



EAGLE CAP SHOOTERS

P.O. Box 499

Joseph, OR 97846

www.eaglecapshooters.com

AMENDED AND RESTATED BYLAWS

OF

EAGLE CAP SHOOTERS

Adopted as amended: December 20, 2022

RESTATED BYLAWS OF EAGLE CAP SHOOTERS

ARTICLE I PURPOSE

1. Purpose. This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The corporation's permitted purposes shall be (1) operate and maintain the Eagle Cap shooting range and associated facilities in Wallowa County, Oregon; to promote shooting sports and hunter safety education; to facilitate firearms instruction, training, and educational opportunities; to host community and private events to foster community support for firearms-related activities, and to conduct related educational programs that will educate people about responsible, proper, legal and safe ownership, storage, transport and use of guns, and (2) such other purposes as may be authorized by the Board of Directors from time to time.

ARTICLE II. MEMBERS

1. Qualifications. The corporation shall be a membership organization. Any lawful resident of the United States may become a member of the corporation, as may corporations and other organizations recognized as juridical entities by the State of Oregon.
2. Classifications of Membership. Memberships shall be divided into two general categories, with the sub-categories set forth below. The Board may abolish or create such sub-categories as it may deem appropriate from time to time by majority vote of the Board members then in office.
 - a. Annual Membership.
 - i. Individual
 - ii. Family
 - iii. Youth
 - b. Special Membership
 - i. Founding
 - ii. Honorary
 - iii. Endowment
 1. Life
 2. Fixed Term
 - iv. Associate
 - v. Corporate
 - vi. Law Enforcement
3. Rights and Responsibilities of Members.

- a. Adult Members. Adult Members in good standing holding Annual Membership or Endowment Membership status shall have the power to elect and to remove the members of the Board of Directors of the corporation, to vote on any amendments to the Bylaws or Articles which would alter the qualification, selection, removal, obligations, rights, or powers of the Members, to vote on any other matters properly put before them by the Board of Directors, and to serve on committees established from time to time by the Board. Members holding any other membership status shall occupy non-voting status, unless otherwise approved by the Board and ratified by the affirmative vote of the majority of the Members entitled to vote and in good standing voting at the meeting at which the matter in question is properly submitted for a vote.
 - b. Annual Members and Endowment Members. Annual Members and Endowment Members in good standing shall have the privilege of using the facilities of the corporation in accordance with the rules and regulations established from time to time by the Board.
 - c. Conduct of Members. It shall be the duty of all Members when using the corporation's facilities or when otherwise participating in activities pertaining to or sponsored by the corporation to observe the rules of the corporation, to obey all applicable laws, ordinances, and regulations, conduct themselves in a sportsmanlike manner, to assist the corporation's officers and designees (including range safety officers, if present) in maintaining proper order, discipline, safe conduct and fair play, and to promptly report to the officers any violations of law, infractions of the corporation's rules, or unsafe actions by Members or visitors which may result in danger to persons or property, or to the corporation.
4. Records of Members. The corporation's secretary shall maintain or cause to be maintained a current, formal, alphabetical record of the names, addresses, dues payments and status of members, and such other information as the Board may require from time to time.
 5. Dues. Payment of dues and fees established and set from time to time by the Board are required for membership. The Board shall by resolution set, and may by resolution alter, the amount of membership dues for Members, and may waive or reduce dues of, or may extend full or partial sponsorship for, low-income Members or for Members who make some other form of contribution to the Corporation. If an Annual Member fails to pay dues on or before April 30, the membership status of that Member shall lapse, and the Member shall have no further membership rights until re-instated. Suspension or Termination. Members who fail to comply with the applicable portions of these Bylaws or the range rules established by the corporation from time to time, who use firearms or other permitted equipment at the corporation's facilities in an unsafe manner, who utilize the corporation's facilities for activities other than those permitted by the corporation's rules in effect at the time, or who are responsible for actions resulting in the death or physical injury to any person or damage to the corporation's equipment or facilities, or to adjacent properties, may be subject to disciplinary action by the corporation, including without limitation the suspension or termination of membership privileges. Any Member against whom such disciplinary action is taken shall have the right to be notified of the alleged violation, the nature of the disciplinary action being considered, and of the time and place of a meeting of the Board or of a committee designated by the Board to oversee the proposed

disciplinary matter and shall have the right to answer questions and to present information and evidence pertaining to the proposed disciplinary action. Notwithstanding the foregoing, in the case of activities presenting an imminent threat of death, injury, or property damage (including without limitation unsafe firearm practices) at the corporation's facilities, the Member who is alleged to be responsible for the situation may be removed from the corporation's facilities and prevented from further use of the corporation's facilities until the meeting at which disciplinary action is to be considered, which meeting shall be no later than thirty (30) days from the date of the alleged violation.

6. Duration of Membership. Membership shall be as long as the applicable dues are paid or waived, any other requirements are met, and the member has not resigned, been removed or suspended. Membership in this corporation is not transferable.
7. Resignation of Members. Any member may resign at any time by sending or delivering a written resignation to the Secretary of the corporation.
8. Meetings of Membership.
 - a. Quorum for Membership Meetings. A quorum will consist of the number of members present at the meeting in question.
 - b. Decision-Making by Members. The affirmative vote of at least a majority of the members present at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the members, unless a greater proportion is required by law, the Articles or Bylaws. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.
 - c. Proxy Voting. Proxy voting will not be allowed.
 - d. Annual Membership Meeting.
 - i. There must be an annual meeting of the members which will be held to elect members to the Board of Directors. It will be held during the first quarter of the calendar year at a time and location determined by resolution of the members or by the Board of Directors, if the Members do not do so, unless the meeting is set for a different period of the year.
 - ii. Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.
 - iii. At the annual meeting members will hear and consider reports from the Board of Directors, officers, and staff (if any) concerning the activities, management and budget of the corporation. Members will then elect persons nominated to fill any vacancies on the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. The failure to hold an annual meeting does not affect the validity of any corporate action.

- e. Other Membership Meetings.
 - i. Regular Meetings. The corporation may hold a series of regular meetings of the members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail or by e-mail at least three to seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.
 - ii. Special Meetings. Special Meetings of the members may be called by the President, by the Board of Directors or by the written request of at least ten (10) members. Notice for a special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.
- f. Notice of Meetings. Notice of a meeting of the members must contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.
- g. Waiver of Notice. Any member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.
- h. Meeting by Telecommunication. Any regular or special meeting of the members may be held by telephone, telecommunications or electronic means, as long as all participating members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating member, and each participating member is able to immediately send messages to all other participating members. All participating members shall be informed that a meeting is taking place at which official business may be transacted.

ARTICLE III BOARD OF DIRECTORS

1. Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, supervise its staff (if any), authorize its expenditures, oversee its financial affairs, conduct and oversee meetings of the members, and oversee the proper management and use of the corporation's assets and property.
2. Qualifications of Directors and Composition of the Board. Members of the Board of Directors must be Members in good standing of the corporation.

3. Number of Directors. The Board of Directors must consist of no fewer than five and no more than eleven members. The specific number of directors within this range will be set and may be changed by resolutions passed by the members. The members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.
4. Terms of Directors. Directors will serve two-year terms. Each year at the annual meeting, one-half of the authorized number of directors shall be elected to serve on the Board of Directors, with the effect of staggered terms for the elected directors. Each director shall hold office for a period of two years or until his/her term successor is elected, designated, or appointed, and qualified. The Secretary of the corporation shall assign each director position a numbered position. Each director position assigned an even number will be elected on an even year and each director position with an uneven number will be elected on the uneven years.
5. Election and Vacancies.
 - a. Directors shall be elected by majority vote of members present at an annual meeting of the members held, in whole or in part, for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, or by the members.
 - b. Each member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election.
 - c. The members or the remaining directors may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of that director's position, at which time he/she must be elected by the members in order to remain a director.
6. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary.
7. Removal of Directors. Directors may be removed by resolution of the members. Proper notice must be given in advance of the meeting at which the issue will be addressed, as required for an annual membership meeting, or for a regular meeting of the members, or as required for a special meeting of the members, whichever is appropriate, stating that the removal of a director is to be considered.
8. Quorum and Action. A quorum at a board meeting shall be a majority of the number of directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

For unbudgeted expenditures under \$2,000, the Board or its designee may approve an unbudgeted expense, and that expenditure must be reported at the next regular Board meeting and approved.

Provided, however, that before approving any decision that will require or authorize the expenditure of an amount greater than \$2,000, the Board must first hold a vote of the members in attendance at a regular or special meeting to determine whether the members are in favor of that expenditure. If the Board then decides to approve an expenditure that the members were not in favor of the Board must first send a written explanation of the reason for their decision to all of the members before finalizing its authorization of the expenditure.

9. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.
10. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the President or by any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Wallowa County, Oregon, as the place for holding any special meetings of the Board of Directors called by them. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each director personally or by telephone, by mail, or by email not less than three days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the director at the address shown in the corporate records, is effective when mailed.
11. Section 15. Decisions by Email. Voting by email may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records.

The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

12. Meeting by Computer or Telecommunication. Any regular or special meetings of the Board of Directors may be held by computer, telephone, telecommunications or electronic means, as long as all participating directors can hear or read each other's communications during the meeting. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.
13. Executive Session. The Board may meet in executive session by vote of a quorum of the Board of Directors during any duly called meeting of the Board to discuss or address matters that are of a confidential or sensitive nature.

14. Decision-Making and Voting. The affirmative vote of at least a majority of the Directors participating in any properly called meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote.
15. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.
16. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting, if so required by law or these Bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director. After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.
17. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.
18. Authority of Directors. No Director may speak or act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE IV. COMMITTEES

1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work. The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.
2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs, or make other decisions for the corporation. Such committees must be established by the affirmative vote of a majority of all directors voting at the meeting at which establishment of the committee(s) in question are proposed to be established. Board committees must consist of

two or more directors and must not have any members who are not members of the Board of Directors.

3. Non-Board Committees. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.
4. Committee Members. The Board will appoint the members of every Board committee. The President or the Board or the Chair of Non-Board committees may appoint the members of non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee. One member of each committee must be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee, subject to later confirmation by the Board.
5. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these Bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.
6. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the Bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE V. OFFICERS AND STAFF

1. Officers. The officers of the corporation shall be the President, the secretary, and such other standing or temporary officers as the Board may establish from time to time. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Officers must be members and must serve simultaneously as members of the Board of Directors. Officers who are not members of the Board have no right to vote on Board decisions.
2. Election and Term of Office. The members shall elect the officers. Each officer will hold office for two years or until her/his successor has been properly elected and has taken office, unless otherwise specified by the board of Directors or unless she or he resigns or is removed.

3. Removal. Any officer may be removed by the majority vote of the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.
4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.
5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.
6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president, if any, will perform the duties of the president. The vice-president when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created, and duties clarified, through the amendment of this section of these Bylaws.
7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all these tasks but remains responsible for their proper completion.
8. Treasurer. The Treasurer, if any, will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all these tasks but remains responsible for their proper completion.
9. Chair. The Board may elect a chair for the Board of Directors and determine his or her duties.

ARTICLE VI. MISCELLANEOUS PROVISIONS

1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these Bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.
2. Conflict of Interest. A conflict of interest is present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures:
 - a. Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose its nature on the record, and c) abstain from voting on that matter. The minutes must record this to show that it was done.
 - b. The remaining members of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes.
 - c. All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than a majority of disinterested directors vote to approve the transaction.
 - d. All Directors and officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.
3. Tax Year. The tax year of the corporation is the calendar year.
4. No Discrimination. The corporation does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.
5. Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a *full* formal audit as necessary.

6. Indemnity. The corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal indemnification--substantively, procedurally, and otherwise. No amendment to these Bylaws restricting or eliminating any part of this indemnity shall be effective retroactively.

7. Special Provisions Regarding the Real Property Located at 69105 Ant Flat Road, Enterprise, Oregon: Where as; the Eagle Cap Shooters Association has paid for 160 acres of land located at 69105 Ant Flat Rd, Enterprise, Oregon (Exhibit A), the current Board of Directors wishes to protect that asset by making it difficult but not impossible for future Boards to sell or mortgage said land and improvements. Therefore; the motion for the sale or mortgage of said property shall be presented to the Board at a regular scheduled monthly meeting and not voted on until the next regular scheduled monthly meeting. The motion shall pass by an 80% majority of the entire Board. If said motion is passed by the Board, the ballot is to be mailed to all paid members of the Association as listed for the previous twelve (12) months. The ballot shall be mailed to the Attorney of Record, and he/she is to be provided the membership list. The completed ballots will be mailed or returned to the Attorney of Record. At the end of sixty (60) days from the mailing, there will be three (3) Board of Directors and three (3) current paid members meet at the attorney's office and all seven will open and count the ballots received at that time. 75% of all members must vote in favor to mortgage or sell the property. If said vote is in favor of selling or mortgaging the property then the County Clerk is to be notified by notarized signatures of all the current members of the Board of Directors, the three members, and the attorney who counted the votes that all conditions of the Deed Restriction have been met. This deed restriction can only be removed by the above procedures.

ARTICLE VII AMENDMENTS

1. Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make; alter, amend, or repeal the Articles of Incorporation or the Bylaws. However, approval by two thirds of those Members present at a meeting is also required for any amendment that alters the powers, rights, or obligations of the Members, or that alters the process for the selection or removal of Members or directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

APPROVED AND DATED: This 20th day of December 2022.