

Bylaws of the Middle South Platte River Alliance (MSPRA)

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Article 1 - Name and Area Served

Section 1: Name

The organization shall hereto be referred to as the Middle South Platte River Alliance. The organization will also do business under the acronym "MSPRA".

Section 2: Area Served

MSPRA shall focus its concern on the portion of the South Platte River through Weld County between the confluence of the St. Vrain Creek and the Cache la Poudre River. As watersheds are integrally connected to one another the organization shall from time to time weigh in on issues up and downstream of the designated boundaries as it deems necessary.

Section 3: Principal Office

The principal office of the Middle South Platte River Alliance is located in Weld County, State of Colorado.

Section 4: Change of Address

The designation of the county or state of the organization's principal office may be changed by amendment of these Bylaws. The Steering Committee may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Address: Middle South Platte River Alliance
1100 37th St.
Evans, CO 80620

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Article 2 - Nonprofit Purposes and Objectives

Section 1: IRC Section 501(c)(3) Purposes

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2: Specific Objectives and Purposes

The specific objectives and purposes of this organization shall be to:

1. Adopt, maintain and implement the Middle South Platte River Restoration Master Plan and any subsequent planning documents created by or for the Steering Committee of MSPRA.
2. Inform and involve landowners and stakeholders in watershed health and resiliency strategies and activities.
3. Acquire funding from government and private sources to implement the Master Plan and any subsequent planning documents created by or for the Steering Committee of MSPRA.
4. Coordinate volunteer work along the corridor.
5. Educate local residents and other stakeholders on the natural and man-made systems that constitute the river corridor, including the floodplain.
6. Monitor and provide leadership in a variety of activities to sustain the environmental health and resilience of the river and its ecosystems.
7. Support effective disaster mitigation efforts along the river.
8. Acknowledge and respect private property, water and mineral rights by championing land uses that meet the legal requirements and the objectives of the master plan.

Article 3 - Steering Committee

Section 1: Number

MSPRA shall be led by a Steering Committee comprised of various members and stakeholders including land owners along the South Platte River corridor as defined in Article 3 Section 1 and representatives of other interested parties in the area as defined in Article 3 Section 2. The Steering Committee shall have no fewer than 5 and no more than 9 members. The Steering Committee shall strive for an appropriate balance of landowners and other interested parties to ensure fairness of decision making for those who own property or have other interests in the corridor.

Section 2: Steering Committee Qualifications

Member qualifications shall be as follows:

1. Landowners – In order to qualify as a landowner on the Steering Committee, said person must own property (surface rights only) in the 100 year floodplain of South Platte River within the corridor described in Article 1 Section 2.

2. Interested Parties – In order to qualify as an interested party on the Steering Committee, said person must represent a governmental agency, municipality, business/corporation, non-governmental organization, or similar entity that can demonstrate a viable interest in the corridor described in Article 1 Section 2.

Section 3: Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Steering Committee.

Section 4: Duties

It shall be the duty of the Members to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- c. Supervise all officers, agents and employees of the organization to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the organization. Notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 5: Term of Office

There shall be no term limits for members of the Steering Committee. Members may serve so long as they are willing and able. In the event that any Member wishes to resign his/her position on the Committee, they may give such notice at any time throughout the year. In the event that demand for participation on the Steering Committee exceeds available opportunities, the Steering Committee will develop term-limits to facilitate participation by other stakeholders.

Section 6: Selection/Addition/Replacement/Removal

Selection:

The members of the Steering Committee initially consisted of willing participants representing a balanced mix of stakeholders (four landowners and three interested parties). The Steering Committee shall continue to operate as body of willing participants subject to the provisions in the remainder of this section. All members of the Steering Committee shall be affirmed at the first regular meeting of the year by voice vote.

Addition

Addition of new Members up to the maximum of 9 shall occur at the discretion of the Steering Committee. Any landowner or interested party may petition the Steering Committee for admission at any time by providing the Committee a written statement of interest. Upon receipt

of petition the Steering Committee will hold an election by written ballot whereby a majority of responses in the positive shall constitute addition of such person to the Steering Committee. If such petition is received within 3 months of the annual election, the Steering Committee may postpone such addition until the annual election.

Replacement

If at any time the number of Members falls below the minimum of five members, the Steering Committee shall seek to fill the vacancy within 4 months of the date of resignation. The Steering Committee may seek nominations for the vacant position or actively recruit new members. In either case acceptance to the Steering Committee shall be by written ballot whereby a majority of those voting in the positive shall constitute addition of such person to the Steering Committee.

Removal

If at any time there arises a need to remove a member of the Steering Committee for misconduct or other issue, a special election may be called by any member of the Steering Committee. Forced removal of a member shall be by written ballot and a two thirds vote will be required for removal.

Section 8: Compensation

Steering Committee members shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 9: Place of Meetings

Regular meetings shall be held at a location in the general vicinity of the Area Served, defined in Article 1, Section 2, as determined by the Steering Committee.

Section 10: Regular Meetings

Regular meetings of Steering Committee Members shall be held on a consistent day and time as determined by the Steering Committee. If, for some reason, the regular meeting needs to be moved or rescheduled timely notice shall be provided to all Steering Committee Members and the MSPRA contact list.

Section 11: Special Meetings

Special meetings of the Steering Committee may be called by the Chair, Vice Chair, or by any two Steering Committee Members. Such meetings may be held at any reasonable place designated by the person or persons calling the special meeting.

Section 12: Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the delivery of notice for meetings of the Steering Committee:

- a. Regular Meetings.** No notice need be given of any regular meeting of the Steering Committee.

- b. Special Meetings.** At least one week prior notice shall be given by the Secretary of the organization to each member of each special meeting of the Steering Committee. Such notice may be oral or written, may be given personally, by mail, telephone, or electronic communication and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 13: Quorum for Meetings

A quorum shall consist of a simple majority of the members of the Steering Committee.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Steering Committee at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 14: Majority Action as Steering Committee Action

Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the Steering Committee, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Steering Committee.

Section 15: Conduct of Meetings

Meetings of the Steering Committee shall be presided over by the Chairperson or, if no such person has been so designated or, in his or her absence, the Vice Chair of the organization or, in the absence of each of these persons, by a Chairperson chosen by a majority of the members present at the meeting. The Secretary of the organization shall act as secretary of all meetings of the Steering Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 16: Non-liability of Steering Committee Members

The Steering Committee members shall not be personally liable for the debts, liabilities or other obligations of the alliance.

Section 17: Indemnification by Organization of Members and Officers

The Steering Committee Members and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

Section 18: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Steering Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Steering Committee member, officer, employee or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Section 19: Conflict of Interest

Whenever a Steering Committee Member or officer has a financial or personal interest in any matter coming before the Steering Committee, 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 disinterested Members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 4 - Officers of the Organization

Section 1: Designation of Officers

The organization shall be led by the following: A Chairperson, a Vice Chair, a Secretary and a Treasurer, with the exception that the position of Secretary may be assigned to a staff member as noted in Article 4, Section 8. The organization may also have other such officers with such titles as may be determined from time to time by the Steering Committee.

Section 2: Qualifications

Any person qualified to sit as a Steering Committee Member may serve as officer of MSPRA.

Section 3: Election and Term of Office

Officers shall be elected by the Steering Committee, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4: Removal and Resignation

Any officer may be removed, either with or without cause, by the Steering Committee, at any time. Any officer may resign at any time by giving written notice to the Steering Committee or to the Chair or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Steering Committee relating to the employment of any officer of the organization.

Section 5: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Steering Committee. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Steering Committee shall fill the vacancy. Vacancies occurring in offices of officers appointed by the Steering Committee may or may not be filled at the discretion of the Steering Committee.

Section 6: Duties of the Chair

The Chair of the Steering Committee shall perform all the duties of the President as set forth in these Bylaws until such time as a President is elected or appointed by the Steering Committee.

The Chairperson shall be the chief executive officer of the organization and shall, subject to the control of the Steering Committee, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Steering Committee. Unless another person is specifically appointed as Chairperson of the Steering Committee, the Chairperson shall preside at all meetings of the Steering Committee and, if this organization has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Steering Committee.

Section 7: Duties of Vice Chair

The Vice Chair of the Steering Committee shall perform all the duties of the Vice President as set forth in these Bylaws until such a time as a Vice President is elected or appointed by the Steering Committee.

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Steering Committee.

Section 8: Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the Steering Committee may determine, a book of minutes of all meetings of the Steering Committee, and, if applicable, meetings of Steering Committee members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly delivered in accordance with the provisions of these Bylaws or as required by law.

Keep at the principal office of the organization a membership book containing the name and address of all members of the Steering Committee and their alternates if applicable. The secretary will also keep record of all interested parties to whom information about the organization is periodically sent.

Exhibit at all reasonable times to any Steering Committee Member of the organization, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book and the minutes of the proceedings of the Members of the organization.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Steering Committee.

The position and duties of the Secretary, may, at the digression of the Steering Committee, be assigned to any staff member as defined in Article 6.

Section 9: Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies or other depositories as shall be selected by the Steering Committee.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Steering Committee, maintaining proper records for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, or other requirements set forth by the award of grant monies.

Exhibit at all reasonable times the books of account and financial records to any Steering Committee Member of the organization, or to his or her agent or attorney, on request therefor.

Render to the Chairperson and Members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization or by these Bylaws or which may be assigned to him or her from time to time by the Steering Committee.

Section 10: Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Steering Committee. In all cases, any salaries received by officers of this organization shall be reasonable and given in return for services actually rendered to or for the organization.

Article 5 - Committees and Representation

Section 1: Executive Committee

The Steering Committee may, by a majority vote of its members, designate an Executive Committee consisting of 3-5 Members and may delegate to such committee the powers and authority of the Steering Committee in the management of the business and affairs of the

organization, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Steering Committee may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the Steering Committee. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the Steering Committee from time to time as the Steering Committee may require.

Section 2: Other Committees

The organization shall have such other committees as may from time to time be designated by resolution of the Steering Committee. These committees may consist of persons who are not members of the Steering Committee and shall act in an advisory capacity to the larger group of members. Committees once formed may be dissolved by the Steering Committee if at any time the committee is deemed no longer necessary.

Section 3: Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Steering Committee, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Steering Committee and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Steering Committee or by the committee. The Steering Committee may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 4: Representation of MSPRA to other organizations

Representatives to other organizations shall be elected by the Steering Committee. Any member of the steering committee or of the organization may serve as the official representative to any other organization.

If a request for a representative is received, said representative shall be elected at the first meeting of the Steering Committee following receipt of request. If alternate representatives are deemed necessary, they shall be chosen in the same manner and at the same time as the primary representative. The Chairperson may appoint a temporary representative to another organization if the appointment is needed prior to the next Steering Committee meeting. Said appointment shall be in effect until an official election can be held.

Representatives shall serve for a period of one year, until their resignation or until the first meeting of the Steering Committee of the year following their election whichever comes first. In the event of resignation, the alternative representative, if so identified, may complete the term. Otherwise a new election may be held.

The representative shall report to the Chairperson and the Steering Committee of the organization regularly, verbally or in writing, concerning the activities of the organization to which they are assigned.

The representatives shall have such voting privileges as may be granted to them by the bylaws or operating procedures of the organization to which they are assigned. In casting a vote on behalf of MSPRA on matters of policy or political statement of the organization to which they are assigned, the representatives shall seek direction from MSPRA and be bound by a majority vote of the Steering Committee. On matters of internal business of the other organization, the representatives need not seek direction from this organization.

Article 6 – Executive Director/Staff

Section 1: Executive Director

The Steering Committee may choose, at any time, to hire an Executive Director to coordinate the various projects, programs and activities of the Alliance. The Executive Director will report directly to the Steering Committee. He or She will serve to advance the goals and objectives of the organization and manage the day-to-day business of the Alliance. The Steering Committee reserves the right to dismiss the Executive Director at any time.

Section 2: Other Staff

The Executive Director shall be responsible for the hiring and dismissal of all subsidiary employees, approve salaries within the budget as approved by the Steering Committee, and supervise the staff of the Alliance in accordance with the personnel policies established by the Executive Director and the Steering Committee.

Article 7 - Conduct of Business

Section 1: Execution of Instruments

The Steering Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Steering Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the Chairperson of the organization.

Section 3: Deposits

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

Section 4: Gifts

The Steering Committee may accept on behalf of the organization any contribution, gift, bequest or devise for the nonprofit purposes of this organization.

Section 5: Maintenance of Corporate Records

The organization shall keep at its principal office:

- a. Minutes of all meetings of the Steering Committee, all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 6: Steering Committee Member Inspection Rights

Every Member of the Steering Committee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization and shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 9: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 10: Periodic Report

The Steering Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

Article 8 - IRC 501(c)(3) Tax Exemption Provisions

Section 1: Limitations on Activities

No substantial part of the activities of this organization shall be the solicitation of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this organization shall not participate in any activity that is not permitted (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its Steering Committee Members, Executive Director, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 3: Distribution of Assets

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9 - Amendment of Bylaws

Section 1: Amendment

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Steering Committee at any regular or special meeting of the Steering Committee at which a quorum is present upon the concurrence of a two-thirds vote of the Committee members present and voting. Notice of any changes of the bylaws shall be provided to all Steering Committee members at least five days before such meeting.

Article 10 - Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Steering Committee Members or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this organization.

Dated: _____

Signed

Printed

_____	_____
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