

**SECOND AMENDED AND RESTATED BYLAWS  
OF TEXAS HILL COUNTRY RIVER REGION, INC.**

**ARTICLE I - OFFICES**

**1. REGISTERED OFFICE AND AGENT**

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Incorporation, as amended from time to time. The registered office and/or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

**2. PRINCIPAL OFFICE**

The principal office of the Corporation shall be at P.O. Box 52, Concan, TX 78838. The Board of Directors shall have the power to change the location of the principal office of the Corporation.

**3. OTHER OFFICES**

The Corporation may also have other offices at such places within the State of Texas as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

**ARTICLE II - MEMBERS**

**1. MEMBERSHIP**

The members of the Corporation (the "Members") will be those persons or entities that (a) are current in the collection and remittance of hotel occupancy taxes in Uvalde County, Texas, and (b) have timely elected in writing to be a Member of the Corporation. At least thirty (30) days before the annual meeting of the Members, the Corporation will send an election form to each person or entity that is then current in the collection and remittance of hotel occupancy taxes in Uvalde County, Texas in the fiscal quarter most recently provided by the Uvalde County, Texas taxing authority to the Corporation. Each person or entity for which the Corporation has received such an election form within thirty (30) days after the date such election form is sent to such person or entity will be deemed to be a Member of the Corporation for the ensuing twelve (12) months.

The Secretary shall keep a current roster of the Members and make such roster available for review by any Member upon reasonable written request. Notwithstanding anything to the contrary otherwise set forth in these Bylaws, the only Members who will be entitled to vote any meeting of the Members are those Members who have, at least seventy-two (72) hours in advance of such meeting, remitted in full to Uvalde County, Texas, all hotel occupancy taxes then due from such Member, as shown in the records of Uvalde County, Texas.

## **2. ANNUAL MEETING OF MEMBERS**

The Members shall hold an annual meeting at which the Directors shall be elected and for the transaction of such other business as shall come before the meeting. The annual meeting of the Members will be held no later than Memorial Day, unless changed by resolution of the Board of Directors, at a location determined by resolution of the Board of Directors.

## **3. SPECIAL MEETINGS OF MEMBERS**

The Secretary shall call a special meeting of the Members whenever requested to do so by the President or by three (3) or more Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

## **4. NOTICE OF MEMBER MEETINGS**

At least ten (10) days and not more than sixty (60) days in advance of the commencement of any regular or special meeting of the Members, notice of such meeting shall be delivered personally or sent by mail (written or electronic) to each Member at each Member's 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 given by electronic mail, such notice shall be deemed to be delivered when sent. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **5. QUORUM AND VOTING OF MEMBERS**

A quorum for the transaction of business by the Members shall be at least ten percent (10%) of the number of the Members then listed on the books and records of the Corporation and entitled to vote a meeting of the Members. A Member may be present in person or by proxy to count toward a quorum. If a Member is an entity, that Member's vote at any meeting may only be cast by the individual person that such Member has designated in writing to the Corporation prior to the commencement of such meeting. The act of the majority of the Members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Members of the Corporation may participate in and hold meetings of the Corporation by means of electronic town halls, conference telephone, or similar communications equipment by means of which all persons participating in the meeting can communicate concurrently, or a combination of the above. Participation in the meeting constitutes presence in person at the meeting, except for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. By electing to be a Member of the Corporation, each Member automatically consents to the use of communication technology to effect meetings of the Corporation, provided at least eighty-five (85%) of the Members in the Corporation have access to the form of technology chosen by the Board of Directors, and further provided that the Corporation arranges a place or method of participation for those who do not have the technology.

## **6. PROXY**

A Member may vote in person or by proxy executed in writing by the Member. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

## **ARTICLE III - DIRECTORS**

### **1. BOARD OF DIRECTORS**

To the extent not limited or prohibited by law, the Articles of Incorporation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors must be residents of the State of Texas, at least twenty-one (21) years of age. If a person not otherwise entitled to vote at a meeting of the Members or the designated representative of an entity Member that is entitled to vote at a meeting of the Members, is elected to the Board of Directors, that Director shall be entitled to vote for the duration of their term. No Director may be related by marriage or the first degree of consanguinity to any other Director.

### **2. NUMBER AND ELECTION OF DIRECTORS**

The number of Directors shall be seven (7); provided, however, that the number of Directors may be increased or decreased from time to time by an amendment to these Bylaws, but may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

A nominating committee will be established before each annual meeting of the Board of Directors. Such committee will be made up of one (1) person appointed by the President and two (2) persons appointed by majority vote of the Board of Directors. The members of the nominating committee may be, but do not have to be, Directors or officers of the Corporation. Such nominating committee shall meet in the manner prescribed for meetings of the Board of Directors, either physically or electronically in a form that allows for concurrent communication. At least twenty (20) days before each annual meeting of the Members of the Corporation, the nominating committee will provide the Board of Directors a list of persons nominated by the committee to be considered for election to the Board of Directors. In addition, at the annual meeting of the Members of the Corporation, any person, whether or not a Director or officer of the Corporation, may nominate a person to be considered for election to the Board of Directors.

The two (2) Members of the Corporation that have remitted to Uvalde County, Texas the greatest amount of hotel occupancy taxes over the four (4) quarters immediately preceding the annual meeting of the Members, as shown in the records of Uvalde County, Texas (the "Large Lodging Owners"), may each appoint one (1) Director of the Corporation to serve until the next annual meeting of the Members (unless a representative of such Large Lodge Owner is currently a Director that is not sitting for re-election). If either Large Lodge Owner declines to appoint a

Director, then that Director position will be filled by election as set out below to serve a one-year term.

Except the Directors that may be appointed by the Large Lodge Owners, the Directors shall be elected by the Members of the Corporation. Each Member present at the meeting is entitled to one (1) vote per the number of Director positions to be filled. For example, if three (3) Director positions are to be filled by election, then each Member may vote for up to three (3) persons. Cumulative voting is prohibited. The number of persons nominated and sitting for election for whom the greatest number of votes are cast (even if not a majority of the votes) which corresponds to the number of open Director positions will be elected to the Board of Directors.

The Director appointed by a Large Lodging Owner will be named in a writing signed by such Large Lodging Owner before such Director may serve as a Director, and such Director may be replaced by such Large Lodging Owner upon at least twenty (20) days prior written notice from the Large Lodging Owner to the Corporation.

Each Director shall hold office until his or her successor shall have been duly elected and qualified. Five (5) Directors shall be elected for two-year terms (the "At-Large Directors") and two (2) Directors, being those Directors appointed by the Large Lodging Owners or elected as Director because a Large Lodging Owner has declined to appoint a Director (the "Large Lodging Directors"), shall be elected or appointed for one-year terms.

Notwithstanding the foregoing, the terms of each At-Large Director first elected following the adoption of these Bylaws will be divided into two (2) groups by the drawing of lots. Group 1 will consist of two (2) At-Large Directors and will serve for a term of one (1) year. Group 2 will consist of three (three) At-Large Directors and will serve for a term of two (2) years. The term of each Large Lodging Director shall be for one (1) year. Thereafter, following election at the next annual meeting, the term of each At-Large Director will be for a period of two-years. By way of example, following election in the 2022 annual meeting, the At-Large Directors will be comprised of two (2) Directors whose terms will expire in 2023 and three (3) Directors whose terms will expire in 2024, such that two (2) At-Large Director seats will be up for election every other year and three (3) At-Large Director seats will be up for election in the alternate years.

### **3. REMOVAL**

A Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Members of the Corporation.

A Director may also be removed from the Board of Directors by the vote of at least two-thirds (2/3) of the other Directors if the Director considered for removal has (a) been absent from three (3) consecutive regular meetings of the Board of Directors, or (b) engaged in any unethical or illegal conduct or action.

### **4. RESIGNATION**

A Director may resign by providing written notice of such resignation to the Corporation. The

resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

**5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

**6. ANNUAL MEETING OF DIRECTORS**

The Board of Directors shall hold an annual meeting at which the Board of Directors shall elect officers and transact such other business as shall come before the meeting. The annual meeting of the Board of Directors will be held no later than Memorial Day, unless changed by resolution of the Board of Directors, at a location determined by resolution of the Board of Directors.

**7. REGULAR MEETING OF DIRECTORS**

The Board of Directors will hold regular meetings at least quarterly. Regular meetings of the Board of Directors may be held at such time and place as may be from time to time determined by the Board of Directors.

**8. SPECIAL MEETINGS OF DIRECTORS**

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

**9. EMERGENCY MEETINGS**

In the event of an emergency or urgent public necessity, the Secretary shall call an emergency meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more Directors. Such emergency meeting shall be held at the date and time specified in the notice of meeting.

**10. NOTICE OF DIRECTORS' MEETINGS**

At least seventy-two (72) hours in advance of the commencement of any regular or special meeting of the Board of Directors, notice of such meeting shall be delivered personally or sent by mail (written or electronic) to each Director at his 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 given by electronic mail, such

notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

At least 2 hours in advance of the commencement of any emergency meeting of the Board of Directors, notice of such meeting, stating the emergency or urgent public necessity which precipitated such meeting, shall be delivered personally or by telephone to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **11. QUORUM AND VOTING OF DIRECTORS**

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors fixed by these Bylaws. A Director must be present to be counted toward a quorum and to vote at a regular meeting or special meeting of the Board of Directors; provided, however, that any Director may be considered present at a meeting of the Board of Directors under for quorum and voting purposes if connected to such meeting by telephone, video conference, or other means of oral communication of which all persons participating in the meeting can communicate concurrently. Proxies are not allowed. The act of the 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 the Articles of Incorporation.

#### **12. UNANIMOUS WRITTEN CONSENT**

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

#### **13. EXECUTIVE SESSION**

The Board of Directors may go into Executive Session without prior notice during any annual, regular or special meeting, as deemed necessary by the Board of Directors.

#### **14. COMPENSATION**

Directors, as such, shall not receive any stated salary for their services. The Board of Directors may approve in advance the reimbursement of a Director for the reasonable costs and expenses (including travel expenses) incurred in connection with performing duties on behalf of the Corporation. Members of committees may be allowed similar reimbursement of expenses for attending committee meetings and performing duties on behalf of the Corporation.

#### **15. COMMITTEES**

The President of the Corporation may designate and appoint one or more committees, each of which shall consist of at least two 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 these Bylaws; electing, appointing or removing any Director or officer of the Corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; 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 repeated by such committee. The designation and appointment of any such committee and the delegation thereto 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 of the Corporation may also appoint other committees not having and exercising the authority of the Board of Directors in the management of the Corporation.

The President of the Corporation may dissolve any committee or remove any member of such committee when, in the President's sole judgment, the best interests of the Corporation shall be served by such dissolution or removal.

Each member of a committee shall continue as such until his 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 of such committee.

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

A majority of each whole committee shall constitute a quorum of such committee and the act of a majority of the members of such committee present at a meeting at which a quorum is present shall be the act of the committee.

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

#### **ARTICLE IV - OFFICERS**

##### **1. NUMBER OF OFFICERS**

The officers of the Corporation shall consist of a President and a Secretary and may also consist of one or more Vice-Presidents, a Treasurer, and such other officers and assistant officers as may be deemed necessary from time to time by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. No person may hold more than one office at a time.

## **2. ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be elected or appointed annually for a one-year term by the Board of Directors at the regular annual meeting of the Board of Directors. Officers must be also be Directors of the Corporation.

## **3. REMOVAL OF OFFICERS, VACANCIES**

Any officer may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **4. POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of the Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including the Board of Directors or any Director; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

## **5. PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. Such officer shall see that all orders and resolutions of the Board of Directors are carried out, subject however, to the right of the Directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other



officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the Board of Directors, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

## **6. VICE-PRESIDENTS**

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

## **7. THE SECRETARY AND ASSISTANT SECRETARIES**

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the Board of Directors or any committee shall be recorded by such person as shall be designated by the President or by the Board of Directors or such committee.

## **8. THE TREASURER AND ASSISTANT TREASURERS**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and Directors an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or Directors at any time. The Treasurer

shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his or her attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

## **ARTICLE V - INDEMNIFICATION AND INSURANCE**

### **1. INDEMNIFICATION**

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit Corporation Act to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act.

### **2. INSURANCE**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability on any ground,

regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE VI – GENERAL PROVISIONS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation, or these Bylaws, 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 equivalent to the giving of such notice.

### **2. SEAL**

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### **3. CONTRACTS**

The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

### **4. CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

### **5. 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.

### **6. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

### **7. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of the

Members of the Corporation, the members of the Board of Directors of the Corporation, and the members of each committee of the Corporation.

## **8. FINANCIAL RECORDS AND ANNUAL REPORTS**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year.

## **9. FISCAL YEAR**

The fiscal year of the Corporation shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

# **ARTICLE VII - CONSTRUCTION**

## **1. PRONOUNS AND HEADINGS**

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of these Bylaws.

## **2. INVALID PROVISIONS**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

# **ARTICLE VIII – DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX - AMENDMENT OF BYLAWS**

The Board of Directors, by majority vote, may alter, amend, or repeal these Bylaws and/or adopt new Bylaws at any regular or special meeting of the Board of Directors, provided that at least two days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

Adopted by the Board of Directors of the Corporation on 2/17, 2022.

  
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Chase Roosa, Secretary