

**KINNI CORRIDOR COLLABORATIVE, INC.
BYLAWS**

Adopted June 12, 2019

**ARTICLE I
OFFICES AND GOVERNING LAW**

SECTION 1.1. PRINCIPAL OFFICE. The corporation may have offices, either within or out of the State of Wisconsin, as may be designated from time to time by the Board of Directors. One of such offices may be designated as the principal office.

SECTION 1.2. REGISTERED OFFICE AND REGISTERED AGENT. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed by the Board of Directors from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law.

SECTION 1.3. GOVERNING LAW AND ARTICLES. The corporation has been formed under and pursuant to the provisions of Chapter 181, Wisconsin Statutes. All references in these bylaws to the Wisconsin Nonstock Corporation Law shall mean and include such chapter as currently enacted or hereafter amended. If a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation controls.

SECTION 1.4. MEMBERS. The corporation shall not have members.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 2.1. POWERS AND DUTIES. The affairs of the corporation shall be under the control and supervision of the Board of Directors. The Board of Directors has authority on behalf of the corporation to enter into all transactions and carry on all business of the corporation in its discretion.

SECTION 2.2. NUMBER. The number of Directors shall be no fewer than that required by the Wisconsin Nonstock Corporation Law. The number of Directors shall be as determined by the Board of Directors from time to time but in no event shall consist of fewer than five (5) nor more than fifteen (15) Directors. Two members of the Board of Directors shall include the Board Chair and Board Vice-Chair.

SECTION 2.3. QUALIFICATIONS OF DIRECTORS. All Directors shall be an individual person. To the extent possible, Directors shall consist of persons who are representative of the general constituency served by the corporation, who provide particular expertise that may be useful to the Board's functions, and/or who are actively involved in projects or programs of the organization. Directors are not required to be a resident of the State of Wisconsin. No person shall be elected as a Director without their consent.

SECTION 2.4. EX-OFFICIO DIRECTORS. The Board of Directors shall have the authority to appoint individuals to the position of Ex-Officio Director as the Board determines, from time to time, to undertake special assignments at the request of the Board. Such individuals shall serve at the pleasure of the Board. An Ex-Officio Director shall not have voting rights regarding Board business. An Ex-Officio Director's term service shall be determined by the Board of Directors. Ex-Officio Director positions are in addition to the number of Director positions provided in SECTION 2.2. NUMBER of these bylaws.

SECTION 2.5. NOMINATIONS. The Board of Directors shall form a Governance Committee to recruit qualified persons for Director positions, including Chair and Vice-Chair. The Governance Committee shall nominate at

least one person for each Director position, open or at expiring term, that the Board determines they shall fill.

SECTION 2.6. ELECTION. Director(s) shall be elected at a meeting of the Board of Directors when such meeting is called to fill vacant Director position(s). Director(s) shall be elected per SECTION 2.18. QUORUM AND VOTING.

The Chair and Vice-Chair nominated from among the current Directors and elected by the Directors per SECTION 2.18. QUORUM AND VOTING.

SECTION 2.7. VACANCIES. A vacancy on the Board of Directors, including a vacancy due to an increase in the number of Director positions, may be filled by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum.

The Director elected to fill an unexpired term shall serve until the end of the unexpired term of the position that Director is filling. A Director filling an unexpired term shall be subject to nomination and election at the next meeting of the Board of Directors called for the purpose of electing Director(s).

SECTION 2.8. TERMS. Director(s) shall be elected for a term of three (3) years, or until their successor(s) are duly elected and qualified, or until their resignation, removal, or death. At the Board's discretion, terms shall be staggered among the Directors. Terms shall run from the close of the meeting of the Board of Directors at which the Director was elected through the annual meeting of the Board of Directors in the year in which such Director's term expires.

A Director may serve for no more than three (3) consecutive terms (up to 9 consecutive years) unless otherwise approved by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING. There shall be at least one (1) year intervening after serving the maximum number of consecutive terms before being eligible for additional service in an elected Director position, including Chair or Vice-Chair. The initial term, even if for a

period of less than three (3) years, shall be considered a full term when determining the number of consecutive terms of a Director for purposes of this provision.

At the Board of Directors sole discretion, a Director who has reached the end of their term, may be appointed as a Director Emeritus to facilitate board succession, leadership training or continuation of a project or program, or other role as determined by the Board of Directors, from time to time. Such individual(s) shall serve at the pleasure of the Board. A Director Emeritus shall not have voting rights regarding Board business. A Director Emeritus' term of service shall be determined by the Board of Directors. Director Emeritus positions are in addition to the number of Director positions provided in SECTION 2.2. NUMBER of these bylaws.

SECTION 2.9. REMOVAL. Any Director, including Chair or Vice-Chair, may be removed from the Board of Directors, with or without cause, by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING if, in the sole discretion of such Directors, removal is in the best interest of the corporation. Absence without cause for three consecutive meetings of the Board of Directors may be considered grounds for removal by the Board of Directors.

Ex-Officio Director(s) and Director(s) Emeritus may be removed from the Board of Directors, with or without cause, by the affirmative vote of the majority of the Directors then in office per SECTION 2.18. QUORUM AND VOTING if, in the sole discretion of such Directors, removal is in the best interest of the corporation.

SECTION 2.10. RESIGNATION. A Director may resign at any time by delivering a written resignation letter to the Chair of the Board of Directors or the Secretary of the corporation. The resignation is effective when received by the Chair of the Board of Directors, the Secretary of the corporation or as otherwise specified in the resignation letter.

SECTION 2.11. COMPENSATION. Directors shall not receive pay or other compensation for serving as Directors or for providing other personal

services to the corporation. However, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is permitted by law or the policies of the corporation.

SECTION 2.12. DUTIES OF THE CHAIR. The Chair shall, when present, presides at all meetings of the Board of Directors and shall perform such other duties as are normally incident to the office of Chair, required by Federal or State law, or as may be prescribed by the Board of Directors from time to time. The Chair serves as an ex-officio member of all Board committees.

SECTION 2.13. DUTIES OF THE VICE-CHAIR. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair or in the event of his or her death, refusal or inability to act, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as may be, from time to time, assigned by the Chair or by the Board of Directors.

The Vice-Chair shall assume the remaining term of the Chair, upon the resignation, removal, or death until the next meeting of the Board of Directors called for the purpose of electing the Chair and/or Vice-Chair.

SECTION 2.14. MEETINGS. The Board of Directors shall hold an annual meeting at a date and place specified by the Board. The purpose of the annual meeting is to elect Directors, appoint the Chair or Vice-Chair, appoint principal Officers, and any other purpose as may be determined by the Board of Directors.

Regular meetings of the Board of Directors shall be held at such time and at such place as determined by the Board of Directors.

Special meetings of the Board of Directors may be called by the Chair, or by a simple majority of the Directors then in office, to be held at a time and place determined by the Chair or the Directors calling the meeting.

Meetings will be held at a location convenient for Directors as determined by the Board of Directors. Meetings of the Board of Directors do not need to be held in the State of Wisconsin.

SECTION 2.15. NOTICE AND WAIVER. Notice of any meeting of the Board of Directors shall be given in accordance with ARTICLE VIII. NOTICE of these bylaws. If any Director provides a Waiver of Notice or objects to the transaction of business at any given meeting, the minutes shall include the Waiver of Notice or objection to transaction of business.

SECTION 2.16. PRESUMPTION OF ASSENT. A Director present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action. A vote of dissent shall be recorded in the minutes of the meeting. A Director shall only abstain from voting because of an asserted conflict of interest. Notice of a conflict of interest shall be recorded in the minutes of the meeting.

SECTION 2.17. CONDUCT OF MEETINGS. The Chair, and in his or her absence, the Vice-Chair, and in his or her absence, any other principal Officer present, shall call a meeting of the Board of Directors to order and shall preside over the meeting. Meetings shall be conducted according to common rules of procedure. If procedures are disputed, the latest edition of *Robert's Rules of Order* shall prevail. Directors may participate in any meeting as provided in 2.20. ELECTRONIC COMMUNICATIONS in these bylaws.

The Board of Directors shall keep minutes of its meetings. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors; however, the Chair may appoint any Director or other person present to act as secretary of the meeting, in the absence of the Secretary.

SECTION 2.18. QUORUM AND VOTING. A majority of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If less than such majority of Directors is present at a meeting, a majority of the Directors present may adjourn the

meeting without further notice. Each Director shall have one vote. Voting by proxy shall not be permitted.

The affirmative vote of a majority of Directors present at a meeting at which a quorum is present shall be the action of the Board, unless the action requires a greater proportion by the Wisconsin Nonstock Corporation Law, by the Articles of Incorporation, or by these bylaws, or otherwise by any adopted policy of the corporation.

Actions must be approved by a resolution of the Board of Directors. The following actions require a two-thirds (2/3) majority of the Directors then in office.

- Action by written consent of the Directors;
- Removal of any Director or Officer of the corporation;
- Extension of the maximum consecutive term of a Director or principal Officer;
- Hire or termination of the Executive Director of the corporation;
- Approve or direct the borrowing of funds or assumption of debt;
- Adoption of a plan of merger;
- Authorize voluntary dissolution of the corporation; and
- Amend the articles of incorporation or the bylaws of the corporation.

SECTION 2.19. ACTION BY WRITTEN CONSENT OF DIRECTORS. The Board of Directors may decide an action without a meeting by written action signed or consented to by electronic communication by the Directors per SECTION 2.18. QUORUM AND VOTING.

All Directors shall subsequently receive written notice of any action so taken, and the written action is effective on the date specified in the written action or on the fifth (5th) day after the date on which written notice is given, whichever is later. Results of the action by written consent shall be recorded in the minutes of a subsequent meeting of the Board of Directors.

SECTION 2.20. ELECTRONIC COMMUNICATIONS. Directors have the right to participate in a meeting by means of a conference telephone or any other electronic communications device if:

- All Directors participating in the meeting can simultaneously hear or read each other's communications; and
- All communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors; and
- All participating Directors are notified as provided in these bylaws in ARTICLE VIII. NOTICE that a meeting is taking place at which official business may be transacted; and
- A Director's participation in a meeting by electronic communication constitutes presence at the meeting.

ARTICLE III OFFICERS

SECTION 3.1. OFFICERS. The principal Officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Such principal Officers shall be Directors.

The corporation may have such other Officers or assistant Officers of the corporation as the Board of Directors may deem necessary from time to time, and such Officers shall have the authority, responsibilities and duties prescribed by the Board.

SECTION 3.2. APPOINTMENT OF OFFICERS. The Officers of the corporation shall be appointed by the Directors at a meeting of the Board of Directors called for the purpose of filling a vacant Officer role(s). The Board shall appoint one Director then in office to fill each principal Officer position. The Board Chair or Vice-Chair may be appointed as one of the principal Officers of the corporation, but this is not required. No Director may simultaneously hold more than one principal Officer role.

SECTION 3.3. TERM OF OFFICE. The Officer(s) of the corporation shall serve for a term of two (2) years or until their successor(s) have been duly appointed and qualified or until their resignation, removal, or death. No Officer may continually hold the same office for more than two (2) consecutive terms and the Officer term may not exceed the maximum consecutive term of the Director holding such Officer position.

An Officer must have at least one (1) year intervening after serving the maximum number of consecutive terms in a principal Officer role before being eligible for additional service in the same principal Officer role. Any exception to the Officer maximum term must be approved by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING.

SECTION 3.4. REMOVAL. Any Officer of the corporation may be removed from an Officer role, with or without cause, by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING if, in the sole discretion of such Directors, removal of such Officer is in the best interest of the corporation.

SECTION 3.5. RESIGNATION. An Officer may resign at any time by delivering a written resignation letter to the Chair of the Board of Directors or the Secretary of the corporation. The resignation is effective when received by the Chair of the Board of Directors, the Secretary of the corporation or as otherwise specified in the resignation letter.

SECTION 3.6. VACANCIES. A vacancy for any Officer position shall be filled by the Board of Directors by appointing a current Director for the unexpired portion of the term as provided in SECTION 3.2 APPOINTMENT OF OFFICERS in these bylaws. The Director appointed to fill an unexpired Officer term shall serve until the end of the unexpired term, and then, such Director, may be appointed at the meeting of the Board of Directors called for the purpose of appointing Officer(s).

SECTION 3.7. COMPENSATION. Officers shall not receive pay or other compensation for serving as Officers or for providing other personal services

to the corporation. However, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

SECTION 3.8. DUTIES OF THE PRESIDENT. The President of the corporation shall perform such duties as are normally incident to the office of President, required by Federal or State law, or as may be prescribed by the Board of Directors from time to time.

SECTION 3.9. DUTIES OF THE VICE-PRESIDENT. The Vice-President of the corporation shall perform the duties of the President in the absence of the President or in the event of his or her death, refusal or inability to act, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as are normally incident to the office of Vice-President, required by Federal or State law, or as may be, from time to time, assigned by the President or as may be prescribed by the Board of Directors from time to time.

The Vice-President shall assume the remaining term of the Chair, upon the resignation, removal, or death until the next meeting of the Board of Directors called for the purpose of electing Officer(s).

SECTION 3.10. DUTIES OF THE SECRETARY. The Secretary of the corporation shall:

- Keep the minutes of the meetings of the Board of Directors;
- See that all meeting notices are duly sent in accordance with the provisions of these bylaws or as required by law;
- Ensure that corporate records are properly kept;
- Perform all duties normally incident to the office of Secretary, required by Federal or State law; and
- Perform such other duties as may be assigned by the Chair or Board of Directors from time to time.

The duties of the Secretary may be delegated, as appropriate, to someone who is a Director but is not a corporate Officer, or any other person

or agency as the Board of Directors designates. The Secretary shall oversee such delegated duties to ensure the duties are performed in a timely and appropriate manner.

SECTION 3.11. DUTIES OF THE TREASURER. The Treasurer of the corporation shall:

- Be responsible for all funds of the corporation;
- Ensures that the corporation gives and receives receipts for monies due and payable to the corporation;
- Ensures that the funds of the corporation are deposited in its name in the corporation's accounts with financial institutions;
- Perform all of the duties normally incident to the office of Treasurer, required by Federal or State law; and
- Perform such other duties as may be assigned by the Chair or by the Board of Directors from time to time.

The duties of the Treasurer may be delegated, as appropriate, to someone who is a Director but is not a corporate Officer, or any other person or agency as the Board of Directors designates. The Treasurer shall oversee such delegated duties and ensure the duties are performed in a timely and appropriate manner.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 4.1. COMMITTEES. The Board of Directors may establish by resolution one or more standing committees or ad hoc committees having such powers and duties as provided for by the Board. The Chair shall serve as an ex-officio member of all committees. Each standing committee shall be chaired by a current Director. Ad hoc committees may be chaired by an Ex-Officio Director, a Director Emeritus or other person as designated by the Board of Directors from time to time.

The Board of Directors shall provide each standing and ad hoc committee with a charter outlining the powers and duties of the committee and its members. No committee shall have the authority to:

- Amend or restate the Articles of Incorporation;
- Amend or repeal the organization's bylaws;
- Elect or remove any Director or Officer;
- Hire or terminate staff;
- Adopt or amend the corporation's annual budget;
- Take any action that is contrary to, or a substantial departure from the direction of the Board, or which represents a major change in the affairs, business or policy of the corporation;
- Approve or direct the sale of substantially all of the corporation's assets;
- Approve or direct the borrowing of funds or assumption of debt;
- Adopt a plan of merger; or
- Authorize the voluntary dissolution of the corporation.

SECTION 4.2. EXECUTIVE COMMITTEE. The Board of Directors may establish an Executive committee. The Board of Directors may delegate to such committee the authority to act on behalf of the Board of Directors in the governance of the corporation between meetings of the Board of Directors.

Any Executive committee established by the Board shall consist of the Chair, Vice-Chair and all of the principal Officers of the corporation and any other Directors designated by the Board. The President, and in his or her absence the Vice-President, shall convene and preside over the Executive committee.

SECTION 4.3. COMMITTEE REPORTS. The committee chair, or his/her designee, shall report to the Board of Directors from time to time regarding the committee's activities or recommendations.

SECTION 4.4. COMMITTEE MEMBERSHIP. Except for the executive committee which shall be comprised only of Directors, any person (who is not a Director) may be appointed to serve as a member of a committee and may act on matters brought before such committee and in accordance with the powers and duties as outlined in the committee charter as established by the Board of Directors.

SECTION 4.5. MINUTES. Each committee shall keep minutes of its proceedings and the Committee Chair, or their designee, shall promptly provide those minutes to the Secretary of the corporation.

SECTION 4.6. ELECTRONIC COMMUNICATION. In accordance with SECTION 2.24. ELECTRONIC COMMUNICATIONS of these bylaws, a committee may conduct their meeting by means of electronic communications, if convenient for the participants.

ARTICLE V ADMINISTRATION AND FINANCIAL MANAGEMENT

SECTION 5.1. RECEIPT OF PROPERTY. The corporation may receive and accept such property, whether real, personal or mixed, by way of gift, bequest, purchase or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the provisions of the Articles of Incorporation, these bylaws, and adopted policies of the corporation. No gift, bequest, or devise of any such property shall be received and accepted if it is conditioned or limited in a manner which is inconsistent with the purposes of the corporation or maintenance of its tax-exempt status.

SECTION 5.2. OPERATIONS. The principal and income of all property received and accepted by the corporation shall be held, administered, recorded and invested to advance the purposes of the corporation. The corporation may make payments or distributions from income or principal, or both, to advance such purposes in such amounts and at such times as shall be determined by the Board of Directors.

The President and the Treasurer, together, shall have the authority to open an account with a financial institution in the name of the Corporation.

SECTION 5.3. INVESTMENTS AND DEPOSITS. Except when specifically provided by bequest, devise, or deed of gift by a donor, the Board of Directors may hold, invest or reinvest any funds or properties received by the corporation, subject only to the purposes of the corporation and the maintenance of its tax-exempt status, without restrictions as to the retention

of property, diversifications of investment, or to the type of investments which are or may hereafter be permitted by law, or any similar restrictions.

SECTION 5.4. BORROWING OR ASSUMPTION OF DEBT. No monies shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING.

SECTION 5.5. SEPARATE FUNDS. Assets of the corporation may be segregated, held, invested and disbursed in separate funds as such funds may be established by the Board of Directors from time to time.

SECTION 5.6. CORPORATE ACTS. Corporate acts must be approved by a resolution of the Board of Directors.

SECTION 5.7. SIGNING AND ATTESTATION AUTHORITY. Each principal Officer of the corporation shall have authority to sign, execute and acknowledge on behalf of the corporation all documents or instruments, including deeds, mortgages, bonds, stock certificates, contracts, leases, reports, necessary or proper to be executed in the course of the corporation's regular business, subject to the prior approval of the Board of Directors when required by these bylaws or the policies of the corporation.

Except as otherwise provided by the Wisconsin Nonstock Corporation Law, the Board of Directors may authorize any Officer, employee or agent of the corporation to sign, execute and acknowledge such documents and instruments on behalf of the corporation.

The Secretary of the corporation is authorized and empowered to sign, in attestation, all documents or instruments so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors.

SECTION 5.8. EXECUTION OF INSTRUMENTS. All instruments for remittance (checks, drafts or order for payment of money, or electronic equivalent) shall be signed in the name of the corporation.

The principal Officers are authorized to sign or approve on behalf of the corporation, when the amount of the remittance is less than \$5,000, and the payee is not the person signing the remittance or any member of his or her family. A different principal Officer must sign the remittance in that circumstance.

Two of the principal Officers are required to sign or approve on behalf of the corporation, when the amount of the remittance is more than \$5,000.

SECTION 5.9. AGENTS. The corporation is authorized and empowered to retain and engage such employees, agents, attorneys, accountants, investment counsel, and other firms or persons as may be determined by the Board of Directors.

SECTION 5.10. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June of each year.

SECTION 6.11. CORPORATE SEAL. The corporation has no corporate seal.

ARTICLE VI INDEMNIFICATION

SECTION 6.1. INDEMNIFICATION. The corporation shall, to the full extent permitted or required by the Wisconsin Nonstock Corporation Law, indemnify any Director or Officer or any former Director or Officer, and may by resolution of the Board of Directors indemnify any principal Officer, employee or agent, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, Officer, or employee.

However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable

to the corporation for damages arising out of his or her own gross negligence in the performance of a duty to the corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The corporation may advance expenses or where appropriate may itself undertake the defense of any Director, Officer or employee.

However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification.

SECTION 6.2. INSURANCE. The Board of Directors may authorize the purchase of insurance on behalf of any individual who is a Director, Officer, employee, or other agent of the corporation against any liability asserted against and incurred by the individual in his or her capacity as a Director, Officer, employee, or agent, whether or not the corporation is required or authorized to indemnify or allow expenses to be paid or reimbursed to the individual against the same under law.

The Board of Directors shall authorize the purchase of any other such insurance for the protection of the assets of the corporation and defense of the organization as is appropriate, from time to time.

ARTICLE VII AMENDMENTS

SECTION 7.1. ARTICLES OF INCORPORATION AMENDMENT PROCESS. The Articles of Incorporation of this corporation may be altered, amended or restated by the Board of Directors by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING at a meeting of the Board of Directors called for the purpose of amending the Articles of Incorporation.

SECTION 7.2. BYLAW AMENDMENT PROCESS. The bylaws of this corporation may be altered, amended or repealed and new bylaws adopted by the Board of Directors by the affirmative vote of the Directors per SECTION 2.18. QUORUM AND VOTING at a meeting of the Board of Directors called for the purpose of amending the bylaws.

ARTICLE VIII NOTICE

SECTION 8.1. NOTICE. Except as authorized above or as otherwise required by the Wisconsin Nonstock Corporation Law, notice of the date, time and place of meetings of the Board of Directors shall be given as follows:

- Notice of any annual meeting of the Board of Directors shall be given no less than seven (7) days before the meeting.
- Notice of any regular or special meeting of the Board of Directors shall be given no less than two (2) days before the meeting.
- Notice of any meeting of the Board of Directors which will address an amendment to the Articles of Incorporation or the bylaws or the removal of a Director or Officer shall be given no less than seven (7) days before the meeting.
- The notice shall include the purpose of the meeting and a summary of the proposed action, as applicable per these bylaws, state law or the policies of the corporation.

SECTION 8.2. METHOD OF NOTICE. Notice may be given personally, by mail (to the Director's last known address), by telephone (including facsimile communication when directed to a telephone number at which the Director or member has consented to receive notice), or by electronic mail (when directed to an electronic mail address at which the Director or member has consented to receive notice).

Personal or telephone notice is effective when communicated. Electronic mail is effective when received. Notice by mail is effective five (5)

days after deposit in the U.S. mail, if mailed postpaid and correctly addressed, otherwise it is effective when received.

SECTION 8.3. NOTICE WAIVER. Any Director may waive notice of a meeting of the Board of Directors by signing a written waiver at any time, whether before, at, or after the time of meeting or providing other written or verbal confirmation that notice is waived.

Attendance of a Director at a meeting shall also constitute a waiver of notice of such meeting, and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when the Director objects, at the beginning of the meeting, to the transaction of business because the Director states the meeting is not lawfully called or convened. Such objection shall be recorded in the minutes of the meeting.

ACKNOWLEDGMENT

I hereby certify that the bylaws have been duly approved by the **BOARD OF DIRECTORS** of the Kinni Corridor Collaborative, Inc. at the regular board meeting on **12th day of June, 2019** and shall be effective immediately.

Katelyn Meyer, Secretary – Kinni Corridor Collaborative, Inc.