

Bylaws
of
Economic Development Alliance for Brazoria County

A Texas Non-Profit Corporation
In Accordance With Section 501 (C) (6) of the Internal Revenue Code

Adopted July 2, 2003 with Effective Date of July 15, 2003

Revised June 14, 2004

Revised September 10, 2007

Revised November 9, 2015

Revised March 20, 2017

ARTICLE I

NAME AND OBJECTIVE

Section 1. Name. The name of this Corporation is Economic Development Alliance for Brazoria County (The Alliance).

Section 2. Purposes. The purposes for which The Alliance is formed are to promote and diversify the economic base, attract high-wage jobs in target industries to Brazoria County, and support and champion the interests of existing area businesses. The organization should pursue three primary strategies:

- A. Target Industry Recruitment
- B. Business Retention and Expansion
- C. Image and Media

ARTICLE II

MEMBERSHIP

Section 1. Eligibility. Any person, firm, corporation or other entity interested in the economic development of Brazoria County shall be eligible to apply for membership. Applications for membership will be subject to the approval of the Board of Directors (see Article V for definition).

Section 2. Trustee Members. Trustee Members (see Article V, Section 4) of The Alliance shall be persons, firms, corporations or other entities approved for membership. Trustee Members shall each have the right to appoint one director and the right to vote on any matters properly brought before a properly convened meeting. Trustee Members shall each have the right to appoint one alternate to serve as Director in the absence of the appointed Director. In the event both the appointed Director and Alternate Director are present, each Trustee Member shall have only one vote on any matters brought before the Board of Directors. The annual dues for Trustee Members shall be as established by the Executive Committee (see Article IV for definition).

Section 3. Sustaining Members. Sustaining Members of The Alliance shall be any persons, firms, corporations or other entities approved for membership. Sustaining Members shall be entitled to attend all General Membership Meetings, Annual Meetings and Special Meetings of the Members of The Alliance, but shall not be entitled to vote at any such meeting. The annual dues for Sustaining Members shall be as established by the Executive Committee. Investment levels are dependent upon number of employees for private businesses and public entities and based on total number of residents for cities.

Section 4. Contract Members. Contract Members of The Alliance shall be those persons, firms, corporations or other entities that because of special circumstances require contracts to become members. The board may set terms and conditions of any contract and will approve contract membership as required.

Section 5. Authorized Representatives. Each person, firm, corporation or other entity becoming a Member of The Alliance shall register the name of such firm, corporation or other entity and the name, address, and phone number of the person authorized to represent such corporation, firm or other entity of this corporation. Each Member of The Alliance shall have the option of designating an alternate representative by furnishing the above stated information for the designated alternate representative. Each person so authorized in this section shall be the member individually or a principal member of the appointing entity.

Section 6. Dues. The Board of Directors shall from time to time establish a schedule of dues to be paid by the members and the manner in which the same shall be paid. Annual dues shall be due and payable in advance on or before the anniversary date upon which the member joined The Alliance.

Section 7. Nonpayment of Dues. Any member of The Alliance in arrears for the payment of annual dues shall be notified by the President, and if the same is not paid within sixty (60) days thereafter, the name of such Member so in arrears will be dropped from the roll of membership, and such member shall there by forfeit all interest in the affairs and property of The Alliance.

Section 8. Voluntary Contribution. The Board of Directors may from time to time call for voluntary contributions from the members for any particular purpose, but there shall be no legal liability on the members for the payment of any such sums.

Section 9. Resignation. Any Member of The Alliance may resign from membership in The Alliance by presenting written notice of resignation, and upon its acceptance the Member shall be relieved from all future responsibility in The Alliance, and such Member shall thereupon forfeit all interest in the affairs and property of The Alliance.

ARTICLE III

OFFICERS

Section 1. Titles and Terms of Office. At the regular September Meeting of the Board of Directors, the Board shall elect, as Executive Officers, a Chairman, a Vice-Chairman, a Secretary and a Treasurer. Such Officers shall be chosen from among the Directors. Each such Officer shall hold office until the corresponding meeting in the next year and until a successor shall have been duly chosen and qualified, or until such officer shall have resigned or shall have been removed, in the manner provided in these Bylaws. In addition, the Board of Directors shall elect and employ a President of The Alliance, who need not otherwise be a Director, to serve for such period as determined by the Board. Any vacancy in any of such offices will be filled for the unexpired portion of the term by the Board of Directors, at any Regular Meeting or at any Special Meeting called for such purpose.

Section 2. Chairman. The Chairman shall preside at any meeting of the Board of Directors, the Executive Committee or the Members of The Alliance. The Chairman may sign or execute, in the name of The Alliance, all promissory notes or other debt obligations, all deeds, mortgages, contracts or other undertakings or instruments except in cases where the signing or execution thereof shall have been expressly delegated by the Board of Directors to some other Officer or agent of The Alliance. To sign or execute any contract, bond, note or undertaking or instrument, or to take any other action on behalf of The Alliance, the Chairman must have approval from the Board of Directors. The Chairman shall be responsible for carrying out a formal documented annual performance review of the President utilizing input from the Executive Committee and other board members as required.

Section 3. Vice Chairman. The Vice Chairman shall have such powers and perform such duties as may from time to time be assigned to the Vice Chairman, either generally or in specific instances, by the Board of Directors or the Chairman. The Vice Chairman may perform any of the duties or exercise any of the powers of the Chairman (1) at the request of the Chairman, (2) in the absence or disability of the Chairman, or (3) otherwise as occasion may require in the administration of the business and affairs of The Alliance.

Section 4. Secretary. The Secretary, or designee, shall keep the minutes of the meetings of the Board of Directors, in books provided for the purpose; the Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, the Secretary shall perform all duties incident to the office of a secretary of a corporation and such other duties, as from time to time, may be assigned to the Secretary by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of The Alliance, and shall deposit, or cause to be deposited in the name of The Alliance, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors, whenever requested, furnish an account of the financial condition of The Alliance; and in general, shall perform all duties incident to the office of a treasurer of a corporation, and such other duties as may be assigned to the Treasurer by the Board of Directors. The Treasurer shall be responsible

for developing, maintaining, securing Board of Directors approval and implementation of Financial Policies for The Alliance.

Section 6. Assistant Officers. The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of The Alliance at the request of the Secretary, and any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of The Alliance at the request of the Treasurer. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe.

Section 7. Other Officers. The Board of Directors may elect such other Officers, as it may deem desirable, including honorary Officers. Each such Officer shall hold office for such period, have such authority and perform such duties as the Board of Directors may prescribe.

Section 8. President. The President shall be the Chief Executive Officer of The Alliance. The President shall report to the Board of Directors through the Chairman. The President is responsible for implementing all agreed upon programs and services of The Alliance, for providing staff support to the Board of Directors, its committees and membership, and for managing The Alliance's staff, operations, and budget. The President shall also have all such power and perform all such other duties as, from time to time, may be assigned to the President by the Board of Directors. The President shall serve as an ex-officio member of the Board of Directors and the Executive Committee. The Search Committee shall recommend a person to the Board of Directors for office of President and the President shall be elected by a simple majority of the Executive Committee (see Article IV). Authority to terminate the President rests with the Chairman of the Board with approval of the Executive Committee. The President, and any paid staff members of The Alliance, are prohibited from accepting pay on the side for work performed by The Alliance, on behalf of The Alliance or on company time.

Section 9. Compensation. No Officer, other than the President, shall receive any salary or other compensation for his or her services as such Officer, provided however, that nothing contained herein shall be construed to preclude any such person from serving The Alliance in another capacity or receiving compensation therefore. By resolution of the Board of Directors, travel expenses of Directors may be allowed for travel performed at the direction of the Board; but nothing herein contained shall be construed to preclude any Director from serving The Alliance in any other capacity and receiving compensation thereof.

Section 10. Removal. Any Officer of The Alliance may be removed at any time, with or without cause, by a vote of a majority of a quorum of the Board of Directors at any Regular Meeting, Special Meeting, or proxy vote called for that purpose.

Section 11. Nomination of Officers. The Election of Officers will occur at the regular September monthly Board meeting of each year. Nominations for the election of Officers may be made by

any Member of the Board of Directors. In addition, an Officer Nominating Committee shall be created for the purpose of proposing a complete slate of officers prior to any such meeting. The Chairman will seek nominations and volunteers to compile the Nominating Committee. The Chairman will then recommend the Officer Nominating Committee to the Board for approval. The Officer Nominating Committee shall consist of the Chairman and not less than four (4) nor more than six (6) other Directors of The Alliance. The Directors of The Alliance will elect the members of the Officer Nominating Committee at such times, and for such periods, as a majority of the Directors may decide. The President of The Alliance shall be an ex-officio member of the Officer Nominating Committee.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Composition and Powers. There shall be an Executive Committee of the Board of Directors of The Alliance. The Executive Committee shall manage the business, affairs, and property of The Alliance. The Executive Committee shall be composed of a minimum of the Chairman, the Vice Chairman, the Secretary and the Treasurer. The President shall be an ex-officio member of the Executive Committee. The Chairman shall be the Chairman of the Executive Committee. If for any reason any member of this committee shall be unable to serve, any current member of the Board of Directors of The Alliance will be appointed by the Board of Directors to serve. The number of members of the Executive Committee may be increased by the Board of Directors. Any members so added to the Executive Committee by the Board of Directors shall be members of the Board of Directors. No member of the Executive Committee shall be an elected official.

Section 2. Duties. The Executive Committee is charged to review the proposed budget for the coming year and to adjust and recommend it to the Board of Directors. The committee shall also review the pension plan and determine the amount of contribution to be made to it from funds available. The committee may award bonuses to staff at its discretion from funds available or as deferred compensation. The committee is responsible for other duties as delegated by the Board of Directors of The Alliance.

Section 3. Term. Members of the Executive Committee shall hold office for one (1) year, or until their successors shall have been elected. Any vacancy in the Executive Committee, including vacancies resulting from an increase in the number of members of the Executive Committee, shall be filled by a majority vote of the Board of Directors. Members of the Executive Committee may be reelected each year for an unlimited number of terms.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. The business, property and affairs of The Alliance shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the Board shall exercise all of the powers of The Alliance.

The Board of Directors is specifically authorized to maintain liability insurance coverage for any or all persons acting on behalf of The Alliance, as the Board of Directors in their discretion deem prudent.

Section 2. Number. The number of Directors which shall constitute the Board shall consist of not less than four (4) nor more than the then number of Trustee Members of The Alliance. The President of The Alliance shall be an ex-officio member of the Board of Directors.

Section 3. Term. There are no term limits on Directors. All members of the Board of Directors must at all times be appointees of Trustee Members of The Alliance. Unless removed in accordance with these Bylaws, each Director shall hold office until a successor shall have been appointed by the respective Trustee Member organization. A Director may not continue to serve as a Director of The Alliance if he/she has become disassociated with their appointing Trustee Member organization. Nothing herein shall prevent the reappointment of any Director.

Section 4. Appointment of Directors. The Board of Directors shall consist of individuals appointed by the Trustee Members of The Alliance, with each Trustee Member being entitled to appoint one (1) Director. Such appointment shall be effective upon receipt of notice of same in writing from the Trustee Member by The Alliance. Trustee Members shall each have the right to appoint one alternate to serve as Director in the absence of the appointed Director. Subject to the provisions of Article II, Section 5, each Director shall serve until a Successor is appointed by a Trustee Member, which appointed said Director. Each Trustee Member shall be entitled to appoint a successor to its appointed Director at any time and without cause. Said appointment of a Successor Director shall be effective upon receipt of notification by The Alliance. Each Director so appointed in this section shall be the member individually or a principal member of the appointing entity.

Section 5. Minutes. Written, approved minutes of all business transacted at all Board of Directors meetings shall be kept and copies of same shall be distributed to all members of the Board of Directors at the following Board of Directors meeting. Minutes shall be distributed to the Board of Directors at least five (5) workdays prior to the next Board Meeting for review.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members of The Alliance shall be held in October of each year (or on such other date as determined by the Board of Directors) at such place and at such hour as may be fixed by approval of the Board of Directors. At least ten (10) day notice shall be given to the members of the place, hour and day so fixed by the Board of Directors.

Section 2. Special Meetings. Special Meetings of the Members may be called at any time by the Chairman of The Alliance, or designee. In such event, it shall be the duty of the Secretary of The Alliance to fix the place, hour and day of the meeting to be held and to give due notice thereof. If

the Secretary shall neglect or refuse to fix the place, hour and day of such Special Meeting and give notice thereof, the Chairman of The Alliance may do so.

Section 3. General Membership Meetings. General Membership Meetings of The Alliance shall be held at least quarterly, at such place and at such hour as may be fixed by the Board of Directors for the purpose of updating members and guests on the business of The Alliance.

Section 4. Notice of Meetings. Written notice of meetings of the members shall be given by the Secretary of The Alliance, or designee, to each affected member by mail, email or fax at least seven (7) days, but not more than fifty (50) days, prior to the day named for the meeting addressed to such member at the address appearing on the books of The Alliance. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice were given by email or fax such notice shall be deemed to be delivered when transmitted.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Regular Meetings. Regular Meetings of the Board of Directors shall be held at least every other month at such place, at such hour as may be fixed by the Board of Directors, without further notice of such meeting. Meetings of the Executive Committee shall be held, whenever called by the Chairman of the Board, at such place, at such hour and on such day as may be stated in the notice of the meeting.

Section 2. Special Meetings. Special Meetings of the Board of Directors or the Executive Committee shall be held, whenever called by the Chairman of the Board, at such place, at such hour and on such day as may be stated in the notice of the meeting. In addition, Special Meetings of the Board of Directors may be called by no less than four, of the members of the Board of Directors at any time.

Section 3. Notice. Written notice of the time and place of, and general nature of the business to be transacted at, all Special Meetings of the Board of Directors or the Executive Committee, and written notice of any change in the place, hour and day of the Regular Meetings of the Board of Directors or the Executive Committee, shall be given to each member of the Board of Directors or member of the Executive Committee, as the case may be, email or fax at least one (1) day before the day of the meeting; provided, however, that notice of any meeting need not be given to any Member of the Board of Directors or Member of the Executive Committee if waived by him or her in writing, or if he or she shall be present at such meeting.

Notwithstanding anything set forth herein to the contrary, Special Meetings called by no less than four, of the members of the Board of Directors may be held with 24 hour telephone notice to the offices of all members of the Board of Directors, said notice including the time, date, and place of said Special Meeting and the business to be transacted at said Special Meeting.

Section 4. Quorum. The presence in person or by proxy of a majority of the number of the members of the Board of Directors or members of the Executive Committee shall constitute a quorum of the Board of Directors or the Executive Committee, as the case may be, for the transaction of business; but a lesser number may adjourn from day to day until a quorum is present. Except as otherwise provided by law or in these Bylaws, all questions brought by the Executive Committee to the Board of Directors shall be decided by the vote of a majority of the members of the Board of Directors or members of the Executive Committee present in person or by proxy. Proxy may include a conference call coinciding with the meeting, U. S. mail, facsimile, or email.

Section 5. Actions in Writing. Any action which may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be approved by a majority vote (or more as may be required by the Bylaws) of the members of the Board of Directors or members of the Executive Committee, as the case may be, and shall be filed with the Secretary of The Alliance. Members of the Board of Directors or members of the Executive Committee may vote via U. S. mail, email from their own account, facsimile or signing in person.

Section 6. Conflict of Interest. Members of the Board of Directors and Executive Committee members shall voluntarily disclose, and abstain from voting, if a conflict of interest is involved with the motion at hand. Failure to do so shall be grounds for dismissal from voting rights.

ARTICLE VIII

COMMITTEES OF THE ALLIANCE

Section 1. Standing Committees. The regular Standing Committees of The Alliance shall be determined by the Board of Directors, from time to time. The name and duties of each committee shall be established by the Board of Directors.

Section 2. Members of Standing Committee. The Standing Committees shall consist of as many persons as each Chairman shall require, subject to the concurrence of the Chairman of The Alliance. The Chairman of each Standing Committee, except for the Nominating Committee, which is covered in Article III, Section 11, shall be appointed by the Board of Directors. The Chairman of each Standing Committee shall be a member of the Board of Directors. Members of each Standing Committee are selected from the entire membership.

Section 3. Special Committees. Special Committees may be appointed and their duties fixed by the Board of Directors as may be required. Such Special Committees, however, shall not be authorized to incur any expense or create any obligations, unless the same shall be specially authorized by the Board of Directors.

Section 4. Ex-Officio Members. The Chairman and President of The Alliance, or appointed designee, shall be ex-officio members of all committees of The Alliance established pursuant to Article VIII.

ARTICLE IX

EXPULSION

Section 1. Procedure for Expulsion. Any person, firm or corporation which is a Member of The Alliance may be expelled from membership in The Alliance for any reason whatsoever by a majority vote of the members of the Board of Directors.

ARTICLE X

FISCAL YEAR

Section 1. Definition of Fiscal Year. The fiscal year of The Alliance shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XI

MAINTAINING NON-PROFIT STATUS

Section 1. Non-Profit Status.

- A. No part of the net earnings of The Alliance shall inure to the benefit of a member of The Alliance.
- B. The Alliance shall not engage in any transaction prohibited under the provisions of 26 U. S. C. A., Section 503 (b).
- C. Upon dissolution of The Alliance, all of the assets thereof, together with any income earned thereon, shall be transferred or conveyed to a domestic corporation, society, or organization engaged in activities substantially similar to those of The Alliance on a non-profit basis, as determined by the Executive Committee.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. When Indemnification is Required, Permitted, and Prohibited.

- A. Economic Development Alliance for Brazoria County (The Alliance) will indemnify a director, officer, member, committee member, employee, or agent of The Alliance who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in The Alliance. For the purposes of this article, an agent includes one who is or was serving

- at The Alliance's request as a director, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietor, trust, employee-benefit plan, or other enterprise.
- B. The Alliance will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in The Alliance's best interest. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Alliance will not indemnify a person who is found liable to The Alliance or is found liable to another on the basis of improperly receiving a personal benefit from The Alliance. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by The Alliance.
 - C. The Alliance will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of The Alliance in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting The Alliance when the person is not a named defendant or respondent in the proceeding.
 - D. In addition to the situations otherwise described in this paragraph, The Alliance may indemnify a director, officer, committee member, employee, or agent of The Alliance to the extent permitted by law. However, The Alliance will not indemnify any person in any situation in which indemnification is prohibited by Section B, above.
 - E. The Alliance may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Article XII, Section 3 below, have been satisfied. Furthermore, The Alliance will not advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in any proceeding brought by The Alliance or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 2: Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of The Alliance, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 3: Procedures Relating to Indemnification Payments.

- A. Before The Alliance may pay any indemnification expenses (including attorney's fees), The Alliance must specifically determine that indemnification is permissible, authorize

indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 3, below. The Alliance may make these determinations and decisions by any one of the following procedures:

- i. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - iii. Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs, (i.) or (ii.), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.
- B. The Alliance will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification, and determination of reasonableness of expenses will be made as specified by Section 1. C., above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by this Article XII, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- C. The Alliance will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under Section 1, above. In addition to this determination, The Alliance may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The undertaking will provide for repayment of the amounts advanced by The Alliance if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE XIII

MEMBERS' ACCEPTANCE OF BYLAWS

Section 1. Agreement. Upon request, every person, firm or corporation, joining The Alliance shall receive a copy of these Bylaws, and the same shall be considered as an agreement on the part of said person, firm or corporation to fulfill and perform all of the requirements contained in said Bylaws.

ARTICLE XIV

AMENDMENTS

Section 1. Procedure. These Bylaws may be altered, amended, added to or repealed by the Board of Directors of The Alliance at any Board of Directors Meeting, and except as may be otherwise required by law, the power to alter, amend, add to or repeal these Bylaws is also vested in the Board of Directors in office; provided, however, that notice of the general nature of any such action proposed to be taken shall be included in the notice of the meeting of the Board of Directors at which such action is taken.

CERTIFICATE OF SECRETARY FOR REVISION TO BYLAWS

The undersigned, being the Secretary of Economic Development Alliance for Brazoria County, a Texas non-profit organization, hereby certifies that the foregoing code of Bylaws was duly adopted as revised by the Directors of said organization effective on March 20, 2017.

IN WITNESS WHEREOF, I have signed this certification on this the _____ day of _____, 2015.

Secretary of The Alliance