

**BYLAWS OF
SUSQUEHANNA COMMUNITY HEALTH AND DENTAL CLINIC, INC.**

**ARTICLE I
NAME, PURPOSE, AND MISSION**

SECTION 1. Name. The name of the organization shall be Susquehanna Community Health and Dental Clinic, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Pennsylvania. The Corporation can formally do business as "River Valley Health and Dental Center (RVH&DC)".

SECTION 2. Purpose. The Corporation is organized for exclusively religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Corporation will provide primary medical and dental care to all those who need it.

**ARTICLE II
OFFICES**

The principal office of the Corporation in the State of Pennsylvania shall be located in the County of Lycoming. The Corporation may have such other offices, either within or without the State of Pennsylvania, as the Board of Directors may designate or as the business of the Corporation may require.

**ARTICLE III
MEMBERSHIP**

The Corporation shall have no members. The term "member" as used in these Bylaws shall refer solely to members of the Board of Directors.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors

SECTION 2. Powers. The Board of Director's powers and responsibilities include the following:

- a. Specific responsibility for the oversight of the Health Center Program project and for assuring that the center is operated in compliance with applicable Federal, State, and local laws and regulations;
- b. Approving the selection, evaluation, and if necessary, the dismissal or termination of the Project Director/Chief Executive Officer of the Corporation;
- c. Establishing or adopting policies for the conduct of the Health Center Program and for updating these policies as needed to include:

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- i. Developing, adopting, and periodically updating the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources by periodically reviewing the Corporation's financial status and long-range financial planning;
- ii. Developing, adopting, and periodically updating the Corporation's sliding fee discount program, including a policy for eligibility for services and criteria for a schedule of discounts off charges for services;
- iii. Developing, adopting, and periodically updating the Corporation's personnel policies for the health center, including those addressing selection and dismissal procedures, salary and benefit scales, employee grievance procedures and equal opportunity practices;
- iv. Adopting health care policies including quality-of-care audit procedures including:
 - a) Scope and availability of services be provided with the Health Center Program project;
 - b) Service site location(s); and
 - c) Hours of operation of service sites.
- v. Developing, adopting, and periodically updating the Corporation's billing and collections policies;
- vi. Developing, adopting, and periodically updating the Corporation's quality improvement/assurance policies;
- d. Reviewing and approving the annual Health Center project budget;
- e. Directing the development of an overall plan for the Health Center Program project to include long-range planning, including the identification of health center priorities and the adoption of a three-year strategic plan for financial management and capital expenditures;
- f. Participating in grant activities including providing input to grant applications and providing approval of all federal grant applications prior to submission;
- g. Evaluating itself periodically for efficiency, effectiveness, and compliance with all requirements applicable community health centers, including but not limited to section 330 of the Public Health Service Act, its implementing regulations, and the Health Resources and Services Administration Health Center Program Compliance Manual, and otherwise assuring that the Corporation's activities are conducted in compliance with the applicable federal, state, and local laws;
- h. Evaluating the Corporation's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and developing a process for hearing and resolving patient grievances; and
- i. Accepting the annual audit report, reviewing the results of the Corporation's annual audit, and ensuring appropriate follow-up actions are taken; the Board has the right, but not the obligation, to call for an audit of the Corporation's operations at any time.

SECTION 3. Individual Power. No individual Board member shall act for the governing Board except as may be specifically authorized by the Board. Board members shall refrain from giving personal advice or directives to any staff personnel of the Corporation.

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SECTION 4. Authorities. The Board shall maintain all board-assigned authorities and responsibilities required by law or regulation, and no other individual, entity, or committee (including, but not limited to, an Executive/Finance Committee authorized by the Board) shall reserve approval authority or have veto power over the Board with regard to the Board's authorities and responsibilities, including the amendment of the Corporation's corporate documents.

SECTION 5. Size and Terms. The number of directors of the Corporation shall be no more than eighteen (18) members and no less than ten (10) members. The initial slate of Directors, including Officers, shall serve staggered terms, i.e., one-third shall serve for three (3) years, one-third shall serve for two (2) years, and one-third shall serve for one (1) year. Thereafter, the Directors shall assume their duties immediately after the meetings at which they are elected and shall serve for three (3) years or until their successors are elected. No Director shall serve for more than two (2) consecutive full terms. A Director may be re-elected to serve as a Director after one (1) year of absence.

SECTION 6. Composition. A majority of the Board members, at least 51% must be individuals who are served by the Corporation and who, as a group, represent the individuals being served in terms of demographic factors, such as race, ethnicity, and gender. These "consumer members" must have received a service in the past twenty-four (24) months that generated a visit, where both the service and the site where the service was received were within the Corporation's health center scope of project. A legal guardian of a consumer who is a dependent child or adult, or legal sponsor of an immigrant consumer, may be considered a consumer for purposes of Board representation.

The remaining Board members of the Board must live or work in or have a demonstratable connection to the Corporations service area. These "non-consumer" members must be representative of the community being served by the Corporation and must be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, or other commercial and industrial concerns, or social service agencies within the community.

No more than one-half of the non-consumer members of the Board may be individuals who derive more than ten (10%) of their annual income from the health care industry.

No member of the Board may be an employee of the Corporation, except the Chief Executive Officer, or a spouse, child, parent, or sibling by blood, marriage, or adoption of such an employee.

No entity, committee, or individual (other than the Board) shall have authority to select either the Board Chairperson or the majority of Directors, including a majority of the non-consumer members.

SECTION 7. Board Elections. The Board of Directors shall conduct regular monthly meetings at which a quorum is present when the meeting is called to order for the transacting of business. The place, time, and location shall be provided in advance by the Board of Directors with notice

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as described in Section 13 of Article IV. A regular annual meeting of the Board of Directors shall be held each year in the same quarter, and ideally, month, the day of which shall be called by the Chairperson. The Board of Directors may provide the time and place for the holding of additional regular meetings with notice as described Section 123 of this Article IV.

SECTION 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meetings of the Board of Directors called by them.

SECTION 10. Telephonic or Electronic Meeting. Any one or more Directors of the Board or any committee thereof who is not physically present may participate in a meeting of such Board or committee by means of a conference telephone call or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in all matters before the Board, including without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Board or committee. Such participation shall constitute presence in person at the meeting for purposes of determining a quorum.

SECTION 11. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the action or resolution agreed upon is sent in advance via electronic means or otherwise to all Directors then in office, provided that all Directors then in office unanimously consent in writing to such an action or resolution. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting thereof.

SECTION 12. Executive Session. The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of the annual audit. The Chairperson may invite the Chief Executive Officer and such other persons as he/she deems appropriate to attend the executive session. However, members of the public and any other staff members shall be excluded from executive session except when invited to give testimony or advance, after which they will be excused.

SECTION 13. Notice. Notice of any Board of Director meeting shall be given at least five (5) days previous thereto by written notice delivered personally, mailed to each Director at his or her business or personal address, or by electronic mail. Any Directors may waive notice of any meeting as set forth in Article XI. Additional meeting materials requiring action by the Board will also be distributed by secure electronic mail or hard mail at least five (5) days prior to the meeting date. The same said documents requiring action by the Board will also be uploaded to the secure Board Portal at least five (5) days prior to the meeting date.

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SECTION 14. Quorum. The minimum number of Board of Directors members required to be present at a meeting before it can validly proceed to transact business is hereby established at 50% of the number of Directors currently serving on the Board to include, for the purposes of constituting quorum, the Chief Executive Officer. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage or otherwise have joint financial interests, such as business partnerships, etc. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once quorum has been established, the Board may transact business pursuant to the Agenda, regardless of any subsequent change in the number of members present at the meeting, but a formal vote may be taken only if at least five (5) members remain in attendance.

SECTION 15. Manner of Acting. 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.

SECTION 16. Committees. The Board of Directors shall establish the following standing committees: Executive/Finance, Personnel and Nominating, Public Relations, Marketing, and Fundraising, and Quality Assurance/Quality Improvement. All Board members are encouraged to serve on at least one committee, with consumer and non-consumer representation on all committees whenever possible. Additional ad hoc committees will be formed and disbanded as the Board of Directors determines is necessary. All committees must be created and disbanded through formal Board action.

a. Executive/Finance Committee. The Board of Directors may appoint from among its members an Executive/Finance Committee, which shall be subject to the control and direction of the Board. The Executive/Finance Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other members of the Board of Directors as may be deemed necessary. The Executive/Finance Committee may act for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting. A majority of the Executive/Finance Committee shall decide if such business requires a special meeting of the board of Directors or if such business may be placed on the agenda of the next regularly scheduled meeting. A summary of the business conducted at any meeting of the Executive/Finance Committee shall be reported to the full Board at the next regularly scheduled Board of Directors meeting, and the full Board shall vote on such matter. No other committee may reserve or otherwise exercise the Board's authorities set forth in Article IV, Section 1. The Executive/Finance Committee shall be responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance. The Executive/Finance Committee will assist the auditors in any audit or review of the records of the Corporation.

b. Personnel and Nominating Committee. The Board of Directors may appoint a Personnel and Nominating Committee composed of such members of the Board of Directors as deemed necessary. The Personnel and Nominating Committee shall be responsible for reviewing, and, if necessary, making recommendations regarding the

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personnel policies of the Corporation, including employment practices, employee benefits, and personnel relations. The Personnel and Nominating Committee shall comprise the search committee responsible for recommending candidates for the positions of Directors and Officers of the Board.

c. Quality Assurance/Quality Improvement Committee. The Board of Directors may appoint such members of the Board as may be deemed necessary. In addition to Directors, the Committee shall include appropriate staff. The Quality Assurance/Quality Improvement Committee shall be responsible for monitoring and making recommendations for the implementation and improvement of the Quality Assurance/Quality Improvement program of the Corporation.

d. Public Relations, Marketing, and Fundraising Committee. The Board of Directors may appoint a Public Relations, Marketing, and Fundraising Committee composed of such members of the Board of Directors as deemed necessary. This Committee shall work with the Corporation staff to actively build relationships and explore fundraising opportunities; assist in the development of and review all public relations plans; assess and assist with the implementation of fundraising events and assist in the creation and utilization of all public communication materials.

SECTION 17. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Directors.

SECTION 18. Compensation. No Director, with the exception of the Chief Executive Officer, shall by the reason of his/her office be entitled to receive any salary or compensation. Directors and Officers are expected to serve voluntarily, nor may a Director be compensated for serving as an Officer. In accordance with 42 C.F.R §51c.107(b), the Corporation may use Federal award funds to reimburse Directors for the following limited purposes: 1) reasonable expenses actually incurred by reason of their participation in Board activities (e.g., transportation to Board meetings, childcare during Board meetings); or 2) wages lost by reason of participation in the activities of such Board members if the Director is from a family with income as prescribed in the regulation.

SECTION 19. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Director who voted in favor of such action.

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SECTION 20. Removal of a Director or Officer. A Director or Officer of the Corporation may be removed by a majority vote of the Board of Directors whenever, in its judgement, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or Director shall not be of itself create contract rights, and such appointment shall be terminable at will. The grounds for such removal shall include, but are not limited to:

- Consistent failure to discharge the duties of the office to include excessive absences and/or
- Financial irregularities with regard to the Corporation business.

Section 21. Resignation. Any Director may resign by delivering written notice of resignation to either the Chairperson or the Chief Executive Officer. Such resignation shall be effective upon receipt unless otherwise provided by terms thereof.

**ARTICLE V
OFFICERS**

SECTION 1. Number. The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom must be Directors. The Officers shall be elected by the Board of Directors. These Officers shall constitute the Executive/Finance Committee.

SECTION 2. Elections and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors prior to the first meeting of the Board of Directors. If the election of Offices shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. No third-party may make appointments to the Board.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by majority vote of the Board of Directors at the next regularly scheduled meeting or special meeting. Any vacancy in an office shall be filled for the unexpired portion of the term of the officer being replaced.

SECTION 5. Chairperson. The Chairperson of the governing Board of Directors shall: (i) preside at all meetings of the Board of Directors and all meetings of the Executive/Finance Committee at which he/she is present; (ii) appoint Committee chairpersons; (iii) represent the Board of Directors at public functions; and (iv) perform such other duties as may be required of him/her by the governing Board of Directors. The Chairperson may elect to be an ex-officio member of all standing and special committees of the Board of Directors. The Chairperson, or another Officer designated by the Chairperson, may sign any document or instrument requiring the signature of an Officer of the Corporation that is necessary and incident to the purposes of the

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Corporation, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another Officer or Agent of the Corporation or as otherwise required by law.

SECTION 6. Vice Chairperson. The Vice Chairperson shall preside over meetings of Board of Directors and Executive/Finance Committee meetings when the Chairperson is unavailable to preside.

SECTION 7. Secretary. The Secretary shall cause to be kept the minutes of all meetings of the Board of Directors and shall certify and attest to all signatures on corporate documents when required. The Secretary shall have such other powers, and shall perform other duties, as may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (i) review and report to the Board of Directors the financial statements of the Corporation; (ii) be signatory on checks and other financial transactions of the Corporation; (iii) be signatory on legal, regulatory, tax, or other documents as appropriate; and (iv) in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

SECTION 9. Chief Executive Officer. The Chief Executive Officer shall have responsibility for the general care, supervision, and direction of the Corporation's affairs in furtherance of the policies and programs established by the Board of Directors. The Chief Executive Officer may negotiate and execute contracts for the Corporation; and shall report such action promptly to the Board of Directors, except that the Board of Directors may designate specific proposed contracts, or a threshold contract price above which the contract is, to be signed by one or more Officers, or to be submitted to the Board of Directors for approval prior to execution. The Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors and Officer of the Corporation. The Chief Executive Officer or his/her designee shall attend all meetings of the Board of Directors unless the Board requests the Chief Executive Officer's absence during evaluation of the Chief Executive Officer's performance.

**ARTICLE VI
INDEMNITY**

The Corporation shall indemnify its Directors, Officers, and employees as follows: (a) Every Director, Officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her being or having been a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of the Corporation, partnership, joint venture, trust, or enterprise, or any settlement thereof, whether or not he or she is a Director, Officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the Director,

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Officer, or employee is adjudged guilty of a willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of the corporation, partnership, joint venture, trust, or enterprise, the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

**ARTICLE VII
CONFLICTS OF INTEREST**

SECTION 1. Purpose. The Corporation shall maintain a policy that establishes procedures for disclosing and managing conflicts of interest or the appearance of conflicts of interest by Corporation's employees, Directors, Officers, and Agents. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an employee, Director, Officer, or Agent of the Corporation or might result in a possible excess benefit transaction. The Corporation's conflict of interest policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Records of the Proceedings. The minutes of the governing Board 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 actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing Board's or committee's decision as to whether a conflict of interest in fact exists. (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. The minutes of the governing Board and all committees shall be retained at the corporate office.

SECTION 3. Annual Statements. Each Director, Officer, and member of a committee with governing Board 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 Corporation is charitable and in order to maintain its federal tax exemption it must engage in activities which accomplish one or more of its tax-exempt purposes.

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SECTION 4. Contracting and Conflicts of Interest. No employee, Director, officer, or agent of the Corporation shall participate in the selection, award, or administration of a contract supported by Federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the employee, Director, Officer, or agent or any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, have a financial or other interest in the firm selected for an award.

SECTION 5. Gifts and Gratuities. No employee, Director, Officer, or Agent of the Corporation may solicit or accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts.

SECTION 6. Periodic Reviews. To ensure the Corporation 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 results of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit.

SECTION 7. Use of Outside Experts: The Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the governing Board of its responsibility to meet regulatory and legislated requirements.

**ARTICLE VIII
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorize any Officer or Officers, Agent, or Agents, 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. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other 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 manner as shall from time to time be determined by the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed 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.

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**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

**ARTICLE X
CORPORATE SEAL**

The Board of Directors may, at its discretion, provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".


**ARTICLE XI
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, 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. With regard to a meeting, the attendance of a Director at a 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.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted, when necessary, by a two-thirds (2/3) majority of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider bylaw revisions, including proposed changes with explanations, must be given in accordance with Article IV, Section 11 herein.

These above revised Bylaws were approved by the Board of Directors of the Corporation on the 22nd of March 2022.



Christopher Ebner, Board Secretary