

BYLAWS OF
GALVESTON ALLIANCE OF ISLAND NEIGHBORHOODS, INC.

These Bylaws govern the affairs of Galveston Alliance of Island Neighborhoods, Inc., a nonprofit corporation.

ARTICLE 1

OFFICES

Principal Office

1.01. The Corporation's principal office in Texas will be located at the President's address in Galveston, Texas. The mailing address is P.O. Box 974, Galveston, Texas 77553. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE 2

MEMBERS Class

of Members

Section 2.01 Class of Members The Corporation shall have one class of members. Each Organized Neighborhood Group shall be eligible to be a member of the Corporation. An Organized Neighborhood Group is defined as a group which is organized to represent the residents of a geographically defined neighborhood.

Admitting Members and Renewing' Membership

2.02. Organized Neighborhood Groups may be admitted to membership in the Corporation by the Board or a committee designated by the Board to handle such matters. The Board may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors present and voting is required for admitting any applicant who meets the membership qualifications then in effect. A member may renew membership by paying all required fees and dues or by submitting an application to renew membership.

Membership Fees and Dues

2.03. The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Dues are payable in advance on the first day of each fiscal year. The dues for a new member's first year will be from the first day of the month in which the member is admitted to membership through the end of the fiscal year.

Voting Rights

2.04. Each member is entitled to one vote on each matter submitted to a vote of the members if the annual dues for the current fiscal year are paid in full. Electronic mail may be utilized to acquire Board input and/or vote on issues if needed between board meetings. If an email vote is required, it will be

called by the President and Board members will submit their response to all board members (i.e. reply to all). A quorum will be adhered to in tabulation of responses/votes. The email votes shall be recorded and approved in the same manner as the minutes.

Resolving Disputes

2.05. In any dispute between members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Civil Practice and Remedies Code Section 171.021 only if the parties have met together with a mediator. This paragraph will apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling a member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

Sanctioning, Suspending, or Terminating Members

2.06 By majority vote of the Board, present and voting, the Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes defaulting on an obligation to the Corporation to pay fees or dues for a period of 30 days following delivery of notice of default, or a material and serious violation of the Corporation's articles of incorporation, bylaws, or rules, or of law. The Board may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 15 days before the hearing. But shorter notice may be deemed adequate if the Board determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing. The Board may impose sanctions, suspend a member, or expel a member by vote of a majority of directors who are present and voting.

Resignation

2.07. Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

Reinstatement

2.08. A former member may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

Transferring Membership

2.09. Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dissolves or disbands.

Waiving Interest in Corporate Property

2. 10. The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting

3.01. Beginning in 1999, the Corporation will hold an annual members meeting in January of each year or at another time that the Board designates.

Special Meetings

3.02. Special meetings of the members may be called by the president or in his or her absence the Vice President, the Board, or not less than one-tenth of the voting members.

Place of Meeting

3.03. The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

Notice of Meetings

3.04. Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting and all alternates not less than 10--nor more than 60--days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be established by the Board according to Article 1396--2.11A of the Revised Civil Statutes. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

Eligibility to Vote at Members' Meetings

3.05. There shall be no vote of the members at meetings of the members. All business of the corporation shall be conducted by the Board of Directors of the Corporation.

ARTICLE 4

BOARD OF DIRECTORS

Management of Corporation

4.01. The Board will manage corporate affairs.

Number, Qualifications, and Tenure of Directors

4.02. The number of Directors will be equal to the number of member organizations.

Electing Directors

4.03. Each "Organized Neighborhood Group" shall be responsible for appointing one person to serve on the Board of Directors and one alternate. Each director and alternate will hold office until a successor is selected. A director or alternate may be selected to succeed himself or herself by his/her "Organized Neighborhood Group".

Vacancies

4.04. Any director or alternate position that becomes vacant may be filled by the "Organized Neighborhood Group" represented in the vacancy spot. A director or alternate selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

4.05. The annual meeting of the Board may be held without notice other than as provided in these Bylaws. The annual Board meeting will be held in January of each year.

Regular Meetings

4.06. The Board may provide for regular meetings by resolution stating the time and place of such meetings. No further notice of regular Board meetings is required unless one of the purposes of such meeting is to vote upon changes to these Bylaws, in which case, written notice of such fact shall be sent to each member organization at least seven (7) days before the date of such meeting.

Special Meetings

4.07. Special Board meetings may be called by, or at the request of, the president or in his or her absence, the vice president, or at the request of ten percent of the directors. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors and 'alternates as these Bylaws require.

Notice

4-08. Written or printed notice of any special meeting of the Board will be delivered to each director and alternate not less than three, nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

Quorum

4.09. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. In the absence of any director the presence of his/her alternate shall be counted for purposes of determining a quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

Duties of Directors

4. 10. Directors and alternates will 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 Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors and alternates, directors and alternates 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 has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director or alternate is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors and alternates are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Actions of Board of Directors

4.11. The Board will try to act by consensus; however, if a consensus cannot be reached, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. In the absence of any director, his/her alternate may vote in his/her place.

Removing Directors

4.12 For good cause only, and after consultation with the Neighborhood Association represented by a Director, the Board may remove a director at any time by majority vote, present and voting. Good cause for removal of a director includes the unexcused failure to attend three consecutive Board meetings. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda and the notice will state the proposed cause for removal.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by the affirmative vote of 50.1 percent of the Board members.

ARTICLE 5

OFFICERS

Officer Positions

5.01. The Corporation's officers will be a president, a vice president, a secretary and a treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

Election and Term of Office

5.02. The Corporation's officers will be elected annually by a majority vote of the Board at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself or herself in the same office one time.

Removal

5.03. For good cause only, Any officer elected or appointed by the Board may be removed by majority vote of the Board.

Vacancies

5.04. By majority vote, The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

President

5.05. The president is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president, such as, in all cases, be the spokesperson for the organization.

Vice President

5.06. When the President is absent, cannot act, or refuses to act, the Vice President will perform the president's duties. For purposes of this clause, the President will be deemed not available to perform his or her duties, when:

a. President designates his replacement

Or b. when at least 2 officers determine a matter of urgency requires action and the President is not able to perform his or her duties, then, and only then, for that urgent matter, the Vice President will temporarily assume the President's duties, or authority.

When acting in the president's absence, the vice president has all the powers of--and is subject to all the restrictions on--the president.

The Vice President will perform other duties as assigned by the President or Board.

Treasurer

5.07. The treasurer will:

- (a) Have charge and custody of-- and be responsible for-- all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations. Directors may limit amount of checks and number of signatures by resolution.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or the Board.
- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board
- (i) Perform all of the duties incident to the office of treasurer.
Annual filing of IRS compliance documents, annual compliance with all state requirements
Responsible for collecting mail from p o box and taking appropriate action

Secretary

5.08. The Secretary will:

- (a) Give all notices as provided in the' bylaws or as required by law.
- (b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal.
- (d) Affix the corporate seal to all documents as authorized.
- (e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation. Keep a register of the mailing address, telephone number, e-mail address of each neighborhood represented with its president, contact person. This list should be updated quarterly.
- (f) Perform duties as assigned by the president or the Board.
- (g) Perform all duties incident to the office of secretary.
- (h) A list of GAIN Past Presidents and Founding Members should be kept.
- (i) Maintain a log of all board actions

Officer Nominations

5.09 Each October the board of directors will select a past president to serve as chair of the Nominating Committee. The nominating committee chair will identify four additional members of the nominating committee using the following guidelines:

- Two individuals from different organized neighborhood groups with active membership in GAIN (this may or may not be the organized neighborhood group member serving on GAIN
- One sitting officer from GAIN (president, vice president, secretary, or treasurer
- One past president, founding member or city council representative

The nominating committee will be charged with identifying and presenting to the board a list of candidates at the December meeting of the board. This information will be communicated to the organized neighborhood group membership at least 21 days prior to the election of officers at the January board meeting.

ARTICLE 6

COMMITTEES

Establishing Committees

6.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors or alternates and may include persons who are not directors or alternates. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or "Mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.

- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.

Take any action outside the scope of authority delegated to it by the Board.
Authorization of Specific Committees

6.02. By a majority of the Directors present and voting, the Board may appoint such committees as the Board shall determine to be necessary to conduct the business of the Corporation. The Board will define the activities and scope of authority of each committee by resolution.

Term of Office

6.03. Each committee member will continue to serve on the committee until the next annual director's meeting and until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

Chair and Vice-Chair

6.04. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be selected by the board. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of -- and is subject to all the restrictions on --the chair.

Notice of Meetings

6.05. Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

Quorum

6.06. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

Actions of Committees

6.07. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Rules

6.08. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE 7

TRANSACTIONS OF CORPORATION

Contracts

7.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

7.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

7.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Prohibited Acts

7.04. As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.

ARTICLE 8

BOOKS AND RECORDS

Required Books and Records

8.01. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of

incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the most recent fiscal year.
- (f) A financial statement showing the Corporation's income and expenses for the most recent fiscal year.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's most recent tax year.

Inspection and Copying

8.02. Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

Audits

8.03. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9

FISCAL YEAR

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

ARTICLE 10

NOTICES

Notice by Mail, E-Mail or Fax

11.01 Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail, e-mail or fax. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by e-mail a notice is deemed delivered

at the time it is transmitted to the e-mail address as it appears on the corporate records. If given by fax, a notice is deemed delivered at the time it is transmitted to the fax number as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the corporation.

Signed Waiver of Notice

11.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

11.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11

AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by an affirmative vote of at least two thirds of directors present, assuming a quorum is present. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Such notice shall be sent to each member organization at least ten (10) days before the date of such meeting.

ARTICLE 12

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings

13.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

13.04. All singular words include the plural, and all plural words include the singular.

Seal

13.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Galveston Alliance of Island Neighborhoods, Inc.", "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

13.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bound

13.07. The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

13.08 Matters not addressed in these Bylaws, may be governed by a Statement of Policy. Policies will be reviewed each year following the election of officers. Any revisions shall be approved or amended by majority vote of those directors present and voting. Said review and revisions, if any, will be completed by the following February 28th.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Galveston Alliance of Island Neighborhoods, Inc. and that these Bylaws constitute the Corporation's Bylaws. These bylaws were duly adopted at a meeting of the Board of Directors held on September 15, 2016.

Alice Wilson
Secretary of the Corporation