

International Drum Horse Association, Inc.

BYLAWS

These Bylaws govern the affairs of the International Drum Horse Association, Inc., an Ohio, nonprofit corporation.

Article I - Name

The name of the non-profit corporation shall be International Drum Horse Association, Inc. and will be referred to herein as the “corporation” and from time to time referenced as the “IDHA”, or as the “International Drum Horse Association”. After proper discussion and vote, the American Drum Horse Association shall henceforward be officially named and called the International Drum Horse Association.

(Rev. 10/25/2012)

Article II - Membership

Section 1. Types of Membership

The memberships will consist of the following:

- 1) Annual Individual membership which allows the member one vote
- 2) Annual Family membership which allows a family two votes
- 3) Lifetime Individual Membership which allows the member one vote
- 4) Lifetime Family Membership which allows a family two votes
- 5) Associate Individual Membership which has no vote privileges
- 6) Associate Family Membership which has no vote privileges
- 7) Junior Membership non voting membership for youth under age 18

In order to have one of the memberships with voting privileges the member must own a horses registered with the IDHA. A member must be in good standing to vote.

Section 2, Dues

- (a) Annual dues of each class of Membership shall be established by the Board of Directors.
- (b) Annual dues will become due and payable on January 1 of each year. The membership runs January 1 through December 31.
- (c) If renewal dues are received late (after Jan 31) there will be a late fee required for reinstatement.

Section 3. Removal

- (a) Any Member delinquent in payment of dues by more than 30 days will cease to be a member on the 31st day after the due date.
- (b) The Board of Directors by affirmative vote of two-thirds of the Board present and voting, after appropriate notice and hearing, may suspend or expel any Member for cause, including but not limited to any act or conduct which may cause disrespect for or lack of public confidence in the Corporation, or violation of any provision of these Bylaws or any rule, regulation, or order adopted pursuant to these Bylaws.
- (c) A member in good standing is one whose dues and fees are paid, and whose rights are not suspended or revoked due to disciplinary action.

Section 4. Resignation

Any Member may resign by filing written resignation with the President. A resignation does not relieve a member of an obligation to pay dues, assessments, or other charges accrued and unpaid.

Section 5. Transfer of Membership

Membership in the IDHA is not transferable or assignable.

Section 6. Cessation of Property Interest

All rights, title, and interest, both legal and equitable, of a Member in and to any property of the Corporation ceases in the event of any of the following: (1) expulsion or termination of Membership; (2) failure to pay dues owed to the Society; (3) resignation; or (4) death.

Section 7. List of Members

Each year, the Corporation, will maintain a list of its Membership. Members are responsible to notify the Corporation in writing of any change to their contact information. The Corporation will publish the membership information on the website and make it available for breed promotional purposes. The Society will not sell its membership list or provide it for purposes other than Society purposes. It is the responsibility of the member to keep their contact information current. The Corporation accepts no liability for missed notices or any other issues due to error in the contact information of a member.

Section 8. Fees

The Board of Directors may set fees in amounts and purposes the Board determines to be in the best interest of the Corporation.

Article III - Purposes of the Association

The International Drum Horse Association was founded to promote and preserve the Drum Horse here in America. The Corporation will educate the public about the breed while serving all its members by tracing and recording all the bloodlines, registrations, breedings and other information regarding the breed.

The Organizations mission is to fill the niche demand for a tall athletic heavy riding horse, and do so with a new breed rather than creating other types within other breeds. This preserves the Clydesdale, Shire and Gypsy Horse breeds as they should be, and provides a new breed to fill the desire of a riding horse with the best attributes of these other breeds. We will do this with full focus and attention on creating and promoting the International Drum Horse into a true breed for the future.

Neither any donation made to the Corporation nor any fund or property arising there from, in whatever form it may take, shall be diverted from the purposes herein set out. The Corporation will exercise all the powers and duties set forth in these Bylaws and will have and exercise any and all powers, rights and privileges, which a non profit corporation organized in the state of Ohio, may now or hereafter have or exercise. The Corporation is organized for nonprofit purposes only.

Article IV - Board of Directors

1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors, shall generally consist of a total of five (5) directors, the number can be increased by action of the current board, but can never be less than three (3).

The Bylaws and “Rules and Regulations” affecting registration of International Drum Horses, Foundation Horses, and Cross bred Drum Horses, shall be subject to change by the Board of Directors based upon vote taken of the voting membership.

The Board of Directors shall have the power and authority to enforce such “Rules and Regulations” not contrary to law or the Articles of Incorporation or these Bylaws as they may deem expedient concerning the conduct, management and activities of the International Drum Horse Association, the admission, classification, qualification, suspension and expulsion of members, removal of officers, the rules of regulations governing the procedure of such suspension, expulsion and removal, the fixing and collecting of dues and fees, regulations regarding maintaining the stud book, registration, expenditures of money, auditing of books and records, awarding of championships, conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to

the general purposes of International Drum Horse Association, all, subject to revision or amendment.

The Board of Directors may act without convening and meeting by written resolutions signed by all Members thereof and duly entered into the Society records, at all meetings of the Board, a majority in attendance shall constitute a quorum.

2 A Change in Bylaws, Rules and Regulations and Standard.

Changes in bylaws, rules and regulations are subject to membership vote. Any member can propose a change in writing, which will be considered by the Board of Directors for submission to membership for vote. Upon a determination by the board that the change submitted has merit or is one that should be considered by the members, that proposed change will be first presented to the membership via email and posting on the Corporation's website and then presented to the membership for a vote via email. No change will be made without an affirmative vote from more than 50% of the members casting votes.(revised 08,11,2024)

2B Proxy Voting Voting members may appoint another member as their representative to vote for them by proxy. Proxy voting may be cast only by mail or email, by the assigned representative sending in or attaching proxy ballots signed by the voting member granting proxy to the representative. Proxy designation forms will be available for download on the Corporation's website. (revised 08,11,2024)

2. **Regular Meetings**. A regular meeting of the Board of Directors shall be held annually. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution requires. Regular Meetings can be held in person, or by teleconference via private password protected internet bulletin board.

3. **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Special meetings can be

held in person, or via teleconference or via password-protected internet bulletin board.

4. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least twenty one (21) days previously thereto by a written notice delivered personally or mailed to each Director at his business address, or by fax, or telephone or email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by fax, such notice shall be deemed to be delivered when the fax transmission is sent and confirmed. If sent by email, such email shall be sent with a read request attached. Such notice shall be deemed to have been delivered upon return of the read receipt. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because 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 of Directors need be specified in the notice or waiver of notice of such meeting.

6. **Quorum.** A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7. **Manner of Acting.** The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors.

8. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors or put up for election. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The Board of Directors can choose to increase and decrease the number of Directors as long as the number is never less than three (3) and as long as it does not affect a term already held by an active Director. If a vacancy is created by an increase in number of Directors, that vacancy will be filled by majority vote of all members qualified to vote.

9. **Compensation.** No Director shall receive compensation for attending and participating in each regular or special meeting of the Board of Directors. Each Director shall be reimbursed for his actual expenses incurred in the performance of his duties only if approved by the Executive Officers.

10. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors in which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

11. **Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one (1) or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, company or association of which one or more of its directors are members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

12. **Action by Directors without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board of Directors, as the case may be. Members of the Board of Directors, or members of any committee designated by such Board, may participate and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to a conference call or similar communications equipment shall constitute presence in person at such meeting.

13. **Reliance on Reports, Etc.** A Director in the discharge of duty imposed or power conferred on such Director, may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person, that were prepared or presented by officers or employees of the Corporation, legal counsel, public accountants, or a committee of the Board of Directors of which the Director is not a member.

Appointments The Board of Directors has the authority to appoint or hire a Registrar for the Corporation to record and issue registration certificates, and has authority to appoint or hire an Executive Director of the Corporation to manage the day to day activities as directed by the President and the Board of Directors. In addition, the Board of Directors can also terminate the appointment or hiring of these positions. These appointments can be held simultaneously by a director and/or officers of the Corporation, but it is not required that the Registrar, nor the Executive Director be on the Board of Directors, or be an Officer of the Corporation.

14. **Removal** A Director can be removed for reasons as established in Article II, Section 3, in addition a Director can be removed for not attending at least 75% of all Board of Directors meetings within a given year. This removal is subject to a majority vote of the remaining Board of Directors.

Article V – Executive Officers

1. **Number.** The Officers of the Corporation shall be a President, one (1) one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary cannot be held by the same person. A committee duly designated may perform the functions of any officer and the functions of any two or more Officers may be performed by a single committee, including the functions of both President and Secretary.

2. **Election and Term of Office.** The Executive Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, for a term of one (2) years. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. **Removal.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without the prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

4. **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5. **The President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the Corporation. He or she may agree upon and execute any deeds, mortgages, bonds, contracts, and other obligations in the name of the Corporation or assign

these powers. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. To be elected to the office of President the person must be a Director serving on the Board of Directors.

6. **The Vice President(s)**. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such duties as from time to time may be assigned to him or her by the President, or by the Board of Directors. To be elected to the office of Vice President the person must be a Director serving on the Board of Directors.

7. **The Secretary**. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, if any, and see that any seal of the Corporation is affixed to any documents, the execution of which, on behalf of the Corporation, under such a seal, if any, is duly authorized; (d) shall have charge of the Corporation books; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary need not be a Director on the Board to be elected as Secretary of the Corporation.

8. **The Treasurer**. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. He or she shall: (a) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories in the manner prescribed by the Board of Directors; and (b) in general, perform all of the duties incident to the office

of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer need not be a Director on the Board to be elected as Treasurer of the Corporation.

9. **Compensation.** No officer shall receive compensation for any service he may render to the Corporation except to the extent otherwise determined by the Board of Directors. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

10. **Reliance on Reports, Etc.** An officer, in the discharge of duty imposed or power conferred on such officer, may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person that were prepared or presented by other officers or employees of the Corporation, legal counsel, or public accountants.

Article VI - Committees

1. **Committees** Committee consisting of three or more people may be formed. These can be standing committees, or temporary committees formed for a specific project. Each committee will be overseen by the Executive Director, or the President, or the Board of Directors.

2. **Term of Office.** Each member of a Committee shall continue as such until the next Annual Meeting and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof. If a member voluntarily chooses to resign from a committee a replacement can be appointed immediately, or vacancy left as long as there is not less than three on the committee.

3. **The Committee Chairman.** One member of each Committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof or elected by the committee members.

4. **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. **Quorum.** A majority of the whole Committee shall constitute a quorum and the act of a majority of the members shall be the act of the Committee.
6. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VII Elections

1. There will be elections held to elect members to serve as Directors on The Board of Directors. All members with voting privileges will vote for directors. For a member to be elected to a Director position they must be a member in good standing, for at least 90 days prior to the designated election date. For a member to run for a Director or Officer position they must have a voting type membership.
2. **Schedule of Elections** Directors will serve a term of 3 years.
3. **Term Limits** There are no term limits.
4. **Conflict of Interest.** No person shall serve on the Board of Directors of this corporation while simultaneously serving on the Board of Directors of another Drum Horse Registry.

Article VII - Contracts, Checks, Drafts, Bank Accounts, Etc.

1. **Contracts.** The Board of Directors, except as otherwise provided by these By-Laws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of

Directors or expressly authorized by these By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or for any amount.

2. **Loans.** No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by a vote of the Board of Directors.

3. **Checks, Drafts, Etc.** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation shall be signed by the Treasurer on behalf of the Corporation or by such other Directors or officers in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. **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 or other depositories as the Board of Directors may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Article VIII - Self-Dealing; Indemnification

1. **Transactions with Directors and Officers.** All contracts, transactions and acts entered into by the Directors or Officers on behalf of the Corporation shall be at arm's length and not a violation of the limitations provided in the Articles of Incorporation or these By-Laws against the Corporation's use or application of its funds for private benefit; provided further that no contract or transaction shall be entered into on behalf of the Corporation if such contract or transaction is a prohibited transaction or would result in the denial of the tax exemption of the Corporation under any section of the Internal Revenue Code of the United States and its Regulations as they now exist or as they may hereafter be

amended, or if such contract or transaction is at prices or rates which are not competitive with or more favorable to the Corporation than prices or rates otherwise prevailing on the market for similar or comparable goods, services or arrangements. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

2. **Indemnity of Directors and Officers.**

(a) **Generally.** Except as provided in Subsection (f) of this Section 2, the Corporation shall indemnify every officer, member of the Board of Directors and committee member (each, an “**Indemnified Party**”) to the fullest extent permitted under Ohio law, as the same currently exists or may hereafter be changed (but, in the case of any change, only to the extent that such a change permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against any and all liabilities and expenses, judgments, penalties (including excise and similar taxes and punitive damages), fine settlements and reasonable expenses (including without limitation attorneys fees) actually incurred by such Indemnified Party in connection with any civil, criminal, administrative, arbitrate or investigative action, claim, demand, suit, or other proceeding to which he or she was or is made a party or is threatened to be made a party to or is involved pending or completed Proceeding, or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding by reason of being or having been an officer, Director, or committee member. This indemnification shall also apply to any liability and expenses incurred with the settlement of any Proceeding, if such settlement is approved in advance by the then Board of Directors. The Corporation may also indemnify and forever hold each Indemnified Party free and harmless against any and all personal liability to others on account of any contract or commitment made by them, in good faith, on behalf of the Corporation. Additionally, the Corporation expressly acknowledges that the indemnification

conferred under this Section may include the indemnification of an Indemnified Party arising out of or related to the negligence or strict liability of the Indemnified Party.

(b) **Continuation.** Indemnification under this Section 2 shall continue as to each Indemnified Party who has ceased to serve in the capacity, which initially entitled such Indemnified Party to the indemnity hereunder. The rights granted pursuant to this Section 2 shall be deemed contract rights, and no amendment, modification or repeal of this Section 2 shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal.

(c) **Advance Payment.** The right to indemnification conferred in this Section 2 shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by an Indemnified Party who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Indemnified Party's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any Indemnified Party in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Party of his or her good faith belief that he has met the standard of conduct necessary for indemnification under this Section 2 and a written undertaking, by or on behalf of the Indemnified Party, to repay all amounts so advanced if it shall ultimately be determined that the Indemnified Party is not entitled to be indemnified under this Section 2 or otherwise.

(d) **Appearance as a Witness.** Notwithstanding any other provision of this Section 2, the Corporation will pay or reimburse expenses incurred by an Indemnified Party in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

(e) **Non exclusivity of Rights.** The right to indemnification and the advancement and payment of expenses conferred in this Section 2 shall not be exclusive of any other right which an Indemnified Party may have or hereafter acquire under any law.

(f) **Limitation on Indemnification.** No indemnification shall be provided under this Section 2 to any Indemnified Party with respect to any Proceeding in which an Indemnified Party shall be determined

- (1) not to have acted in good faith;
- (2) not to have reasonably believed;
 - (A) in the case of conduct in his official capacity as a Director of the Corporation, that his conduct was in the Corporation's best interests; and
 - (B) in all other cases, that his conduct was at least not opposed to the Corporation's best interests; and
- (3) in the case of any criminal proceeding, had not reasonable cause to believe his conduct was unlawful.

Article IX - Miscellaneous Provisions

1. **Principal Office.** The Corporation's principal office will be determined, designated and changed by the Board of Directors as the needs of the Corporation should require. The Corporation may have such other offices, as the Board of Directors may determine and may make changes to the location of these offices as required by the Corporation.
2. (revised 08,11,2024)
3. **Registered Office and Registered Agent.** Until the Board of Directors otherwise determines, the registered office and registered agent of the Corporation required by the State of Ohio, shall be the registered office and registered agent as stated in the Articles of Incorporation, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and

need not be identical to the principal place of business of the Corporation.

4. **Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by mail, email or fax, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.
5. **Financial Records and Annual Reports.** The Corporation shall maintain true and accurate current financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Director, Officer or other member.
6. **Procedure.** Meetings of the Board of Directors shall be conducted in an orderly procedure as shall be determined by the presiding officer at such meetings. The presiding officer shall make all rulings and decisions on any motion or question to come before such meetings and his ruling shall be final and decisive. Roberts Rules of Order shall prevail at all meetings.
7. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.
8. **Seal.** The Board of Directors may authorize a corporate seal.
9. **Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation of the Corporation.

Article X - Amendments

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the Directors at any time subject to the rules set forth.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation voted upon and adopted by Special General Meeting of the members August 10, 2024, effective August 11, 2024.

Deb Garner - President

Loretta Bradfield – Vice President

Sandra Vavrek – Secretary

Elise Kilmer – Treasurer

Nancy Graham – Registrar

LaToya McSherry – Director

George Fernandes - Director

These Bylaws Adopted July 1, 2006

Revised Bylaws Adopted October 25, 2012

Revised Bylaws Adopted August 11, 2024