

**BYLAWS
OF
SISTERS PICKLEBALL CLUB, INC.
(An Oregon nonprofit corporation)**

1.

CORPORATE ORGANIZATION

1.1. Organization. The Corporation shall have one class of members. The Corporation shall be managed by its Board of Directors.

2.

PURPOSE

2.1 Purpose and Activities. The primary purpose and activities of the Corporation is for the promotion of the sport of Pickleball and the pleasure and recreation of its members, to be operated as an exempt organization under Section 501(c)(7) of the Internal Revenue Code.

3.

MEMBERSHIP

3.1. Membership. The Corporation shall have one class of members, who shall be composed of natural persons satisfying the Membership Eligibility qualifications.

3.2. Membership Eligibility. An individual may become a Member by (i) paying a Membership Fee as established by the Board, and (ii) participating in Membership activities.

3.3. Membership Rights & Benefits. In addition to the Member voting rights in Sec. 3.8, each Member shall be entitled to the following rights and benefits and such other rights and benefits as established by the Board of Directors from time to time:

- Advance signup for organized play and other events at courts and facilities affiliated with Sisters Pickleball Club
- Priority participation in Club-provided training sessions
- Use of reserved courts during Sisters Pickleball Club reserved times

3.4. Annual Meeting of Members. An Annual Membership Meeting will be held for the purpose of (i) electing the Directors to the Corporation Board of Directors, and (ii) taking action to manage and promote Membership activities, programs, and functions. The Annual Membership Meeting can be conducted in-person, or by remote communication. Voting can also be conducted in-person, by mail, or electronically. The Board will establish the method and procedures for conducting any membership meeting and voting. The Annual Membership Meeting shall convene at such date, time and place as determined by the Board. If necessary, the Board Chair will appoint a Nominating Committee who shall have the responsibility to nominate one or more Director candidates for the election by the Members, subject to nominating procedures adopted by the Board, and occurring prior to the Annual Membership Meeting.

3.5. Special Meetings of Members. The Members may conduct a Special Meeting for the purpose of taking action related to member or member Committee activities, programs, and functions. Special Membership Meetings may be conducted in-

person or by remote communication. Voting can also be conducted in-person, by mail, or electronically. The Board will establish the method and procedures for conducting any membership meeting and voting. Special Membership Meetings may be called upon a two-thirds vote of the Board, at the request of the President, or upon the written request of at least ten percent (10%) of the Members to the Secretary. The notice of a Special Membership Meeting shall state the date, time and place of the meeting and contain a statement of its purpose, and no other business shall be transacted at the meeting.

3.6. Notice of Meetings of Members. Notice of any Annual or Special Meeting of the Members shall be provided to all Members by the Secretary not less than ten (10) nor more than fifty (50) days before the meeting is held. The notice can be delivered in-person, by mail, or electronically. The notice shall state the method for conducting the meeting as determined by the Board.

3.7. Quorum of the Members. Attendance or participation by ten (10) Members shall constitute a quorum at any annual or special meeting of Members.

3.8. Member Voting Rights & Voting Procedures. Each Member shall have one (1) vote on matters requiring Member action. All matters requiring Member action shall be determined by a simple majority of the Members voting on the matter. The Board shall establish the voting procedures as it deems necessary prior to any membership meeting, subject to the notice and quorum requirements of this Article. Member actions shall be recorded in the Corporation records.

3.9. Regular Member Action Without Meeting By Ballot. Regular Members may take action on any matter, without an annual or special meeting of members, by a written ballot delivered to every Regular Member as determined by the Board. The ballot must be in the form of a paper or electronic record and set forth each proposed action, provide an opportunity to vote for or against each proposed action and, for director elections, provide an opportunity to vote or withhold a vote separately for each candidate. The approval of any action by ballot, other than the election of directors, must be approved by a number of votes at least equal to or exceeding any quorum required for a meeting authorizing the action. The Board shall approve the content of the ballot and procedures for casting ballots for any Regular member action as permitted and required by law.

3.10. Disqualifying a Member. Any Member may be disqualified as determined by the Board through its policy directives.

3.11. Member Committees. The Board may create one or more Member Committees to carry out member activities and functions from time to time. The Board shall establish the composition, purpose, authority and operating procedures of any Member Committee.

4.

BOARD OF DIRECTORS

4.1. Number. The business and affairs of the Corporation shall be managed by a Board of not less than five (5) and no more than seven (7) Directors. The initial Directors shall be: Bruce Carpenter, Lynn Kramer, Karen Stuve, Karen Freeman, Rose Blackburn and Clark Brody.

4.2. Term of Office of Directors. Directors shall be elected to serve for a term of two (2) years and until his or her successor in office is duly appointed by the Board of Directors.

4.3. Election of Directors. The Directors shall be elected at the annual meeting of the Directors.

4.4. Election of Board Chair. The Board shall elect a Board Chair of the Board of Directors who shall serve a one (1) year term. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have and exercise all powers usually incident to the office of Board Chair of a non-profit, tax-exempt Corporation and shall perform such other duties as may be delegated by the Board of Directors.

4.5. Removal of Directors. Directors may be removed from office, with cause, only by a seventy-five percent (75%) majority vote of the Directors or by order of a court having jurisdiction of such matters.

4.6. Vacancies on the Board of Directors. Any vacancy on the Board of Directors occurring other than by reason of a Director's completion of his or her term of office shall be filled by a vote of a seventy-five percent (75%) majority vote of the remaining Directors at any regular meetings, or at a special meeting called for such purpose.

4.7. Resignation of Directors. Any Director may resign from office with or without cause, by delivering a written statement of resignation to the Secretary. The resignation shall take effect immediately upon its receipt by the Secretary unless a later effective time or date for the resignation is specified in the notice of resignation.

4.8. Place of Meeting. Meetings of the Board of Directors may be held at a place within Oregon or elsewhere as shall be designated by the Chairperson or as may be designated in the notice calling the meeting.

4.9. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such place, date, and hour as shall be designated by the Chairperson. At the annual meeting, the Board of Directors shall elect officers. Additional regular meetings may be set by resolution adopted by the Directors.

4.10. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or a majority of the Directors in office.

4.11. Notice of Meetings of Board of Directors. Notice of a special meeting of the Board of Directors shall be given to each Director on five (5) days' notice.

4.12. Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting, and no written waiver need be obtained from the Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All waivers, consents, or approvals shall be filed with the corporate records.

4.13. Actions of the Board. Actions taken by the Board at any Regular or Special Meeting shall be approved by a majority of the Board voting on such action item.

4.14. Actions by Unanimous Written Consent. Any action required or permitted at any meeting of the Directors may be taken by electronic transmission without a meeting, without prior notice, or without a vote if all of the Directors entitled to vote consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

4.15. Quorum. Unless otherwise provided in the Articles of Corporation or in a Bylaw adopted by the Directors, the presence of a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If less than a quorum is present, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each adjourned meeting to be given to all absent Directors.

4.16. Remote Communication. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the Board meeting through the use of remote communication as approved by the Board through which all of the directors may simultaneously participate with each other during the meeting. A director participating in a meeting by remote communications is considered present in person at the meeting. For any meeting at which a director may participate by remote communication, notice of the meeting must be delivered to each director by a means which the director has authorized and provide Board approved procedures for participating in the meeting by remote communication.

4.17. Compensation. No Director shall be entitled to any compensation for his or her services as a Director. The foregoing shall not prevent the Board of Directors from providing reasonable compensation to a Director for services that are beyond the scope of his or her duties as a Director or from reimbursing any Directors for expenses actually and necessarily incurred in the performance of his or her duties as a Director or from entering into a contract, directly or indirectly, with a Director for the providing of goods or services to the Corporation if such contract is consistent with Article 7 of these Bylaws and with the terms of any policy relating to conflicts of interest and transactions with Directors that may be approved from time to time by the Board of Directors.

4.18. Powers.

A. General Powers. The Board of Directors shall have all the power and authority granted by Oregon law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the Corporation.

B. Specific Powers. Without limiting the general powers referred to above, and the powers conferred by the Articles and Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

(1) To confer upon any officer or officers the power to choose, remove, or suspend assistant officers, agents, or servants.

(2) To appoint any person, firm, or Corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested, and to authorize any such person, firm, or Corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(3) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of the Corporation as security for the repayment of loans and interest thereon.

(4) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of the Corporation.

(5) To appoint a person or persons to vote shares of another Corporation held and owned by the Corporation.

(6) To seek grants from governmental, charitable, or educational organizations, or from the public sector.

(7) To approve fundraising programs.

5.

CORPORATE OFFICERS

5.1. Corporate Officers and Election. The Corporation shall have a President, one or more Vice-Presidents, and a Secretary and Treasurer who shall be elected by the Board of Directors. The Board of Directors shall elect the officers. Any two or more offices may be held by the same person, except the president and Secretary may not be the same person. The other officers and assistant officers need not be Directors of the Corporation.

5.2. Term. The Officers shall each serve for a term of one (1) year and until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors during their respective tenures. The term of office of any other officer shall be as specified by the Board of Directors

5.3. Powers and Duties of the President. Unless otherwise determined by the Board of Directors, the President shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the Corporation. In the exercise of these duties and subject to the limitations of the laws of the state of Oregon, these Bylaws, and the actions of the Board of Directors, the President may appoint, suspend, and discharge employees and agents. The President shall also do and perform such other duties as from time to time may be assigned to the President by the Board of Directors. The President shall sign and execute on behalf of the Corporation all corporate records, documents, and instruments, unless such power has been delegated to another officer. Unless otherwise determined by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any Corporation in which the Corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner, the Corporation might have possessed and exercised.

5.4. Powers and Duties of the Secretary. Unless otherwise determined by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors and all committees, in books provided for that purpose, and shall attend to the giving and serving of all notices for the Corporation. The Secretary shall have charge of the corporate seal, corporate record books, and other such books and papers as the Board of Directors may direct. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board of Directors.

5.5. Powers and Duties of the Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the Corporation that may come into the Treasurer's hands. When necessary or proper, unless otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the Corporation checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation in such books or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Corporation. The Treasurer shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct. The Treasurer shall enter regularly, in books of the Corporation to be kept by the Treasurer for the purpose, full and accurate account of all moneys received and paid by the Treasurer on account of the Corporation. Not less frequently than annually, and at such additional times as may be required by the Board of Directors, the Treasurer shall render a statement of the financial condition of the Corporation. The Treasurer shall at all reasonable times exhibit the Treasurer's books and accounts to any Director of the Corporation, upon application at the office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to the Treasurer from time to time by the Board of Directors.

5.6. Powers and Duties of Vice-Presidents and Assistant Officers. Unless otherwise determined by the Board of Directors, each vice-President and each assistant officer shall have the powers and perform the duties of the respective superior officers. Vice-Presidents and assistant officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officers in the absence or upon the disability of the superior officer or when so directed by the superior officer or by the Board of Directors. The President shall be the superior officer of the vice-Presidents. The Treasurer and the Secretary shall be the superior officers of the assistant Treasurers and assistant secretaries, respectively.

5.7. Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the Corporation or to any other officer or to any Director from time to time.

5.8. Removal. Any officer may be removed, either with or without cause, by the affirmative vote of a majority of the Directors at any annual, regular, or special meeting of the Board of Directors.

5.9. Vacancies. In the event of a death, resignation, removal, or other inability to serve of any officer, the Board of Directors of the Corporation shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

6.

COMMITTEES OF THE BOARD OF DIRECTORS

6.1. Committees. The Board of Directors may establish such standing committees and such special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board, and shall define the powers and responsibilities of such committees. The members and Chairperson of all standing committees shall be appointed by the Board, for a one-year term and until their successors are duly elected, but shall be subject to removal at any time by action of the Board. Members of special committees shall serve for the life of the committee, or for a term specified by the Board, but shall be subject to removal at any time by action of the Board. No committee appointed by the Board shall consist of fewer than two Directors.

Persons other than Directors may be appointed as committee members by the Board of Directors, provided that the chairmen of all committees shall be Directors. The voting rights of committee members other than Directors shall be specified by the Board of Directors in its action designating such persons as committee members. A committee may have such specific powers and responsibilities as may be determined by the Board of Directors, except that it shall not have the power:

- A. To amend these Bylaws or the Articles of Incorporation.
- B. To fill vacancies in the Board of Directors.
- C. To amend or repeal any resolution of the Board of Directors.
- D. To take any action for which final authority is reserved to the Directors of this Corporation.
- E. To approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the state of Oregon, the Articles of Incorporation, or these Bylaws.
- F. To take any other action that may not be delegated to it under the laws of the state of Oregon or under the provisions of Articles of Incorporation or these Bylaws.

6.2. Executive Committee. The Board of Directors may establish an executive committee that shall have and may exercise all of the power and authority of the Board of Directors, subject to the limitations provided in Section 5.1, in the interim between meetings of the Board of Directors.

6.3. Meetings of Committees. Each committee shall meet not less than once each year, and more frequently as may be determined by the committee or the Chairperson, or as may be required by these Bylaws. The Board of Directors may waive requirements for not less than one meeting a year upon request of the Chairperson of any committee.

7.

ADVISORY BOARD

The Board of Directors may establish an Advisory Board that shall meet from time to time as the Board determines. The Advisory Board shall have no authority to act by, for, or on behalf of the Corporation and shall not constitute a committee of the Board of Directors, but rather shall act solely in an advisory capacity to the Board of Directors on such matters as shall be referred to the Advisory Board from time to time by the Board of Directors. The Advisory Board shall be comprised of individuals appointed by the Board of Directors, upon recommendation of the Chairperson or the President who have demonstrated their interest in the purpose of the Corporation and its work, or whose talents and experience would be helpful to the Board of Directors. The Board of Directors, upon recommendation of the Chairperson or the President, shall have the authority at any time to remove any person from the Advisory Board for any reason.

8.

**LIMITATION OF DIRECTORS' LIABILITY
AND INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER PERSONS**

8.1. Limitation of Directors' Liability. No Director of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action to the fullest extent permitted under Oregon law, including the limitation on liability of "qualified Directors" (serving without compensation) under ORS 65.369.

8.2. Indemnification and Insurance.

A. Indemnification of Directors and Officers.

(1) Each indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Oregon law against all expense, liability, and loss (including without limitation attorney fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the indemnitee in connection with any proceeding (as defined below). No indemnification pursuant to this section shall be made, however, in any case where indemnification is not permitted pursuant to ORS 65.369.

(2) The right to indemnification provided in this section shall include the right to have the expenses incurred by the indemnitee in defending any proceeding paid by the Corporation in advance of the final disposition of the proceeding to the fullest extent permitted by Oregon law.

(3) Indemnification pursuant to this section shall continue as to an indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors, and administrators.

(4) For purposes of this article, (a) "Indemnitee" shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any proceeding, by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another Corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit, or proceeding (including without limitation an action, suit, or proceeding by or in the right of the Corporation), whether civil, criminal, administrative, or investigative.

B. Indemnification of Employees and Other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue, or matter therein, the Corporation shall indemnify such person against expenses (including attorney fees) actually and reasonably incurred by such person in connection therewith.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or Bylaws, agreement, vote of Directors, or otherwise.

D. Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Oregon law against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person under Oregon or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

8.3. Amendment. The provisions of this Article relating to the limitation of Directors' liability, to indemnification, and to the advancement of expenses shall constitute a contract between the Corporation and each of its Directors and officers that may be modified as to any Director or officer only with that person's consent or as specifically provided in this section. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal, or amendment of this article that is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by majority vote of the Directors of the Corporation then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

8.4. Changes in Oregon Law. References in this article to Oregon law or to any provision thereof shall be to such law as it existed on the date this article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change that expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses that the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by Directors to limit further the liability of Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expense shall be so broadened to the extent permitted by law.

9.

CONFLICTS OF INTEREST

9.1. Conflicts of Interest Policy. The Corporation recognizes that the skills, talents, and relationships of its officers and Directors are among its richest assets. The Corporation is also aware that acquiring goods or services from, or engaging in transaction with, its officers, Directors, and members of their families or entities in which they have a financial interest or in which they are affiliate may create an appearance of impropriety. In order to protect the Corporation against any improper appearance, the Corporation adopts a conflicts of interest policy as set forth in this article. The purpose of the conflicts of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Corporations.

9.2. Definitions. For purposes of this article, the following terms shall have the meanings set forth below.

A. "Interested Person" means any Director, principal officer, or member of a committee with Board delegated powers that have a direct or indirect financial interest, as defined below.

B. "Financial Interest" means, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 8.3, a person who has a financial interest may have a conflict of interest only if the Board or the applicable committee decides that a conflict of interest exists.

C. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

9.3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and members of committees with Board delegated powers considering the proposed transactions or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

(1) The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(2) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(3) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of

interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(4) An interested person may make a presentation at the Board or committee meetings, but after such a presentation, he or she shall leave the meeting during the discussion of and vote on the transaction or arrangement that results in the conflict of interest.

D. Violations of the Conflicts of Interest Policy.

(1) If the Board or committee has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the person and making further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

9.5. Periodic Reviews. Periodic reviews shall be conducted to ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. The periodic review shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.

B. Whether provider services result in inurement or impermissible private benefit.

C. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes, and do not result in inurement or impermissible private benefit.

D. Whether the conflicts of interest policy is disseminated and in compliance.

9.6. Use of Outside Experts. In conducting the periodic reviews provided for in Section 9.5, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

10.

MISCELLANEOUS

10.1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each calendar year and end on December 31 of such calendar year.

10.2. Examination of Books. The Board of Directors shall have the power to determine from time to time by whom, to what extent, and under what conditions and limitations the accounts, records, and books of the Corporation or any of them shall be open to inspection. The minute book of the Corporation and all audited financial statements shall at all times during business hours be open to inspection by duly authorized representatives of the Directors of the Corporation.

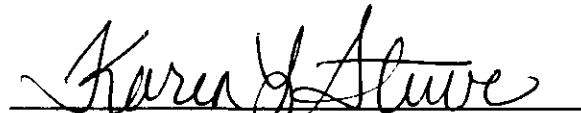
10.3. Notice. Any notice required to be provided herein may be made either personally or by mail, wire, facsimile, or e-mail.

11.

AMENDMENTS

The Directors of the Corporation shall have the power to alter, amend, or repeal these Bylaws as provided by law, at any regular or special meeting duly convened after notice to the Directors of such purposes.

Dated: 10/10/24


Karen Stuve, Secretary