

AMENDED AND RESTATED BYLAWS OF NEBRASKA PHARMACISTS ASSOCIATION

ARTICLE I OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the city of Lincoln, County of Lancaster. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERS

Section 1. Active Members

Active Members shall consist of any pharmacist in good professional standing licensed or residing in Nebraska and shall be entitled to all rights, privileges, and benefits of the Association. Each applicant for active membership shall designate his or her voting address annually at the time of application for membership.

Section 2. Retired Members/Inactive License

Retired Members shall consist of any pharmacist who retires from his or her profession, and whose license is inactive. Applications for membership in Retired Members classification will be subject to approval by the Board of Directors, or their designee. Retired Members shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office and voting.

Section 3. Friends of Pharmacy Members

Friends of Pharmacy Members shall include non-pharmacist service wholesalers and manufacturers serving pharmacy in Nebraska, faculty of Creighton University School of Pharmacy & Health Professions, faculty of the University of Nebraska College of Pharmacy, faculty of any other recognized College / School of Pharmacy, pharmacy owners, financial institutions, health care associations, and others that are not licensed pharmacists but are interested in promoting the profession of pharmacy. Friends of pharmacy members shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office and voting.

Section 4. Student Members

Student Members shall include any student regularly enrolled in Creighton University School of Pharmacy & Health Professions, or the University of Nebraska College of Pharmacy, or any legal resident of Nebraska or other state attending an approved College / School of Pharmacy in the United States. Student applications may be subject to verification by the Dean of the student's College / School prior to acceptance. A student member shall be entitled to attend all meetings of the Association and to such other benefits as may be granted by the bylaws. A student member shall not be entitled to vote (except as stated in Article V, Board of Directors), but may, at the discretion of the President, be appointed to voting membership on committees of the Association.

Section 5. Life Members

Any active member after distinguished service recommended to and approved by the Board of Directors may be voted a life membership. Life members shall be entitled to all rights, privileges, and benefits of the Association, and must reapply for membership each year. The Board of Directors may also originate or entertain a resolution for approval of life membership in any of the other classifications of membership.

Section 6. Honorary Members

The Board of Directors may confer honorary membership upon any person who has rendered exceptional service to the profession of pharmacy or to this Association. Honorary members shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office and voting, and must reapply for membership each year.

Section 7. Pharmacy Technician Members

Pharmacy Technician Members shall consist of individuals who are registered as pharmacy technicians in the State of Nebraska and shall be entitled to all rights, privileges, and benefits of the Association, except those of holding office and voting. Pharmacy Technician Members may vote on issues within the Pharmacy Technician membership group and may vote on a chairman for the Pharmacy Technician membership group. The chairman of the Pharmacy Technician membership group shall be a voting member of the Board of Directors. At the discretion of the President, Pharmacy Technicians may be appointed to committees as voting members of that committee.

Section 8. Exclusion of a Member

Five active members in good standing may file a written complaint with the Chief Executive Officer of the Association for the expulsion of a member. Such member against whom a complaint has been filed shall be given fifteen (15) days notice in writing by registered mail notifying such member of such complaint and furnishing him or her with a copy thereof. Such notice shall set a date for an opportunity to appear before the Board of Directors at which time the complaint shall be discussed and resolved and the Board of Directors shall have authority to expel such member in the event such complaints are sustained.

ARTICLE III **DUES & FEES**

Section 1. Association Year

The membership dues to the Association shall cover the calendar year from January 1st to December 31st. Such dues are payable on or before January 1st of each year.

Section 2. Establishment of Dues

Annual dues shall be established for each category of membership by the Board of Directors. All dues shall be paid to the Association and shall constitute the funds for furthering the purposes of the Association.

Section 3. Remission of Dues

The Board of Directors may, for good cause shown, prior to suspension for failure to pay dues by any member, remit or abate such dues in whole or in part or waive or suspend payment of dues of any member for such period of time as it may deem appropriate.

Section 4. Delinquency and Reinstatement

All dues not paid by January 1st of the current calendar year shall be considered delinquent. All members who fail to pay delinquent dues prior to January 31st shall be suspended from membership in this Association. Whenever a member suspended for nonpayment of dues shall make payment of current annual dues, he or she shall be reinstated as a member for that calendar year.

Section 5. Fees

Nothing herein contained shall be construed to limit the power of the Association, Board of Directors, or any of its Networks or committees, to assess fees.

ARTICLE IV **ANNUAL MEMBERSHIP MEETING**

Section 1. Date & Place

An annual meeting of the members shall be held on such date, at such place, and shall proceed in an order of business designated by the Board of Directors, or their designee, and shall be presided over by a the President of the Board, or a member of the Executive Committee. The annual meeting may also be held by use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 2. Resolutions

The Board of Directors shall give respectful consideration to resolutions and recommendations presented to it at annual or special meetings. Resolutions passed by the membership shall be acted upon by the Board of Directors with due consideration to sound fiscal responsibility and the overall interests of the Association.

Section 3. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4. Quorum

One-third of the members attending the annual membership meeting shall constitute a quorum for business conducted at such annual meeting.

Section 5. Notice

Notice of the date, time and location of the annual meeting of the membership shall be sent or published at least 30 days prior to such meeting.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. General Powers

The Board of Directors shall manage the affairs of the Association.

Section 2. Number, Tenure and Qualifications

The Board of Directors shall consist of a maximum of 23 members in good standing with the Association:

- A. Three (3) elected officers; Immediate Past President, President, and President-Elect, and
- B. Chief Executive Officer (non-voting), and
- C. Six (6) District Board Members (two elected from each of the three districts in alternating years, for overlapping three year terms, district boundaries shall be determined by the Board of Directors), and
- D. A maximum of ten (10) Board Members elected by eligible Specialty Practice Interest Networks each serving a three (3) year term, as determined by the Board of Directors, and
- E. Two (2) Pharmacy Student Board Members (one each from Creighton University School of Pharmacy & Health Professions and the University of Nebraska College of Pharmacy) who serve terms of one (1) year, and
- F. One (1) Pharmacy Technician Board Member who will serve a term of three (3) years.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, at the same time and in the same place as, the annual meeting of members. The President or the Board of Directors, by resolution, may provide the time and place for holding of additional regular meetings.

Section 4. Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board of Directors. No special meeting may be held without notification of all Officers and Board Members.

Section 5. Quorum

One-third of the Board of Directors, in office immediately before the meeting commences, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the directors are present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Compensation

All members of the Board of Directors shall serve without remuneration, except however, they may be reimbursed by the Board of Directors for any expense incurred while acting pursuant to any resolution duly passed by the Board of Directors.

Section 8. Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director chosen to fill the vacancy shall complete the unexpired term of his or her predecessor in office. Vacancies may occur due to the death or resignation of a director, when a director moves out of the district he or she is representing, or if the director ceases to be a licensed pharmacist in Nebraska.

Section 9. Other actions

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

Section 10. Nomination and Election

It shall be the duty of the Board of Directors or Board appointed committee prior to the last quarter of each calendar year to select or recommend candidates for officer and/or director positions. Such names shall be submitted to the membership during the last quarter of the calendar year. The Board of Directors shall make all final decisions regarding candidates who shall stand for election.

For District Board Members, the Chief Executive Officer or designee shall present a ballot to the voting members of the Association. For Specialty Practice Interest Network Board Members, the Chief Executive Officer or designee shall present a ballot to active Association members who have designated their primary Specialty Practice Interest Network as the one for which a board member is being elected. For the Technician Board Member, the Chief Executive Officer or designee shall present a ballot to each Technician member. The nominees receiving the highest

number of votes shall be declared elected as directors of the Association and shall take office at the beginning of the next term. One Student Board Member from Creighton University School of Pharmacy & Health Professions and one Student Board Member from the University of Nebraska College of Pharmacy shall be nominated and selected annually and shall take office upon appointment of a replacement. The actual voting or selection process shall be the responsibility of the College / School.

Section 11. District Directors

District members of the Board of Directors shall be elected from each district. District boundaries are the same as the Nebraska Congressional Districts or may be determined by the Board of Directors. Each district shall have two (2) directors elected in alternating years for overlapping three (3) year terms. District Board members shall serve for three (3) year terms.

Section 12. Removal of Directors

Any director may be removed from office by the Board of Directors for proper cause, but no director shall be removed except by a two-thirds (2/3) vote of the Board of Directors; and only then after he or she has been given an opportunity to be heard and to present his or her defense to the action before the Board.

Section 13. Recommendations

The Board of Directors shall make recommendations for nomination or appointment to positions representing the profession of pharmacy (e.g., Board of Pharmacy). These recommendations shall be made from such members possessing the necessary qualifications required by the position

Section 14. Executive Committee

The Executive Committee of the Board of Directors shall consist of the Immediate Past President, President, President-Elect, and the Treasurer as voting members. The Chief Executive Officer is a member who will vote only as a tiebreaker, if needed. The Executive Committee may take action only when important issues must be handled immediately, a response needs to be issued rapidly, and insufficient time is available to poll the entire Board of Directors. If a topic involves an issue related to a Specialty Practice Interest Network, the Specialty Practice Interest Network Chairman or his or her designee should be contacted for consultation, when possible, prior to the response. In addition, the Executive Committee shall conduct the annual performance appraisal of the Chief Executive Officer.

Section 15. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of directors without a conflict of interest determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. Each Director shall annually sign a Conflict of Interest statement, which shall be kept on file at the Association office.

Section 16. Specialty Practice Interest Network Board Members

Specialty Practice Interest Network Board Members shall exist to provide board representation from varied pharmacy practice interests. Specialty Practice Interest Network Board Members shall be elected only from and by members of their designated primary Specialty Practice Interest Network. They shall serve three (3) year terms and shall represent only one (1) primary Specialty Practice Interest Network on the Board. The Board shall determine the Specialty Practice Interest Networks eligible for Board representation every three (3) years.

ARTICLE VI **OFFICERS**

Section 1. Officers

The officers of the Association shall be the Immediate Past President, President, President-Elect, Chief Executive Officer, Treasurer, and any other officers as the Board of Directors shall deem desirable. The Immediate Past President, President, President-Elect, and Treasurer shall be active members of the Association and licensed pharmacists who reside in the state of Nebraska. Such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person except the office of President, President-Elect, and Chief Executive Officer. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, with terms of office from January 1 through December 31. Vacant offices may be filled at any meeting of the Board of Directors.

Section 2. Removal of Officers

Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors for proper cause, but no officer shall be removed except by a two-thirds (2/3) vote of the Board of Directors; and only then after he or she has been given an opportunity to be heard and to present his or her defense to the action before the Board of Directors.

Section 3. Vacancies

With the exception of the President-Elect, a vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. To fill a vacancy for a President-Elect after the annual election, the Board of Directors shall present two nominations to the active membership for a special election.

Section 4. President

The President shall be the principle elected officer and shall preside at meetings of the Board of Directors and the membership and may appoint all Association standing and special committees and fill all committees. The President may attend all committee meetings. He or she may sign, with the Chief Executive Officer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and 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. The President of the Association shall be installed at the annual meeting of the Association or a time designated by the Board of Directors. The President shall be a voting member of the Board of Directors.

Section 5. President-Elect

The President-Elect must be an active member in good standing of the Association. Pharmacist members shall apply to become the President-Elect in a manner set forth by the Board of Directors. The Board of Directors may appoint a Nominating Committee who shall select candidates for approval by the Board of Directors to run for the President-Elect position. The President-Elect shall succeed to the presidency the year following his or her election by the eligible NPA members. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. The President-Elect shall perform 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 President-Elect shall be a voting member of the Board of Directors.

Section 6. Immediate Past President

The Immediate Past President of the Association shall serve as a member of the Board of Directors for the immediate term after serving as the Association President.

Section 7. Treasurer

The Treasurer shall be an active member in good standing of the Association, he or she shall also be a member of the Board of Directors, and shall be elected by the members of the Board of Directors to serve as Treasurer. The Treasurer shall oversee and be responsible for all funds and securities of the Association 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 him or her by the President or Board of Directors.

The Treasurer or agents appointed by the Board of Directors shall: receive and give receipts for moneys due and payable to the Association from any source whatsoever; deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions in these bylaws; and prepare and issue financial statements and reports for review by the Board of Directors. The Treasurer shall be a voting member of the Board of Directors.

Section 8. Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board of Directors to serve as a full-time chief executive officer of the Association with suitable compensation as determined by the Board of Directors. Upon termination, resignation, death or incapacitation of the Chief Executive Officer, the President, or his or her designee, shall serve as Acting Chief Executive Officer, according to a contingency plan approved by the Board of Directors, until a new Chief Executive Officer has been appointed by the Board of Directors, or until such time as the Chief Executive Officer is able to resume his or her duties. Such contingency plan shall be approved by vote of the Board of Directors every 5 years but shall be shared with the Board annually.

ARTICLE VII
CHIEF EXECUTIVE OFFICER

Section 1. Responsibilities

The Chief Executive Officer of the Association implements all policy decisions of the Board of Directors. The duties of the Chief Executive Officer include, but are not limited to:

- A. Serve as the executive head of the Association office and provide leadership for Association activities;
- B. Employ, direct and supervise all members of the Association staff;
- C. Alert and advise the officers and the Board of Directors about significant matters needing their attention and / or action;
- D. Serve as a representative of the Association in activities related to its objectives and policies;
- E. Coordinate the activities of the committees and the projects of the Association and to keep them abreast of information necessary for completion of their assigned responsibilities;
- F. Prepare, with advice of the Treasurer, a proposed annual budget of the Association for review and adoption by the Board of Directors;
- G. Serve as Editor-in-Chief of the official publications of the Association and assign editorial duties as appropriate to members of his or her staff;
- H. Serve ex-officio on all committees of the Association, including the Board of Directors of which he or she shall be Secretary;
- I. Send notices pertaining to all meetings of the Association, annual or special, to all appropriate members;
- J. Present to the membership an annual report of the activities of the office of the Association;
- K. Conduct the official correspondence of the Association under the direction of the President or the officers or committees;
- L. Maintain liaison with local, state and federal governments, private agencies and other health care organizations; and
- M. Perform such other duties as may be determined by the Board of Directors.

ARTICLE VIII
COMMITTEES

The Board of Directors may create committees and appoint members thereto upon approval of the majority of directors in office when the action is taken. The President shall designate the chairman of each committee. In appointing chairmen, the President, in consultation with the President-Elect, shall be guided by the general policy of rotation of appointments in order to provide the membership of the Association with a wide spread opportunity for committee service, but with retention from term to term of a sufficient number of experienced members to assure continuity of effort. Where committees have staggered terms, initial appointments shall be for staggered terms so that an aliquot number of committee member terms will expire each year. Unless otherwise specified, committee members and chairmen may serve for successive

terms and, unless otherwise specified in the rules or bylaws, shall be appointed for one (1) year terms.

Section 1. Standing Committees

The standing committees of the Association shall be as follows:

- A. Finance/Audit Committee
- B. Legislative Committee
- C. Education Committee
- D. Advisory Committee to Third Party Payment Plans

Section 2. Ad Hoc Committees

In addition to the committees listed in Section 1 of this article, the Board of Directors may, from time to time, appoint special committees. The existence of each special committee shall be for a term of one (1) year unless continued by the Board of Directors at any regular, annual or special meeting.

Section 3. Meetings

Meetings of any committee shall be held at such time and place as may be set by the chairman thereof upon notice to the members of the committee. One-third of the members of any committee shall constitute a quorum for the transaction of its affairs. Any official reports from such meetings will be forwarded to the NPA office. Recommendations from any committee must be presented to the Board for approval.

Section 4. Tenure

Each member of a committee shall continue as such until the next annual meeting of the members of the Association, or until his or her 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.

Section 5. Vacancies

Replacements for vacancies in any committee shall be appointed by the Board of Directors.

Section 6. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Specialty Practice Interest Network Members

The Education and Legislative Committees shall each contain at least one member from each eligible Specialty Practice Interest Network subject to availability of members willing to serve on these committees.

ARTICLE IX
SPECIALTY PRACTICE INTEREST NETWORKS

Section 1. Specialty Practice Interest Networks

The Association shall provide for the establishment of Specialty Practice Interest Networks. Specialty Practice Interest Networks are so named for the following reasons: Specialty indicates the special services provided by pharmacists, Practice indicates the site where pharmacists may practice, Interest indicates that pharmacists are interested in areas of practice other than those areas in which they practice and Networks indicate the many methods of communication used within the Association and the practice of pharmacy. The Board of Directors shall determine the nomenclature and representation of such Specialty Practice Interest Networks on the Board.

Specialty Practice Interest Networks shall exist for the following purposes:

- A. To identify specialized needs and develop services, programs, and activities to advance the interests of those practicing in the respective specialized area;
- B. To serve as a source of information for the Association;
- C. To promote specialized continuing education programs;
- D. To provide a forum where the unique problems and interests of Specialty Practice Interest Network members can be discussed and where views of the Specialty Practice Interest Network members can be expressed as they relate to the formation of Association policy.

Section 2. Membership, Voting, Eligibility, and Fees

Any member of the Association who is interested in advancing special services, benefits, and interest of the Specialty Practice Interest Network shall be eligible for Specialty Practice Interest Network membership. Only members of the Specialty Practice Interest Network who are voting members of the Association shall be eligible to vote on issues or positions to be determined by the Specialty Practice Interest Network. Membership dues, if any, or service fees shall be submitted to the Association Board of Directors for final approval.

Section 3. Board Representation & Eligible Specialty Practice Interest Networks

The Board of Directors, pursuant to Article V, Section 2 and 16 of these bylaws shall determine every three years which Specialty Practice Interest Networks shall be eligible for representation on the Board of Directors.

Section 4. Representation

Specialty Practice Interest Networks shall select a Chairman. The Specialty Practice Interest Network Chairman and the Specialty Practice Interest Network representative on the Board of Directors may be the same person. The Specialty Practice Interest Network representative to the Board of Directors and the Specialty Practice Interest Network Chairman must be active members of the Association.

Section 5. Budget

Any budget established by a Specialty Practice Interest Network shall be submitted to the Association Board of Directors for final approval. Any funds generated from the Specialty Practice Interest Network shall become part of the Association's general fund.

ARTICLE X
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as determined by the Board of Directors.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose or for any specific purpose of the Association.

ARTICLE XI
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII
DISSOLUTION OR FINAL LIQUIDATION

Upon any dissolution or final liquidation the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all of the assets of the Association to one or more of the following categories of recipients as the Board of Directors shall determine.

1. A nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each of such organizations qualify under Section 115(1) of the Internal Revenue Code of 1954 or as an organization exempt from federal income

tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue law); and/or

2. A nonprofit organization or organizations having similar aims and objects as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations qualify under Section 115(a) of the Internal Revenue Code of 1954 or as an organization exempt from federal income tax under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XIII **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at the annual membership meeting upon receiving the vote of two-thirds (2/3) of the members voting at the annual meeting or at such time as designated by the Board, provided that notice of proposed amendment shall be presented to each of the voting members of the Association not less than thirty (30) days in advance of such meeting, such notice to include a proxy form. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted without a meeting if the Association delivers a ballot to every voting member entitled to vote on the matter and the total number of votes cast by ballot equals or exceeds two-thirds (2/3) of the total membership entitled to vote. Amendments shall be initiated by resolution of the Board of Directors, or by resolution presented by not less than three (3) members in good standing to be submitted to the Board of Directors for action by filing the same with the Chief Executive Officer. Appropriate action on such resolution shall be taken by the Board of Directors. Such resolution shall be submitted not less than ninety (90) days in advance of the annual meeting, or at such time as designated by the Board.

ARTICLE XIX **EMERGENCY BYLAW & POWERS**

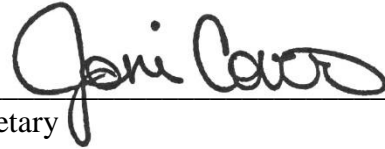
The Board of Directors may adopt, amend, or repeal bylaws to be effective only in an emergency such that a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including: (1) How to call a meeting of the board; (2) Quorum requirements for the meeting; and (3) Designation of additional or substitute directors.

All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Corporate action taken in good faith in accordance with the emergency bylaws: (1) Binds the corporation; and (2) May not be used to impose liability on a corporate director, officer, employee, or agent.



President



Secretary

Dated: July 28, 2017

Dated: July 28, 2017