

BYLAWS

TEXAS ASSOCIATION OF AIR MEDICAL SERVICES
a Texas corporation

Effective 08/15/2011



**BYLAWS
OF
TEXAS ASSOCIATION OF AIR MEDICAL SERVICES**

ARTICLE I – NAME AND LOCATION

1.01 Name. The name of the organization is Texas Association of Air Medical Services (the “Corporation”).

1.02 Office. The principal place of business of the Corporation will be as established from time to time by the Corporation’s Board of Directors. The Corporation may have such other offices as the Board of Directors may determine.

1.03 Registered Office and Agent. The Corporation shall continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with the registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas.

ARTICLE II – PURPOSE AND MISSION

2.01 Purpose.

(a) *General Purpose*. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), and to carry on other lawful business and activities which are necessary and proper for the accomplishment of such charitable and educational purposes which are incidental to the powers named in these bylaws or which enhance the goals of the Corporation.

(b) *Restrictions*. In all events and under all circumstances, the following provisions shall apply:

i. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), or participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any or in opposition to any candidate for public office.

ii. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the general purposes set forth in Section 2.01A. Nothing in these bylaws shall preclude directors or officers to also serve as employees of the Corporation.

iii. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

- (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); or
- (2) By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

2.02 Mission. In pursuit of its purposes, the mission of the Corporation will include:

(a) developing guidelines for optimally safe flight operations in the State of Texas;

(b) improving patient care in the State of Texas;

(c) promoting the proper utilization of air medical services;

(d) providing a mechanism for the exchange of information between programs to facilitate mechanical and operational education;

(e) providing one voice in the representation of programs, interests and concerns to organizations, agencies and legislators in the State of Texas on issues affecting air medical transport of the sick and injured;

(f) developing common elements of operational and dispatch guidelines for the purpose of clarity and consistency throughout the regional EMS Systems, law enforcement and health care agencies;

(g) developing an efficient air medical response to multiple casualty incidents;

(h) developing a downed aircraft response plan in the event of an accident or incident involving an air medical aircraft;

(i) developing mutual aid policies between the state's air medical programs; and

(j) investigating alternative and improved financing mechanisms.

2.03 Powers of Corporation. To accomplish the objectives and purposes of the Corporation, the Corporation shall have the following powers:

(a) To solicit, accept, and collect pledges, donations, contributions in cash or property, real, personal, and mixed.

(b) To take by will or by gift, in trust or absolutely, cash or property, subject to any terms, conditions or limitations which may be contained in the instrument by which said cash or property is acquired.

(c) To acquire by purchase, lease, contract or otherwise, any property, real, personal or mixed.

(d) To borrow money and execute notes, mortgages, and other contracts.

(e) To have and maintain one or more offices from which to conduct any or all of its operations and business.

(f) To do any or all things set forth in these bylaws as principal, agent, trustee or otherwise, along or in company with others.

(g) To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of all or any of the objectives or purposes enumerated in the Certificate of Formation; and to have and to exercise all the powers conferred by the laws of the State of Texas upon non-profit corporations, as such laws are now in effect or may at any time hereafter be enacted or amended.

ARTICLE III – BOARD OF DIRECTORS

3.01 Government. The government of the Corporation, the direction and management of its affairs, and the control of its property, shall be vested in the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as provided by statute or by the Certificate of Formation or by these Bylaws; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future internal revenue law).

Notwithstanding any other provision of the Certificate of Formation or these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, as stated above and in the Certificate of Formation.

3.02 Number; Qualification. The Board of Directors shall consist of no less than three members. The members of the Board of Directors shall be the immediate past President of the Corporation and each of the elected officers of the Corporation (President, Vice President/President Elect and Secretary/Treasurer). Each member of the Board of Directors shall serve a term of two years, such term to end on December 31 of the second calendar year after the effective date of election. Directors may serve an unlimited number of consecutive terms.

3.03 Change In Number. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three.

3.04 Meetings. The Board of Directors shall meet regularly at such time and place as the Board of Directors shall provide, but not less than annually. No notice shall be required to be given of regular meetings held in accordance with the Board of Directors' schedule for regular meetings. Such other meetings of the Board of Directors shall be called by the President of the Board of Directors after three (3) days notice of such meetings, as he or she in his or her discretion, shall deem necessary. The annual meeting of the Board of Directors shall be held upon the date and at the hour designated by the Board of Directors from time to time.

3.05 Removal. Any Board of Directors member may be removed with or without cause or if he or she has had three (3) unexcused absences (as determined by the President of the Board of Directors) from Board of Directors meetings during a twelve (12) month period by action of a majority of the remaining Directors at any meeting of the Board of Directors called for that purpose.

3.06 Actions Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting.

3.07 Quorum; Required Vote. A quorum of the Board of Directors shall be constituted by the attendance and participation of a majority of the members of the Board of Directors. The act of a majority of the members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Unless otherwise provided in the resolution of the Board of Directors designating such committee, a quorum of any other committee shall be constituted by the attendance and participation of a majority of the members of such committee, and the act of a majority of the members of the committee at a meeting at which a quorum is present shall be the act of the committee.

If a quorum is not present at a meeting of the Board of Directors, the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.08 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

3.09 Compensation. No compensation shall be paid to any member of the Board of Directors in their capacity as Director, however, nothing herein shall be construed to prohibit paying members of the Board of Directors for services rendered in their capacity as employees.

3.10 Proxy. A Director may vote or, to the maximum extent allowed by law, discharge his duties by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

3.11 Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by officers and employees of the Corporation, professional advisors or experts, or accountants or legal counsel. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

ARTICLE IV - MEMBERS

4.01 Membership Eligibility and Criteria. Membership in the Corporation shall be open to entities or individuals having an interest in the medical transportation of critically ill or injured patients, via air or ground services, subject to the provisions set forth in these Bylaws. By resolution, the Board of Directors may from time to time establish criteria for the participation of persons in the activities of the Corporation, including but not limited to eligibility, dues, formal or informal membership status, benefits associated therewith and the like.

4.02 Membership Classes. There shall be seven classes of Membership in the Corporation as follows: Regular Membership; Honorary Membership; Associate Membership; Affiliate Membership; Allied Membership; Personal Membership; and Chapter Membership. Membership classifications may be altered by amendment to these Bylaws.

(a) *Regular Membership*. Regular Membership is limited to air and critical care ground medical transport services, regardless of market segment or service configuration, that have physician directed medical controls. "Market segments" are defined as and not limited to: i) traditional hospital sponsored transport services; ii) multiple hospitals or partners sponsoring joint venture transport services; iii) consortium transport services; iv) independent provider models which may or may not be associated with a sponsoring hospital; v) transport services owned and/or operated by public agencies; vi) not for profit transport services; and vii) for profit transport services.

Regular Membership entitles an official representative of the Regular Member to attend the annual meeting, receive periodic mailings and enjoy other rights and privileges as may be extended by the Corporation. Regular Members shall have the right to vote in the election of Directors and officers and to make motions and to vote on all matters requiring a vote by the membership.

(b) *Honorary Membership*. Honorary Membership is an extraordinary class limited to individuals who have rendered notable service or who have distinguished themselves to a

significant degree through efforts directed toward the advancement or improvement of the air medical transport industry or to the Corporation. Nominations for Honorary Membership shall be presented to the President, who shall submit the nominations to the Board of Directors for approval. Nominees are awarded Honorary Membership status upon unanimous approval by the Board of Directors, and are then entitled to lifetime membership in the Corporation. The Board of Directors shall exercise the greatest discretion in granting such approval and shall not approve any nominees without insuring that substantial justification exists for the award of the honor. No more than two (2) Honorary Memberships may be awarded per year.

Honorary Membership entitles the Member to attend the Annual Business Meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Honorary Members shall have no right to elect Directors or to make motions or to vote on any matter requiring a vote by the membership.

(c) *Associate Membership.* Associate Membership in the Corporation shall be limited to any person, partnership, corporation or other business entity, which is an aviation operator of emergency medical services.

Associate Membership entitles an official representative of an Associate Member to attend the annual meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Associate Members shall have the right to vote in the election of Directors and officers and to make motions and to vote on any other matter requiring a vote by the membership, except for matters related to bylaws changes, merger or dissolution of the Corporation.

(d) *Affiliate Membership.* Affiliate Membership in the Corporation shall be limited to any person, partnership, corporation or other business entity, not eligible for Regular or Associate membership, which provides a product or service to the medical transport industry. "Products and services" include but are not limited to i) a manufacturer directly engaged in the manufacture or development of helicopters, airplanes, and/or ground ambulances, or affecting a certified product to the industry; ii) a supplier or service group providing supplies or services for helicopter, airplane or ground ambulance operators; or iii) a manufacturer of equipment integral to helicopter, airplane, or ground ambulance operations, including airframes, engines and parts.

Affiliate Membership entitles an official representative of an Affiliate Member to attend the annual meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Affiliate Members shall have the right to vote in the election of Directors and officers, but shall have no right to make motions or to vote on any other matter requiring a vote by the membership, except for setting Affiliate member dues.

(e) *Allied Membership.* Allied Membership in the Corporation shall be available to any organization, which is ineligible for any other category of membership in the Corporation and which has, as determined by the Board of Directors, interests similar to those of the Corporation and which conducts its activities in a manner consistent with the Corporation's code of ethics.

Allied Membership entitles an official representative of an Allied Member to attend the

annual meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Allied Members shall have not have the right to vote in the election of Directors or officers or to make motions or to vote on any matter requiring a vote by the membership.

(f) *Personal Membership.* Personal Members shall be individuals having an interest in the medical transport industry who are not currently employed or associated with a medical transport service; individuals having an interest in the medical transport industry who are not currently employed by or associated with a company or program that is a prospective Regular, Associate, Affiliate, Allied or Chapter Member of the Corporation; or individuals who are currently employed by or associated with a Regular, Associate, Affiliate, Allied or Chapter Member of the Corporation. Personal Membership entitles a Member to attend the annual meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Personal Members shall not have the right to vote in the election of Directors and officers or to make motions or to vote on any matter requiring a vote by the membership.

(g) *Chapter Membership.* Any formal local, state or regional group of services and individuals interested in air and surface critical care medical transport within a geographical area that has applied for Chapter status to, and been accepted by, the Corporation's Board of Directors shall be a Chapter Member of the Corporation.

Chapter Membership entitles the Member (or its official representative) to attend the annual meeting, receive periodic mailings, and enjoy other rights and privileges as may be extended by the Corporation. Chapter Members shall not have the right to vote in the election of Directors or officers or to make motions or to vote on any matter requiring a vote by the membership.

4.03 Application for Membership. (a) *Application.* Application for Membership shall be made to the Board of Directors on the form provided by the Corporation. Such application shall not be deemed received until it has been completed in all material respects and the required remittance has been paid to the Corporation. Membership shall be effective upon approval by the Corporation's Board of Directors.

(b) *Appeal.* Any Member or applicant who has had membership or the requested class of membership denied, may appeal the action to the Board of Directors at the next Board Meeting upon submission of a written request at least ten (10) days in advance. All such complainants will be given an opportunity to explain to the Board of Directors why they believe a change in the action should be granted. A vote shall then be taken among the Board of Directors present for a final decision. Any affirmative vote of two thirds of the Board of Directors present and voting shall constitute the final decision of the Corporation.

(c) *Record Date.* In order that the Corporation may determine the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance, a record date which shall not be more than seventy-five (75) days before the day of such

meeting nor less than ten (10) days before the day of such meeting, nor less than ten (10) days prior to any other action, and in this event only Members of record on the date so fixed are entitled to notice and to vote or to give consents.

4.04 Designation of Official Representative. Each organization which is a Member shall designate one person to act as its official representative and one official alternate representative for the purpose of receiving correspondence, voting (if eligible), and acting as an official contact between the Member and the Corporation. Such official representative(s) shall be designated in writing to the Board of Directors at least ten (10) days prior to any membership meeting, and shall be both (a) an officer, director or managing official of the Member, and (b) employed by the Member in the management or operation of the Member as the principal occupation of the representative. Changes in designation of the official representative(s) of a Member shall be made in writing to the Board of Directors.

4.05 Termination from Membership. Members who fail to pay dues within ninety (90) days after March 1st will be dropped from membership. Any Member who does any act which, in the judgment of the Board of Directors, is a willful violation or breach of the provisions of the Corporation's Certificate of Formation, Bylaws, policies, procedures, or code of ethics, or which may be unethical or prejudicial to the purposes of the Corporation, may be suspended or expelled from membership by a two-thirds (2/3) vote of the Board of Directors present and voting.

Membership in the Allied Member classification may be terminated by the Board of Directors at any time with or without cause.

Any terminated Member shall not be entitled to a refund of dues paid.

4.06 Resignation. Any Member may withdraw from the Corporation by giving appropriate written notice to the President. Resignation shall not relieve the Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

4.07 Reinstatement. Former Members whose membership has been terminated on account of nonpayment of dues, shall be automatically reinstated upon remittance to the Board of Directors of the appropriate dues and outstanding assessments or other charges accrued and unpaid.

4.08 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

4.09 Meetings.

(a) *Regular and Special Meetings.* Membership meetings shall be held at such a time and place as the Board of Directors may determine. There shall be four regular quarterly meetings.

(b) *Voting.* Each Regular and Associate Member shall have one vote. Voting shall be in person, by mail ballot only for election of directors, or by proxy signed by the Member or the duly authorized representative of the Member. An affirmative vote of a majority of the Members

voting on the matter shall be the act of the Members unless otherwise required by law, by the Certificate of Formation, or by these Bylaws.

(c) *Actions Without Meeting.* Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Members entitled to vote. Such consent shall have the same force and effect as a unanimous vote at a meeting.

(d) *Quorum; Required Vote.* A quorum of the Members shall be constituted by the attendance and participation of at least five (5) Members. The act of a majority of the Members at a meeting at which a quorum is present shall be the act of the Members.

If a quorum is not present at a meeting of the Members, the Members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

(e) *Procedure.* The Members shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

ARTICLE V - NOTICE AND TELEPHONE MEETINGS

5.01 Method. Whenever by statute or the Certificate of Formation or these Bylaws, notice is required to be given to a Director or a Member, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing, by mail, postage prepaid, addressed to the Director or Member at the address appearing on the books of the Corporation, (b) electronic mail, or (c) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mails.

5.02 Waiver. Whenever, by statute or the Certificate of Formation or these Bylaws, notice is required to be given to Directors or Members, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director or Member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.03 Telephone Meetings. Subject to the requirements of the Texas Business Organizations Code, as amended, or these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee or Advisory Board designated by the Board of Directors, or Members of the Corporation may participate in and hold a meeting of the Board of Directors or committee or Advisory Board or the Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 4.03 shall constitute present in person at such meeting, except where a person participates in the meeting for the

express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI - OFFICERS

6.01 Executive Officers. The elected officers of the Corporation shall consist of a President, Vice President (also called "President Elect"), Secretary/Treasurer, and Immediate Past President.

6.02 Election of Officers. A proposed slate of officers shall be developed by a Temporary Nominating Committee in accordance with the charge of that Committee. The proposed slate of officers for election shall be distributed to the voting Members at least thirty days prior to the date of the meeting at which election of officers is to be held. A secret ballot shall be obtained from the Regular and Associate members present. The winning candidates will be determined by the highest number of votes. In case of a tie, another secret vote will take place between the candidates receiving the highest number of votes. If a tie vote then ensues, the President's vote will be used to break the tie vote.

6.03 Eligibility. Officers must be representatives of Regular or Associate Members. Elected officers of the Corporation must attend at least 75% of all scheduled meetings and Board meetings to remain as an officer in good standing. Failure to comply will result in the action of notifying the membership and declaration of a vacancy for the position to be assumed in accordance with section 6.06 of this Article.

6.04 Term of Office. Officers shall be elected for a period of two years. An Officer may not serve consecutive terms in the same office unless he or she shall have assumed a vacancy in the office, in which case he or she may serve the unexpired portion of the term and two full years.

6.05 Resignation. An Officer may resign at any time. Such resignation shall be made in writing, and shall take affect at the time specified therein, and if no time is specified, at the time of its receipt by the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.

6.06 Vacancies. If the office of President becomes vacant, the President-elect shall assume the office of President. If the office of President-elect becomes vacant the Secretary/Treasurer may assume the President-elect's office. If the office of Secretary/Treasurer becomes vacant the President shall appoint a new Secretary/Treasurer, subject to approval of the Members.

6.07 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall have the general powers and duties of the supervision and management usually vested in the office of the President. The President shall preside at all meetings of the Members and shall have general supervision, direction and control of all affairs to the Corporation. Except as the Members shall otherwise authorize, the President shall execute contracts on behalf of the Corporation.

6.08 Powers and Duties of the President-elect. The President-elect shall assume all duties and authorities of the President in the President's absence and shall have such powers and duties as may be prescribed by the Members. The President-elect shall assume the office of the President following the expiration of the President's term or in the event of the President's death, resignation or removal.

6.09 Powers and Duties of the Secretary/Treasurer. The Secretary/Treasurer shall keep accurate and complete minutes of all meetings of the Members and send out communications to the Members. The Secretary/Treasurer shall determine the presence of a quorum and also shall record votes cast.

The Secretary/Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Secretary/Treasurer shall be responsible for the deposit and disbursement of all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Members. The Secretary/Treasurer shall render to the President and Members whenever requested an accounting of all transactions and of the financial condition of the Corporation at the annual meeting. The Secretary/Treasurer's duties may be performed by another member of the Board of Directors or person designated by the Board of Directors based on the needs of the Corporation and full consensus of the Board of Directors.

ARTICLE VII - COMMITTEES

7.01 Committees. Standing committees and/or temporary committees may be determined by the Board of Directors from time to time. Committees shall be dissolved when their charge has been completed. Committees will act only in an advisory capacity to the Regular and Associate Members.

7.02 Committee Chairpersons. The President will appoint a chairperson of each committee who will in turn select committee members. The chairperson has the right to vote on internal committee matters.

7.03 Eligibility. Committee members must be representative of Regular and Associate Organization Members. More than one representative of a Member program or Associate Member may serve on the same standing committee.

7.04 Appointment. The President shall appoint the committee chairperson when he or she assumes office.

7.05 Term. Committee chairpersons and Committee members shall serve a two year term to run concurrently with the terms of Officers.

7.06 Removal. Committee members, or committee chairpersons, may be removed by the President at any time for any reason with consensus of the Board of Directors. The President shall appoint a new committee chairperson. The Chairperson may appoint new committee

members in the event of vacancies.

ARTICLE VIII - FINANCE

8.01 Dues. The Dues for membership will be determined by the membership and kept at a minimum amount as practical to operate the Corporation. Dues for the next year shall be recommended to the Members by the Board of Directors at each annual meeting. The Voting Members shall vote on approval of the dues structured each year.

8.02 Fiscal Year. The fiscal year of the Membership shall be January 1st, to December 31st.

8.03 Instruments. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Membership shall be signed by the officer or officers, agent or agents of the Membership, and in such a manner, as shall be determined from time to time by resolution of the Board of Directors.

8.04 Budget. The Board of Directors shall establish a budget for each fiscal year and shall operate it under generally accepted accounting principles.

ARTICLE IX - GENERAL PROVISIONS

9.01 Distribution of Net Earnings Prohibited. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any of its officers, directors, Board of Directors members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried.

9.02 Disposition on Dissolution. Upon the dissolution of the Corporation, the Board of Directors 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 in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board of Directors shall determine.

9.03 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any meeting of the Members at which a quorum is present, by the affirmative vote of a majority of the Members present, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting.

9.04 Indemnification. To the greatest extent and in the manner allowed by applicable law, the Corporation shall indemnify a person who was or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director, officer, employee or agent of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding.

9.05 Loans to Directors and Officers Prohibited. No loan shall be made by the Corporation to its directors or officers.

I hereby certify that the above and foregoing Bylaws of the Corporation were adopted as the bylaws of the Corporation by action of its governing body.

Approved to be effective as of August 15, 2011.



President