

Abilene Farmer's Market Bylaws

ARTICLE I LOCATION

Section 1. Name: The name of the corporation is **Abilene Farmer's Market, Inc.**

Section 2. Address of Principal Office: The address of the registered office of the corporation is 945 HWY 4 in the City of Hope, County of Dickinson, Kansas 67451. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such resident office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State.

Section 3. Other Offices: Branch or subordinate offices may at any time be established by resolution of the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II PURPOSES AND ACTIVITIES

Section 1. General Purpose and Mission: The purpose or mission of the corporation is: The purpose of Abilene Farmer's Market, Inc. is to improve access to locally produced food and partner with community organizations to offer education related to how to use the food items that are available.

Section 2. Community To Be Served: Residents of Dickinson and the surrounding counties.

Section 3. Activities: The following specific categories of activities will serve and further that general purpose:

- Promote and provide a central access point for locally grown produce and goods
- Provides space for vendors to sell a variety of consistent, reliable, variety of goods in a safe setting
- Partner with local organizations to offer educational programming around using healthy foods

Section 4. Limitations on Additional Activities: Activities and projects of this corporation are limited to those that further the specific exempt purposes for which tax exempt recognition was granted and are to be conducted by or under

the authority of this corporation operating solely and exclusively as a charitable, scientific, literary and educational organization as designated by Section 501 (c) (3) of the Internal Revenue Code.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply: (A) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). (B) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual 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).

ARTICLE III - MEMBERS

Section 1. Qualifications and Modification of Qualifications: Members of the Board of Directors will be the only voting members of this corporation. The Board of Directors may establish other membership qualifications for non-voting members and may change the qualifications or requirements for membership in the corporation, if and when the Board determines any such changes are necessary and in the best interests of the corporation. Any change or modification in the qualifications for membership in the corporation must be approved and adopted in the form of a revision of this provision in the Bylaws.

Section 2. Voting Rights: All members meeting the qualifications set forth in Section 1 and any other qualifications established by Kansas law or by the Board of Directors will be entitled to one vote.

ARTICLE IV BOARD OF DIRECTOR MEETINGS

Section 1. Annual Meetings: The Annual Meeting of the members shall be held on the second Monday in March, or as soon as possible thereafter, beginning with the year 2023 for the purpose of electing directors, officers and for

the transaction of such other business as may come before the meeting.

Section 2. Place and Manner of Annual Meeting: Annual Meetings shall be held in Kansas at any location within the State of Kansas designated by the Board of Directors.

Section 3. Order of Business at Annual Meetings. See Article VIII, Section 2 of these Bylaws.

Section 4. Annual Meetings: An annual meeting of the board of directors shall be held without other notice than this bylaw at the same place as the Annual Meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional or regular meetings, without further notice than such resolution. See Article VIII, Section 1 for Order of Business.

Section 5. Notice: Except in the event of an Emergency Meeting or as otherwise specified in these bylaws, notice of the purpose and time of any regular or special meeting of the board shall be given at least ten days and not more than 30 days previous thereto by written notice delivered personally, or by email, fax, or other electronic means, sent to each director as his or her name appears on the records of the corporation at his or her mailing address.

Section 6. Notice of Meetings, Contents of Notice: Unless otherwise specified in these bylaws, written or printed notice stating the place, date, and hour of the meeting, the purposes for which the meeting is being called, shall be delivered not less than ten days nor more than thirty days before the date of the meeting, either personally by mail, or other electronic means to each member's representative entitled to vote at such meeting. Notices will include information about the candidates to be elected and/or any issues to be decided.

Section 7. Waiver of Notice: Waiver of notice is required for any meeting not conducted in accordance with notice provisions of these bylaws. Each director in attendance may waive notice of any meeting in writing, including but not limited to a printed email addressed to the Secretary of the corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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.

Section 8. Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or a majority of directors. The Secretary may fix any place within the State of Kansas for holding any special meeting of the board of directors called by them. Special meetings of the board may be held by teleconference, either audio or audio-visual, or other similar communication device whether now known or invented in the future, so long as the communication device satisfies Kansas law, proper notice of the meeting has been given, a quorum, as otherwise provided in these bylaws, is present on the teleconference, a written agenda is provided at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and

other procedures for considering matters before the board and the methods of taking decisions by the board are the same as if the board was meeting face to face.

Section 9. Emergency Meetings: Emergency meetings of the Executive Committee of the Board of Directors may be called by or at the request of the president or a majority of directors if immediate action is required in order to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The Secretary may fix any place within or outside of the State of Kansas for holding any emergency meeting and will provide notice to all members of the board of directors. Emergency meetings of the Board's Executive Committee may be held by teleconference, either audio or audio-visual or other similar communication device whether now known or invented in the future so long as a majority of the members of the Executive Committee are present and can communicate with each other. Action taken by the Executive Committee or other Board members as a result of an emergency meeting must be ratified by the full Board of Directors at or before the next regularly scheduled meeting of the Board.

Section 10. Quorum: At any meeting a quorum shall consist of at least 51% of the voting members. If less than a quorum is present at a meeting, a majority of the members present may discuss matters and make recommendations to the board as a whole, or adjourn the meeting without further notice. In no way can less than a quorum elect directors or count absentee ballots. Elections of directors and must be conducted in accordance with the terms of Article V Section 4 (Election of Directors). At any meeting of members, every member shall be entitled to one vote to be cast by the authorized representative.

Section 11. Proxies: Proxies are allowed and will require signed permission/recognition of said proxy. Only one proxy is allowed per board member. Multiple votes by single proxy are not allowed.

ARTICLE V BOARD OF DIRECTORS

Section 1. Directors Powers and Responsibilities: Each member of the board of directors is charged with the duties of loyalty and care to the corporation and must act in the corporation's best interests to preserve and further the corporation's exempt purposes. The business and affairs of the corporation shall be managed by the board of directors or by its authorized staff persons. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and any other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

Section 2. Number, Tenure and Qualifications: The number of

directors shall be no fewer than Three (3) and no more than Seven (7) until changed by amendment of this bylaw. The terms shall be staggered, and in order to achieve staggered terms the terms of members of the first board of directors may be less than three years. Directors may serve two consecutive terms. After a year off of the board, a director is eligible for reelection to the board. Directors are required to be vendors of the Abilene Farmer's Market to be eligible to serve on the board, up to one board position may be held by a non-vendor.

Section 3. Selection of Nominees for Board Candidacy: The Board Members are charged with the responsibility to nominate and present candidates for election to the Board of Directors within the requirements and qualifications described in Section 2 above. Anyone who is a vendor may nominate someone, or nominate themselves, to be a board member. This nomination process may occur by informing any current board member. Need language for acceptance of nomination process.

Section 4. Election of Directors: Directors are to be elected by a vote of a majority of the voting members at the Annual Meeting. The vote(s) may be cast by written ballots at the Annual Meeting or submitted prior to the Annual Meeting by procedures determined by the Board of Directors prior to the Annual Meeting. Vendors are allowed to vote and must be present at the annual meeting to vote.

Section 5. Vacancies: Any vacancy occurring in the board of directors may be filled by majority vote of those voting members present at the next General Membership Meeting. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. In the event of any vacancy on the Board which reduces the number of Board Members to less than the minimum number set by these bylaws (Article V, Section 2), the vacancy(ies) must be filled by appointment made by the President with the advice and approval of the Board within thirty days following the day on which the vacancy occurred. If the Board is unable to agree to or approve the appointment(s) necessary to achieve the minimum number of board members within thirty days, the President shall appoint one or more new directors as necessary to fill the Board's membership to the required minimum of three (3) directors. Each such board member (whether appointed by the President with Board approval or by the President alone in the absence of Board action) shall serve until the next annual meeting and election of new board members. Appointed board members are eligible for election to the board and can serve two (2) consecutive terms

Section 6. Compensation: Directors shall be precluded from receiving compensation for their services as board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover expenses of attendance to meetings. When the board of directors deems that the financial status of the corporation permits, directors may be compensated for mileage and actual, necessary costs incurred by a director or directors due to attendance at regularly scheduled meetings or special meetings of the board.

Section 7. Director's Automatic Removal from Office Due to Dispute

or Loss of Affiliation with Organizational Member (Only applicable when organizations are members and individuals represent organizations): In the event that a director ceases to be a vendor of the Abilene Farmer's market and there is already a non-vendor representative on the board, that director is no longer qualified to serve on the Board of Directors and is automatically removed from office.

Section 8. Director's Removal from Office For Other Cause: A director may be removed from the board, for cause bearing on the director's ability to fulfill his/her duties to the organization and act in the best interests of this corporation, by the vote of not less than 2/3rds of the voting members present at a meeting of the members, and after such vote is affirmed by a vote of 2/3rds of the remaining directors at any regular or special meeting of the board of directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director and member represented by the director, were informed in writing of the charges presented against the director at least 10 days before such meeting. (See Grievance Procedures, Section 16 of this Article.) The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director may be filled by majority vote of the board of directors, which may be taken at the same meeting at which such removal took place. Removal of a director from the board will serve as removal as an officer, employee or other agent of the corporation, but will not affect membership of the organization that designated the removed director as its representative. In the event that a member's authorized representative is removed from position as a director, the member will appoint a new representative.

Section 9. Director's Absence from Meetings: Any director who is absent from any board meeting without excuse satisfactory to the board shall be deemed to have surrendered the office of director.

Section 10. Grievance Procedures: Grievance(s) against a director or directors may be filed by any voting member or director. Grievances must be filed in writing with the Executive Committee. The director or directors involved shall be notified in writing and required to respond to the Executive Committee within ten (10) days. The Executive Committee shall conduct a review and make a recommendation to the general membership. Any action must be approved by the general membership unless waived by the director or directors involved.

ARTICLE VI OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

Section 2. Election and Term of Office: Officers will be elected by the

voting members for a two (2) year term at the Annual Meeting. Newly elected officers will take office at the following regular or special meeting of the Board. Terms of office are limited to one year.

Section 3. Removal of Officers of the Board: Any officer of the board, or agent elected or appointed by the board may be removed by the board for cause by a 2/3 vote of the remaining directors at any regular or special meeting of the board of directors. (See Grievance Procedures, Section 9 of this Article.) Any director who has been automatically removed from the board in accordance with Article V, Section 12 above will also be automatically removed as an officer without a 2/3rds vote of the remaining directors.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of those voting members present at the next General Membership Meeting for the unexpired portion of the term. Vacancies that result in the number of directors falling below the minimum number required by these bylaws must be filled in accordance with the provisions in Article V, Section 5 of these Bylaws.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the board. The President may sign, with the Secretary or any other proper officer or agent of the corporation authorized by the board, any bonds, contracts, deeds, grants, loans, mortgages, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

Section 6. Vice-President: In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall state the necessity of assuming the President's duties. When performing the duties of the President, the Vice shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned to her or him by the President or by the board.

Section 7. Secretary: The Secretary shall keep the minutes of the members and of the board meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their mailing addresses; prepare and cause to be delivered to the Secretary of State of Kansas, on forms prescribed and furnished by the Secretary of State, between the first day of January and the 15th day of June of each year, an annual report in compliance with the provisions of the statutes of the State of Kansas; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the

board.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Board of Directors may require a bond for the Treasurer for the faithful discharge of duties in such sum and with such surety or sureties as the board shall determine.

Section 9. Grievance Procedures: Grievance(s) against an officer or officers may be filed by any voting member or director. Grievances must be filed in writing with the Executive Committee. The officer or officers involved shall be notified in writing and required to respond to the Executive Committee within ten (10) days. The Executive Committee and the Governance Committee shall conduct a review and make a recommendation to the general membership. The officer or officers involved shall not participate in the review of the grievance or grievances as a member of the Executive Committee. Any action must be approved by the general membership unless waived by the officer or officers involved.

ARTICLE VII ORDER OF BUSINESS

Section 1. Order of Business at Board Meetings: The order of business at any regular or special meeting of the members or the Board shall be a) Reading and disposal of any unapproved minutes, b) Reports of officers and committees, 3) Unfinished business, d) New business, Adjournment.

Section 2. Discussion Periods: Directors of the board may declare all or a portion of any meeting a "discussion period" during which no rules apply, and during which free and open discussion of issues and other matters may occur without decisions being made. If someone makes a motion it must be seconded

Section 3. Decision Making: Items are requested for vote by motion and second by board member, followed by a discussion period and vote.

ARTICLE VIII COMMITTEES

Section 1. Committees of Directors: The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of board members; which committees, to the extent provided in said resolution, shall have and exercise the authority of the

board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon her/him by law. All committee actions must be ratified or approved by the board or a committee composed solely of board members.

Section 2. Standing Committees: The standing committees of the board of directors shall include but are not limited to an Executive Committee;

A. The Executive Committee will be composed of the Officers of the Board, specifically President, Vice-President, Treasurer and Secretary for the purpose of managing situations when immediate action is required in order to respond to government action or initiation of litigation involving the corporation or other emergency. Emergency meetings will be conducted in accordance with the procedures set forth in Article V, Section 5 of these bylaws.

Section 3. Advisory Committees: The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of members of the Corporation, non-members of the Corporation; and board members; which committees, shall not have or exercise the authority of the board in the management of the corporation. Any recommendations or findings of any such advisory committees will not be binding.

Section 4. Term of Office: Each member of a committee shall continue as such until a committee has completed its work and made a report to the board or until the next Annual meeting, whichever occurs first. Committee assignments/appointments may be renewed.

Section 5. Chairperson: One member of each committee shall be appointed chairperson by the President when the members of the committee are appointed.

Section 6. Vacancies: 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.

Section 7. Quorum: Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the committee shall constitute a quorum.

Section 8. Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: No contract or instrument in the name of and on

behalf of the corporation shall be effective until authorized by the Board of Directors by a resolution of the board. The resolution of the board may be general or confined to specific instances. Such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation unless authorized by a resolution of the board. 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, note or other evidence 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 and at a designated depository as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 4. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the board may select by resolution.

Section 5. Gifts: The board 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.

Section 6. Disposal of Assets: Upon the dissolution of this corporation, the governing body 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 as the board of directors determines or to such Kansas organization or organizations organized and operated exclusively for purposes similar to those of this corporation and recognized as tax exempt under IRC Section 501 (c) (3) or the assets shall be distributed to a Kansas 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 as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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 X BOOKS AND RECORDS

Section 1. Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All documents

required to be made available pursuant to tax regulations, state or other statutes may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time during business hours subject to reasonable prior notice or other appointed time arranged by the party requesting inspection and by the corporation's custodian of records and books.

Section 2. Form 990: The corporation must file a 990 for every year. The filing due date is the 15th days of the 5th month following the end of the corporation's fiscal year. For all years in which the corporation's annual gross revenue exceed \$50,000.00, the corporation must file Form 990; and for corporation's receiving less than \$50,000.00 in gross annual revenue, the corporation must file 990n which can be found online at www.irs.gov. Failure to file for three consecutive years will result in revocation of tax-exempt recognition.

Section 3. Audit: As soon as the corporation's annual proceeds regularly exceed \$50,000, the board will consider and will recommend for or against obtaining the services of a competent and disinterested auditor, who shall audit the books and records and render a report in writing, submitted to the Board at the Annual Meeting. Nothing in this provision will preclude or in any way limit the authorization of an audit at any time regardless of the amount of the corporation's annual proceeds.

ARTICLE XI FISCAL YEAR

The first fiscal year of the corporation shall begin on October 20, 2022, the date of incorporation and end on December 31st of the same year. Subsequent fiscal years of the corporation shall begin on January 1st and end on December 31st of each year

ARTICLE XII REPEAL OR AMENDMENT

These Bylaws may be altered, amended or repealed in whole or in part by a vote of a majority of the directors then in office at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the corporation so as to allow its purposes to be broadened **beyond those stated in the governing documents on file with the IRS**, nor to otherwise impair its right and powers under the laws of the State of Kansas, other regulations of the Internal Revenue Service, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members. Pursuant to Kansas law, notice of any amendment to be offered at any meeting shall be given not less than 10 nor more than 60 days before such meeting and shall set forth such amendment(s). Notice of any change in these bylaws must be provided to the IRS upon the Board's approval of the changes.

ARTICLE XIII INDEMNIFICATION

This corporation may voluntarily indemnify any trustee, officer, director, employee or agent of the corporation who was or is (because of said relationship with this corporation) threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if such person is successful in whole or in part, or the proceeding against said person is settled with the approval of the court; and the court finds that the person's conduct fairly and equitably merits such indemnity. The amount of such indemnity, which must be approved by the court in the same or separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in these bylaws for giving notice of members' meetings, in such form as the court directs.

ARTICLE XIV CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policies and Procedures: This Corporation's conflict of interest Policy is attached (marked as Appendix A) and incorporated herein in its entirety. The Conflict of Interest Policy was adapted from the Sample Conflict of Interest Policy provided by the IRS's Form 1023 instructions. The Board of Directors may develop additional policies and procedures as required to enforce the adopted policy. The Board is authorized to approve any revisions necessary in order to comply with IRS requirements for tax-exempt organizations.

Section 2. Code of Ethical Conduct, Policies and Procedures: The Board of Directors may adopt a Code of Ethics, Policies and Procedures applicable to members of the Board of Directors, other volunteers or employees and/or the Corporation requiring a higher standard of behavior than described in Section 1 above. The Board of Directors may address issues of conduct permissible under applicable federal and state laws. Those issues may extend beyond conflict of interest, including but not limited to anti-harassment and anti-discrimination policies, duties of confidentiality and privacy, publicity or any other matter relevant to the Corporation's activities, employees, volunteers and property.

**ARTICLE XV
DEFINITIONS**

(Left blank intentionally)

CERTIFICATE OF APPROVAL AND ADOPTION

I, the undersigned, do hereby certify:

A. That I am the duly elected Secretary of the _____
_____ of _____, **(please
insert mailing address, name of city, name of state, and
zip code)**, a not-for-profit corporation; and

B. That the foregoing bylaws, comprising _____ () pages,
constitute the current bylaws of said corporation, as duly approved and adopted
at the meeting of the Acting Board of Directors of the _____ thereof
duly held on the _____ day of _____, 202_____.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this
_____ day of _____, 202_____.

Secretary,