such waiver is granted by two thirds positive vote of the Board of Directors.

Section 8: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9: Manner of Acting

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, unless the act of a greater number is required by law or by these by-laws.

Section 10: Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Executive Committee. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendances, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11: Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent, setting forth the action so taken, is approved by a majority of the Directors. Such consent can be obtained via mail, telephone or e-mail.

Section 12: Agreements

Directors are required to sign a Confidentiality Agreement, Code of Ethics, and Conflict of Interest Agreement annually as agreed upon by the Board of Directors.

ARTICLE VII Officers

Section 1: Officers

The officers of the corporation shall be a President, Vice President, a Secretary, and a Treasurer. No more than one officer position may be held by one jump rope team at any given period of time.

Section 2: Election and Term of Office

The officers of the corporation shall be elected for a one year term by the Board of Directors at the summer meeting of the Board of Directors. The board at its discretion can elect to postpone the election of officers to the fall board meeting. New officers may be elected and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3: Removal

Any officer elected or appointed by the Board of Directors may be removed by a two thirds (2/3) majority vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5: Executive Committee

The executive committee shall be composed of the President, Vice President, Second Vice President, the Treasurer and the Secretary. The former President may serve as an Advisor for the year following his/her Presidency.

The Executive Committee shall review the performance of the Executive Director. The Executive committee does not have the authority to amend the Articles of Incorporation and Bylaws, approve the annual budget, or raise fees. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. Whenever timing is not an issue, decisions will be brought to the Board of Directors via e-mail for decision.

Section 6: President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Executive Director will report directly to the President. He or she shall preside at all meetings of the members and of the Board of Directors. When presiding at meetings of the board of directors he/she will be a non-voting member except in the case of a tie vote. He or she will approve the work plans of the standing and ad hoc committees. In the absence of an officer, the President will appoint an interim replacement. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation: and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will be the head of the Executive Committee and will be a voting member of this committee. The President shall be an *ex officio* member of all committees of the corporation.

Section 7: Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers

of and be subject to all the restrictions upon the President. The Vice President will also be the chief communication officer. Any Vice President shall perform such other duties as from time to time may assigned to him or her by the President or by the Board of Directors.

Section 8: Second Vice President

The Second Vice President in the absence of the President and Vice President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. The Second Vice President will also be responsible for working with the Executive Director in developing a strategic plan for the organization. The Second Vice President shall perform other duties as from time to time that may be assigned to him or her by the President or by the Board of Directors.

Section 9: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He / She shall review monthly financial statements from the Executive Director; oversee disbursements as authorized by the President, the Board or in accordance with the budget adopted by the corporation; have authority to sign checks along with the President and Executive Director and/or authorized appointed staff; present a financial statement at every meeting and make a full report at the annual meeting; have the accounts examined biennially at the close of the fiscal year by an Auditing committee of one to three persons, and attach a verification to the treasurer's financial report.

Section 10: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. He / she shall oversee the activities and functions of the Executive Director, concerning membership communications and records keeping.

Section 11: Return of Records

Upon Expiration of the term of office or resignation from office, each officer shall turn over to the Executive Director, without delay, all records, books and other materials pertaining to the office or belonging to the corporation.

ARTICLE VIII Committees

Section 1: Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of

any such committee or any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The President shall be an *ex officio* member of each committee. The designation and appointment of any such committee and the delegation there to of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. The President will appoint the committee head and has the power to remove the committee head if he or she finds it necessary. Non board members will be required to sign the USA Jump Rope Confidentiality.

Section 2: Other Committees

Ad hoc committees may be assigned by the Executive Committee and do not have or exercise the authority of the Board of Directors on the management of the corporation. There should be at least one Board of Director member on an Ad hoc Committee. Except as otherwise provided in such committee, they shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal. Any non Board Member will be required to sign the USA Jump Rope Confidentiality Agreement.

Section 3: Term of Office

Each member of a standing committee shall continue as such until the next annual meeting of the members of the corporation. Each member of the Ad hoc committee shall continue for 6 months or until the committee shall be sooner terminated. Standing committee members will continue until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 4: Chairman

One Board of Director member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in that same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article IX Grievance Procedure

Section 1: Judicial Bodies

There shall be two judicial bodies of the corporation: the Disciplinary Council and the Board of Appeals, which shall consist of the Board of Directors, less the three members on the Disciplinary Council that heard the case, acting as an Appeal Board. They shall enforce the rules, policies, procedures and handbooks of the corporation, the corporation's Code of Conduct and ensure members do not act in conflict with corporation's Mission or the best interest of the sport of jump rope.

Section 2: Powers of Disciplinary Council:

The Grievance Committee has the power to:

- a. Upon its own initiative or in response to a complaint, investigate a violation of the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or actions of members that are otherwise inconsistent with the corporations' Mission or the best interest of the sport of jump rope.
- b. Establish a policy for the judicial bodies that sets forth procedures for the grievance process, upon which approval by the Board of Directors shall become National Policy. Such policy shall include reasonable notice and opportunity to be heard, format of investigation, time, place and format of any hearing and appeal timing and processes.
- c. Require the production of documents, oral or written statements, or any other information material to the matter before the Committee.
- d. Enforce the corporations' rules, policies, procedures, handbooks, Code of Conduct, Mission and the best interest in the sport of jump rope.
- e. Dismiss a complaint after investigation.
- f. Impose any discipline on a member after investigation and vote by two-thirds of the Committee that there is reasonable cause to believe that the member violated the rules, policies, procedures or handbooks of the Corporation, the Membership Code of Conduct or actions of members that are otherwise inconsistent with the corporations' Mission or the best interest of the sport of jump rope. Such discipline may include, but is not limited to, reprimand, probation, suspension or termination. Any vote by the Grievance Council to impose discipline that lasts longer than three months or prevents participation in a national or international competition shall be automatically appealed the entire Board of Appeal's, whether or not the member appeals the Grievance Committee's decision.

Section 3: Composition of the Disciplinary Council:

The Disciplinary Council shall consist of three(3) members and shall be appointed and Fair Treatment Coordinator.

Section 4: Power of the Board of Appeals

- a. Review any decision made by the Disciplinary Council at the request of a member who has been disciplined.
- b. Review all decisions of the Disciplinary Council to impose discipline that lasts for more than three months or prevents participation in a national or international level competition.
- c. By majority vote of the entire Board of Appeal's, sustain, modify, reverse or vacate any decision by the Disciplinary Council to impose discipline on one or more of the following grounds:
 1. Misapplication or misinterpretation of corporation's rules, policies, procedures handbooks, Membership Code of Conduct, Mission or best interest of the sport of jump rope;
 2. Newly discovered evidence that could not have reasonably been presented to the Disciplinary Council;
 3. Imposition of discipline contrary to the evidence presented;
 4. Excessive penalties; or
 5. Failure to take into account special or extenuating circumstances.

ARTICLE X Administration

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Executive Director

The Executive Director is hired by the Board of Directors. The Executive Director has day-to-day responsibility for the business affairs of USA Jump Rope, including carrying out the Board's goals and policies. The Executive Director will attend all Board meetings, report on the organization's progress, answer questions of the Board members and carry out duties described in the job description. The Board President can designate other duties as necessary.

Section 3: Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Section 3: Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director. Individual expenditures and indebtedness in excess of \$1,000 must be approved by the President or his / her designee.

Section 4: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5: Gifts

The Executive Director or Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the corporation. Gifts given to the Executive Director or Board of Directors individually may not be accepted if the value exceeds \$50.

Section 6: Staff

A staff may be engaged by the Board of Directors. The duties of the staff may be assigned from time to time by the Board of Directors.

Section 7: Non-Discrimination

The corporation shall not discriminate in any manner on the basis of race, gender, age or national origin in respect to any activity of the corporation.

Section 8: Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws or specific rules of procedure adopted by this corporation.

ARTICLE XI Certificates of Membership

Section 1: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

Section 2: Issuance of Certificates

When a member has paid the appropriate membership fees, a certificate of membership shall be issued in his or her name and delivered to him or her by the Executive Director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of the Article VIII.

ARTICLE XII Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, shall keep at its registered or principle office a record giving the name and address of the member entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any purpose at any reasonable time.

ARTICLE XIII Fiscal Policy

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year. The annual budget shall be presented to the Board of Directors for its approval no later than February 15. No expense in excess of that provided for in the approved budget shall be incurred without express authorization of the Board of Directors. Substantive amendments to the budget must be approved by a majority vote of the Board of Directors.

ARTICLE XIV Waiver of Notice

Whenever any notice is required to be given under the provisions of the *Texas Non-Profit Corporation Act* or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Article XVI Conflict of Interest/Confidentiality

Members, officers and directors will endeavor at all times to avoid actual or the appearance of conflict of interest. All such individuals will familiarize themselves with the organization's Conflict of Interest and Confidentiality policies annually and will fill out the required Conflict of Interest statement. Should a conflict or the appearance of a conflict arise that has not previously been disclosed, members, officers and/or directors will immediately disclose the underlying

situation as required by the policy and will abide by the decision of the organization that they either refrain from voting, refrain from discussions and/or that they leave the applicable meetings, depending on the degree of conflict. Directors, officers and members further agree to protect the integrity and confidentiality of all trade secrets, proprietary and/or confidential information in accordance with the written policies of the organization.

ARTICLE XVII
Adoption of By-laws

The foregoing By-laws of this Corporation are hereby adopted by the undersigned, being the duly elected Executive Committee of such Corporation on February 24, 2010.

Tim Rader, President

E. J. Boillot, Vice President

Kathy Moe, Treasurer

Mary Kinsey, Secretary