

# WEDGWOOD HISTORICAL ASSOCIATION BYLAWS

## ARTICLE I: DEFINITIONS

Section 1.01 Name. The “Corporation” shall mean: Wedgwood Historical Association, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation.

## ARTICLE II: PURPOSES, OBJECTIVES, GOVERNING INSTRUMENTS

Section 2.01 Purpose. Wedgwood Historical Association is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of the Corporation is to: promote awareness of and appreciation for the architecture and design of houses in the Wedgwood neighborhood; encourage home maintenance, renovations and rehabilitation that respect the historic home’s original character and style; and collect and record information and documents of historical significance pertaining to Wedgwood and its development.

Section 2.02 Powers. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Corporation is organized and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the Corporation may include but are not limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind.

Section 2.03 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.04 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### ARTICLE III: MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV: DIRECTORS

Section 4.01. Annual Meeting. A meeting of the Board of Directors shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 4.02 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than four (4) and not more than nine (9).

Section 4.03 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation.

- (a) All Directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- (b) Directors may serve terms in succession.
- (c) The term of the office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.
- (d) Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.
- (e) Election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

Section 4.04 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.05 Meetings.

(a) The Board shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by email or regular mail.

(b) Special meetings of the Board may be called at any time by the President or by a majority of the Directors then in office.

(c) Any Director may waive notice of any meeting in accordance with Texas law.

(d) The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself; in that case, another Director may excuse the President.

Section 4.06 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all members of the Board or any such Committee consent in writing, by email or regular mail, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such Committee shall be filed with the minutes of the proceedings of the Board or such Committee.

Section 4.10 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.13 Committees. The Board of Directors may, by a resolution adopted by a majority of the Directors then in office, designate one or more Committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Meetings and actions of the Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its members for the Board of Directors and its

members. The time for regular and special meetings of Committees may be determined by resolution of the Committees. Special meetings of the Committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the Committees not inconsistent with the provision of these Bylaws. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken by consent in writing by email.

Any Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board except that a Committee may not:

- (a) Take any final action on matters which also require Board members' approval or approval of a majority of all members;
- (b) Fill vacancies on the Board of Directors;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Appoint any other Committees of the Board of Directors or the members of these Committees;
- (e) Appoint any other Committees of the Board of Directors or the members of these Committees;
- (f) Expend corporate funds to support a nominee for Director; or
- (g) Approve any transaction:
  - (i) To which the Corporation is a party and one or more Directors have a material financial interest; or
  - (ii) Between the Corporation and one or more of its Directors or between the Corporation and any person in which one or more of its Directors have a material financial interest.

Section 4.14 Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other, including in person, internet video meeting, or telephonic conference call.

Section 4.15. Compensation for Board Director Services. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

## ARTICLE V: OFFICERS

Section 5.01 Election and Term of Office. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the Board at the annual meeting of the Board. Each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article V. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board and shall cause notice to be given of all meetings of the Board as required by these Bylaws, unless the President directs the Secretary to perform this task. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.04 Powers and Duties of the Vice Presidents. In the absence of the Board President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.06 Powers and Duties of the Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Section 5.10 Other Officers. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other Non-Director Officers of the Corporation. A Non-Director Officer has no voting rights.

Section 5.11. Compensation. Board Officers shall receive no compensation for carrying out their duties as Officers. The Board may adopt policies providing for reasonable reimbursement of Officers for expenses incurred in conjunction with carrying out the Officer's responsibilities.

#### ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND LOANS

Section 6.01 Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 6.02 Checks, Drafts. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.03 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board or a designated Committee of the Board may select.

Section 6.04 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

#### ARTICLE VII: INDEMNIFICATION

Section 7.01 Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 7.02 Additional Indemnification.

(a) The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the “Indemnitee”) from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee’s fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Section 2 shall be paid by the Corporation:

(i) If a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or

(ii) If a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.

(b) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Section 2, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section

2. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:

(i) The Corporation will be entitled to participate therein at its own expense; and,

(ii) Except as otherwise provided in the last sentence of this subpart ii, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Section 2 for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart ii. The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless:

(A) The employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action;

(B) The Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action; or

(C) The Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (ii).

Anything in this Section 2 to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnitee under this Section 2 for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such person will unreasonably withhold their consent to any proposed settlement.



(d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnitee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 2 or part (b) of this Section 2. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

(e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section 2 shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's Bylaws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 7.03 Limitation. No amendment, modification or rescission of this Article VII shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

#### ARTICLE VIII: DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, added to or repealed by the vote of a majority of the Directors then in office at any meeting of the Board.

## ARTICLE X: CONSTRUCTION

In the case of any conflict between the Certificate of Incorporation of the Corporation and these Bylaws, the Certificate of Incorporation shall control.

## ARTICLE XI: MISCELLANEOUS

11.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Board without a meeting, and a record of all actions taken by Committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

11.02 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

11.03 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, or member of a Committee with Board-delegated powers.

## ARTICLE XII: DOCUMENT RETENTION POLICY

12.01 Policy. Records should not be kept if they are no longer needed for the operation of the Corporation or required by law. From time to time, Wedgwood Historical Association may establish retention or destruction policies for specific categories of records in order to ensure legal compliance and/or to accomplish other objectives.

12.02 Litigation-Relevant Documents. The Corporation expects all Directors and Officers to comply fully with any published records retention or destruction policies and schedules. If corporate records are relevant to litigation or potential litigation, those records must be preserved until it is determined that the records are no longer needed.

12.03 Specific Categories.

(a) Corporate Documents. Corporate records include Articles of Incorporation, Bylaws, EIN application and IRS Form 1023. Corporate records should be retained permanently. Form 1023 must be available for public inspection upon request.

(b) Tax Records. Tax records include but are not limited to documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenue. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

- (c) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the Corporation.
- (d) Press Releases and Public Filings. The Corporation should retain permanently copies of all press releases and publicly filed documents.
- (e) Legal Files. Legal files should be maintained for a period of 10 years.
- (f) Marketing and Sales Documents, Contracts. Final copies of marketing and sales documents should be kept by the Corporation for three (3) years. Final execution copies of all contracts and agreements entered into by the Corporation should be retained for at least three (3) years beyond the life of the agreement.
- (g) Development and Intellectual Property. Documents detailing the development process should be kept permanently.
- (h) Correspondence. Correspondence should be saved for two years.
- (i) Audit Records. External audit reports should be kept permanently and internal audit reports for three (3) years.

Section 12.04 Electronic Mail. Email communication that needs to be saved should be either:

- (a) Printed in hard copy and kept in the appropriate file; or
- (b) Downloaded to a computer file and kept electronically or on an external storage device or disk. The retention period depends upon the subject matter, as covered elsewhere in this policy.

### ARTICLE XIII: TRANSPARENCY AND ACCOUNTABILITY

Section 13.01 Availability of Documents. The Corporation shall provide its IRS Forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge. These documents shall be available on the Corporation's website, once one has been established.

Section 13.02 Form 990. The Corporation shall submit Form 990 to its Board of Directors at least 10 days before the Form 990 is filed.

Section 13.03 Board.

- (a) All Board deliberations shall be open to the public, except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

#### ARTICLE XIV: CODE OF ETHICS AND WHISTLEBLOWER POLICY

Section 14.01 Purpose. The Corporation requires Directors and Officers to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation.

Section 14.02 Reporting Violations. If any Director or Officer reasonably believes that some policy, practice or activity of the Corporation is in violation of law, a written complaint must be filed by that person with the Board President or Vice President. Violations or suspected violations may be submitted confidentially or anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 14.03 Good Faith. Anyone filing a complaint must act in good faith and have reasonable grounds. Any allegations that prove to be unsubstantiated and to have been made maliciously shall be subject to civil and criminal review.

Section 14.04 Retaliation. The Corporation shall not retaliate against any Director or Officer who in good faith has raised or threatens to raise a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship. Any complainant is protected from retaliation only if he/she brings the alleged unlawful activity, policy or practice to the attention of the Corporation and provides the Corporation a reasonable opportunity to investigate and correct the alleged unlawful activity.

Section 14.05 Handling of Reported Violations. The Board President or Vice President shall acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board, and appropriate corrective action shall be taken if warranted by the investigation.

#### ARTICLE XV: AMENDMENTS TO ARTICLES OF INCORPORATION

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the Board of Directors.

These Bylaws were adopted at a meeting of the Board of Directors of Wedgwood Historical Association on April 7, 2021.