

**AMENDED and RESTATED BY-
LAWS**

Jefferson Alcoholic Foundation, Inc.

**An Alabama Nonprofit
Corporation**

**ARTICLE I
DEFINITIONS, PURPOSE, AND POWERS**

Section 1.1. Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

Annual Board Meeting. The term “Annual Board Meeting” in reference to a meeting of the Board shall mean the first meeting of the Board of Directors of each year, as described in Article V.

Articles of Incorporation. The term "Articles of Incorporation" shall mean JAFI’s Articles of Incorporation filed with the Judge of Probate of Jefferson County, Alabama on the 19th day of July 2006, or an revised version thereafter filed.

Board. The term "Board" shall mean JAFI’s Board of Directors.

By-Laws. The term "By-Laws" shall mean JAFI’s Amended and Restated By-laws except where reference is specifically made to any previous version of JAFI’s By-Laws or those of another entity or unit.

Director. The term "Director" shall refer to one or more of JAFI’s Board of Directors as provided in Article III.

JAFI: The term “JAFI” shall mean the Jefferson Alcoholic Foundation, Inc., an Alabama nonprofit corporation.

JAFI Staff: The term “JAFI Staff” shall mean any individual employed by JAFI to assist in the day-to day operations of JAFI or for any other purpose as established by the Board.

Majority. The term "Majority" shall mean at least fifty-one percent (51%) of the applicable total number.

Member(s): The term “Member(s)” shall mean any person who has paid membership dues to JAFI and intends to support the mission and purpose of JAFI.

Officer. The term "Officer" shall mean one or more of the executive positions as provided in Article IV.

President. The term "President" shall mean the President of JAFI as set forth in Article IV.

State. The term "State" shall mean the State of Alabama, unless otherwise specifically indicated.

Section 1.2. Statement of Purpose. JAFI has been organized as a nonprofit corporation under the laws of the State and shall operate exclusively for charitable purposes and for the express intent, but not limited to, the purposes set forth in the Articles of Incorporation and any amendments thereto.

Section 1.3. Powers. Except as limited by the Articles of Incorporation or these By-Laws, JAFI shall have and exercise such powers in furtherance of its purpose as are now or may hereafter be granted by the laws of the State of Alabama.

ARTICLE II **PRINCIPAL PLACE OF BUSINESS**

JAFI shall have and continuously maintain in the State a registered office and registered agent. JAFI's registered office and principal place of business shall be 2012 14th Avenue South, Birmingham, AL 35205. JAFI staff is vested with authority to expel any individual from the JAFI principal place of business who proves to be disruptive to JAFI operations.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1. General Powers. The Board is responsible for the overall policy and direction of JAFI and delegates responsibility for day-to-day operations to the JAFI staff. All of the business and affairs of JAFI shall be managed in a manner consistent with these By-Laws, the Articles of Incorporation, and other applicable law. The Board shall make appropriate delegations of authority to the Directors and JAFI staff. To the extent permitted by law, and by appropriate resolution, the Board may authorize one or more Board Committees.

Section 3.2. Number of Directors. The Board shall have no fewer than seven (7) directors and no more than thirteen (13) directors. This number shall be changed within the limits set by Alabama law and only by an amendment to the By-Laws as adopted by the Board of Directors.

Section 3.3. Election and Term. Directors shall be elected at any time by an appropriate resolution adopted by the Board, including to the extent necessary an amendment of the By-Laws adjusting the number of directors. If elected at the Annual Meeting of the Board, a newly elected director shall hold office until the Annual Meeting in the third calendar year following that director's election to the Board. If elected by the Board at a time other than the Annual Meeting, a newly elected director shall hold office until the Annual Meeting following the third anniversary of that director's election to the Board. Directors may serve no more than

one additional three year term following their initial term, whether the initial term is three full years or less. A former director may be re-elected following a one-year absence from the Board.

Any vacancy occurring in the Board shall be filled by a recommended successor director nominated by a Board Director and approved by the Board. A Director of the Board appointed to fill a vacancy shall be appointed for the unexpired term of such Director's predecessor in office.

Section 3.4. Board Director Financial Requirement. Each Board Director will be required to contribute monetarily each year JAFI. The amount of the donation will be left to the discretion of each Director.

ARTICLE IV **OFFICERS**

Section 4.1. Officers. The Officers of JAFI shall be a President, a Vice-President, a Secretary and a Treasurer. JAFI may, at the discretion of the Board of Directors, provide for additional or different categories of Officers, and may have Assistant Secretaries, and/or Assistant Treasurers. All Officers shall be selected from the Board of Directors. The duties of certain offices are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Board, or these By-Laws, be performed by the next Officer set forth in the following sequence: President, Vice President, Secretary and Treasurer.

Section 4.2. Appointment and Tenure. All Officers shall be elected every two years by the Board at its Annual Meeting for a term of two years, or until their successors have been duly elected and qualified, or until their death, resignation or removal.

Section 4.3. Resignations and Removal. Any Officer may resign at any time by giving written notice to the President, the Vice-President, or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may remove any Officer whenever, in the Board's best judgment, JAFI's best interests would be served.

Section 4.4. Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 4.5. President. The President shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board of Directors or these By-Laws. The President shall also have the ultimate responsibility to make certain that JAFI's conduct is consistent with the Articles of Incorporation and the policy of the Board. The President may sign, with the Secretary or Treasurer or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing shall be expressly delegated by the Board, by these By-Laws or by statute, to some other officer or agent of JAFI. In addition, the President shall exercise and perform such other powers

and duties as may be from time to time assigned to him/her by the Board of Directors or these By-Laws or as are incident to the office of President.

Section 4.6. Vice President. The Vice President shall perform such duties as may be assigned by the Board or the President. The Vice President shall chair the governance committee and will be responsible for all board nominations and shall provide the slate of officers for the Board. The Vice President will be responsible for Board training and development. In the absence or incapacity of the President, the Vice-President shall perform the duties of the President.

Section 4.7. Secretary. The Secretary shall, subject to the direction of the President, cause to be kept a record of the meetings of the Board; assure that all notices are given in accordance with the provisions of these By-Laws and as required by law; be custodian of JAFI's seal; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President, the Board, or these By-Laws.

Section 4.8. Treasurer. The Treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all of JAFI's funds and securities; to deposit the same in any bank or banks as the Board of Directors may designate and shall keep regular, full and accurate accounts of all receipts and disbursements, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, the Board, or these By Laws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with JAFI's fiscal affairs and keep the Board informed thereof. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board shall determine.

Section 4.9. Executive Committee (EC). The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee. This committee's duties and authority are described herein.

Section 4.10. Compensation. Officers, as such, shall not receive any Compensation for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning conflict of interest, nothing herein contained shall be construed to preclude any Officer from serving JAFI in any other capacity and receiving reasonable compensation for such services.

Section 4.11. Bonds of Officers. The Board may secure the fidelity of any or all of such Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board. The premium or premiums for such bond or bonds shall be paid out of JAFI's corporate funds.

Section 4.12. Delegation. The Board may delegate temporarily the powers and duties of any Officer, in the case of such Officer's absence or for any other reason, to any other

Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee subject to the general supervision of such Officer.

ARTICLE V **REGULAR MEETINGS.**

Section 5.1. Annual Meeting. The first meeting of the Board during each calendar year shall be the Annual Meeting.

Section 5.2. Regular Meetings. The Board shall have regular meetings, the frequency of which is consistent with JAFI's needs. The Board may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meetings. JAFI members may attend Regular meetings of the Board upon a properly made request to the Board at least three days in advance of said meeting.

Section 5.3. Special Meetings. Special meetings of the Board may be called by or at the direction of the President, the Vice President, or upon the request of a majority of the Directors of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof. The business to be conducted at a special meeting shall be limited to the matters described in the notice of that meeting, although other matters not requiring formal action may be discussed.

Section 5.4. Notice. Except as otherwise provided herein, notice of the time and place of any regular meeting of the Board shall be mailed (including an electronic transmission) at least three (3) days prior to the meeting. In the case of a special meeting a written notice including the general nature of the business to be considered shall be given at least two days prior to the meeting. If agreed to by a majority of the directors holding office, a special meeting of the Board may be held after notice to each Director by telephone, email, or in person at least two (2) days before the meeting, in which case no written notice of the meeting or of the business to be conducted shall be required. The attendance of a Director of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a Director of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 5.5. Quorum. A majority of the Directors of the Board holding office shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation, or these By-Laws. If less than a majority of the Directors holding office are present at such meeting, fifty-one percent (51%) of the Directors of the Board present may adjourn the meeting from time to time without further notice, until a quorum shall be present. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjustment, notwithstanding, the withdrawal of enough directors to leave

less than a quorum as fixed above, or the refusal of any director present to vote.

Section 5.6. Attendance. Each Director of the Board shall be required to put forth his or her best faith efforts to attend all Board meetings. Attendance shall be either in person or by telephonic/electronic connection whereby the distant Director and those Directors present in person may all hear and may speak to and be heard on the matters raised therein.

Section 5.7. Compensation. Directors of the Board, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning conflict of interest, nothing herein contained shall be construed to preclude any Directors of the Board from serving JAFI in any other capacity and receiving compensation therefore.

ARTICLE VI **COMMITTEES**

Section 6.1. The Board shall make appropriate delegations of authority to the Officers and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board Committees to perform such acts and to exercise such authority as the Board may delegate, as provided herein. Each committee shall be created by a majority vote of the Board, and may be dissolved by a majority vote of the Board. Each Committee shall be chaired by a Director. The Board of Directors shall determine which Directors shall Chair which Committees by a majority vote of the Board. The Board of Directors shall determine how many Directors each Committee shall have by a majority vote of the Board. All Committee participant shall be approved by a majority vote of the Board. JAFI membership is not a pre-requisite to service by any individual on a Committee.

Section 6.2. No Committee shall be given authority to amend, alter, or repeal the bylaws; (ii) elect, appoint, or remove any participant of any committee or any director or officer of JAFI; (iii) amend the certificate of formation, (iv) restate the certificate of formation, (v) adopt a plan of merger or consolidation with another corporation or other entity, (vi) authorize the conversion of JAFI into another form of entity; (vii) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of JAFI; (viii) authorize the voluntary dissolution of JAFI or revoke proceedings thereof; (ix) adopt a plan for the distribution of the assets of JAFI or (x) amend, alter, or repeal any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by the committee.

ARTICLE VII. **MANNER OF ACTING OF BOARD OF DIRECTORS**

Section 7.1. Formal Action by the Board. The act of the majority of the Directors of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these By-

Laws.

Section 7.2 Informal Action by Board and Action by Written Consent. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all Directors of the Board.

Section 7.3. Resignations and Removal. Any Director of the Board may resign from the Board at any time by giving written notice to the President, Vice President, or the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director of the Board may be removed from office at any time with or without cause by the vote for removal by two-thirds of the Directors of the Board.

Section 7.4 Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a recommended successor Director nominated by a Board Director and approved by the Board. A Director of the Board appointed to fill a vacancy shall be appointed for the unexpired term of such Director's predecessor in office.

Section 7.5. Attendance. Each Director of the Board shall be required to put forth his or her best faith efforts to attend all meetings.

Section 7.6. Compensation. Board Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning conflict of interest, nothing herein contained shall be construed to preclude any Board Director from serving JAFI in any other capacity and receiving compensation therefore.

Section 7.7. Procedure. The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these By- Laws or applicable law. In the absence of the Board adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of procedure to be followed.

Section 7.8. Board Director Financial Requirement. Each Board Director will be required to contribute monetarily each year to JAFI. The amount of the donation will be left to the discretion of each Director.

ARTICLE VIII **JAFI MEMBERSHIP**

Section 8.1. Membership. JAFI membership is open to any individual who pays dues to JAFI and meets any other requirements which may be set by the Board of Directors by resolution. JAFI staff shall keep and maintain a roll of current JAFI membership, and shall report same to the Board of Directors on a regular basis.

Section 8.2. Membership Dues. The amount of JAFI's membership dues shall set by the Board of Directors by resolution. This amount may be changed from time to time at the discretion of the Board of Directors.

Section 8.3. Membership Meetings. Membership meetings shall be held at any time at the discretion of the Board of Directors or by one-third (1/3 petition) of the JAFI membership. JAFI shall hold at least one (1) Membership Meeting per year, the time and place of which shall be at the discretion of the Board. Notice of all Membership Meetings shall be posted in the facility, the website and social media at least fourteen (14) days in advance of such meetings.

Section 8.4. Benefits of JAFI membership. JAFI members may have use of JAFI's facility during its hours of operation, shall be eligible to vote on certain matters relating to JAFI, and have the opportunity to support JAFI's mission and purpose.

Section 8.5. Voting. Current JAFI members shall be eligible to vote on certain matters relating to JAFI, as set forth herein. Thirty-three percent (33%) of the JAFI membership shall constitute a quorum. An approval by vote of the JAFI membership shall be required for the following:

- More than a 15% per annum increase in membership dues;
- Any one time expenditure greater than \$10,000.00 that are beyond the scope of daily operations or needs;
- Any capital investment greater than \$10,000.00; and/or
- Any potential relocation of JAFI's principal place of business.

These voting rights of the JAFI membership shall not be altered or changed except by vote of the JAFI membership.

ARTICLE IX **MISCELLANEOUS**

Section 9.1. Contracts. The Board may authorize any Officer or agent of JAFI, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute any instrument in the name of and on behalf of JAFI, and such authority may be general or confined to specific instances. Such authority shall be set forth in a resolution adopted by the Board.

Section 9.2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in JAFI's name shall be signed by such Officer or Officers, agent or agents of JAFI and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 9.3. Deposits. All of JAFI's funds shall be deposited from time to time to the credit of JAFI in one or more such banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by

the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these By-Laws, as it may deem necessary.

Section 9.4. Gifts. The Board may accept on behalf of JAFI any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of JAFI. If the contribution, gift, bequest, or devise is made pursuant to a stipulation of use for a specific purpose, the Board shall consider the ramification of satisfying the stipulation and the suitability of the stipulation within the context of JAFI's purposes and goals, before accepting such gift. The Board shall accept such restricted gifts only after adopting an appropriate resolution documenting JAFI's ability, means and intent to satisfy the stipulation.

Section 9.5. Books and Records. JAFI shall keep correct and complete books and records of account and shall also keep records of the actions of JAFI, which records shall be open to inspection by Board Directors and JAFI members at any reasonable time.

Section 9.6. Annual Operation and Fiscal Report. The President shall cause an Annual Operation and Fiscal Report to be submitted to the Board no later than one hundred twenty (120) days after the close of each fiscal year of JAFI.

Section 9.7. Tax Returns and Reporting. The President, in consultation with the Treasurer, shall cause any and all required governmental reports and returns to be prepared and submitted in consultation with the Treasurer, shall cause any and all required governmental reports and returns to be prepared and submitted at the required date for such submission.

Section 9.8. Fiscal Year: Accounting Election. The fiscal year of and method of accounting for JAFI shall be as the Board shall at any time determine.

Section 9.9. Seal. The Board shall provide a corporate seal, if they so desire, for use by JAFI.

Section 9.10. Effective Date. Unless otherwise specified herein, any notice required or permitted to be given to the provisions of the Articles of Incorporation, these By-Laws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered, or, if sent by mail, as of the date two (2) days following the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in JAFI's records or, is sent by electronic means, as of the date of its availability to the recipient.

Section 9.11. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Alabama Business Corporation Act or Alabama Nonprofit Corporation Act of the State or under the provisions of the Articles of Incorporation, these By-Laws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of

such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 9.12. Loans To Board Directors and Officers Prohibited. No loans shall be made by JAFI to any Director or to any Officer. The Directors who vote for or assent to the making of a loan to a Director or Officer, and any Director or Officer participating in the making of such loans, shall be jointly and severally liable to JAFI for immediate repayment of the amount of such loan.

Section 9.13. Indemnification of Board Directors, Officers and Others. JAFI shall indemnify any Board Director, Officer or former Board Director or Officer for liabilities, expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such Board Director or Officer, except in relation to matters as to which such person shall have been guilty of misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Alabama Nonprofit Corporation Act of the State. By resolution of the Board, JAFI may, under comparable terms and limitations, indemnify JAFI's Directors, employees and agents with respect to activities within the scope of their services.

Section 9.14. Insurance. Nothing herein provided shall limit or otherwise affect JAFI's power to purchase and maintain insurance on behalf of any person who is or was an Officer, Board Director, employee or agent of JAFI or is or was serving at the request of JAFI, against any liability against him/her and incurred by him/her in any such capacity or arising out of his status as such, whether or not JAFI would have the power or would be required to indemnify him against such liability under the provisions of these By-Laws or any applicable law. To the extent such insurance operates to protect any person against liability and cover the person's costs and expenses relating to such claim, JAFI's obligation to indemnify shall be deemed satisfied.

Section 9.15. Revocability of Authorization. No authorization, assignment, referral or delegation of authority by the Board to any committee, Officer, agent or other official of JAFI, or any other organization which is associated or affiliated with, or conducted under the auspices of JAFI, shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

Section 9.16. JAFI Employees. The Board of Directors may employ such personnel as it deems necessary or desirable for JAFI's efficient operation.

Section 9.17. Conflict of Interest. Any contract or other transaction between JAFI and one or more of the Directors, or between JAFI and any other corporation, firm, association or other entity in which one or more Directors has an influential interest or personal relationship, shall be authorized or entered into by JAFI only after all of the following conditions are met:

- A. The relevant and material facts as to such Director's or Officer's interest in such contract or transaction and as to any personal relationship were disclosed in good faith in

advance, by such Director or Officer, to the Board, and such facts are reflected in the minutes of the Board Meeting; and

- B. The relevant and material facts, if any, known to such interested Director or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to JAFI's interest were disclosed in good faith in advance by such Director or Officer to the Board, and such facts are reflected in the minutes of the Board Meeting; and
- C. Such interested Director or Officer has, as determined by the judgment of the Board: (i) made the disclosures and fully responded to questions concerning the matters referred to in (A) and (B) above; (ii) fully met the burden of proof that the contract or transaction is fair and reasonable to JAFI at the time such contract or transaction is authorized; and (iii) not otherwise significantly influenced the action of the Board with respect to the contract or transaction; and all such determinations by the Board are reflected in the minutes of the Board Meeting; and
- D. The Board authorizes such contract or transaction by a vote of at least two-thirds (2/3) of the Board Directors present at a Meeting at which a quorum was present, and such interested Board Director or Officer, who may be counted in determining the preset of a quorum, was not counted in determining the two-thirds (2/3) vote; and
- E. Such interested Director or Officer was not present at such time as the vote was taken. The Board may adopt conflict of interest policies for the Corporation including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by Board Directors, Officers, professional advisors, key employees, and other JAFI officials, disclosing any existing and potential conflicts of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

Section 9.18. Rules. The Board may adopt, amend or repeal rules (not inconsistent with these By-Laws) for the management of JAFI's internal affairs and the governance of its Officers, Agents and Board Committees.

Section 9.19. Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these By-Laws shall, if a voting Director thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 9.20. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

Section 9.21. Articles and Other Headings. The Article and other headings contained in these By-Laws are for reference purposes only and shall not affect the meaning or interpretation of these By-Laws.

ARTICLE X
AMENDMENTS TO ARTICLES AND BY-LAWS

Section 10.1. Articles of Incorporation. The power to make, alter, amend, repeal, or adopt the Articles of Incorporation shall be vested in the Board of Directors.

Section 10.2. By-Laws. The power to make, alter, amend, repeal, or adopt JAFI's By-Laws shall be vested in a majority vote of JAFI's Board of Directors, as established herein, so long as they are not inconsistent with the provisions of the Articles of Incorporation.

ADOPTED _____, 2017.