

**AMENDED AND RESTATED BYLAWS**

**OF**

**THE MOUNTAINS TO SOUND GREENWAY TRUST**

**As Amended through June 08, 2016**

**BYLAWS**  
**OF**  
**THE MOUNTAINS TO SOUND GREENWAY TRUST**

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Membership**

The corporation will initially have no members. Membership classes, the manner of election or appointment of members, the qualifications and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation and these Bylaws.

**ARTICLE 3. BOARD OF DIRECTORS**

**3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors, which management may be delegated by the Board to one or more committees as set forth in these Bylaws.

**3.2 Number; Compensation**

The Board shall consist of not less than ten nor more than seventy-five Directors. The number of Directors at any given time, as fixed by these Bylaws, shall be the number of Directors elected by the Board who then remain in office. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The Directors shall receive no compensation for their service as Directors.

**3.3 Qualifications; Duties**

Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws. The duties of every Director of the corporation (but excluding Directors Ex-Officio) include the following:

**3.3.1** Attend at least three of the five regularly scheduled Board meetings every fiscal year.

**3.3.2** Make an annual, personal donation to the Greenway each fiscal year.

**3.3.3** Volunteer for and provide service to Greenway events, committees and task forces each year based on activities listed in “Supporting the Greenway Trust” and announcements at Board meetings.

**3.3.4** Support and participate in Greenway fundraising activities each year, as listed in “Supporting the Greenway Trust” and announced at Board meetings.

**3.3.5** Actively promote the Greenway and the Trust and its programs whenever and wherever appropriate, among friends, in the community and in the workplace.

### **3.4 Classes of Directors**

There shall be three classes of Directors, each class consisting of approximately one-third of the total number of Directors fixed by or in the manner provided by these Bylaws.

#### **3.4.1 Initial Classification**

At the organizational meeting of the corporation, the Directors named in the Articles of Incorporation and those elected at that meeting shall classify themselves into three classes of Directors which will serve staggered terms of office as follows: approximately one-third of the Directors shall serve for a term ending two years from the date of the first annual meeting of the Board; approximately one-third of the Directors shall serve for a term ending one year after the first annual meeting of the Board; and approximately one-third of the Directors shall serve for a term ending on the date of the first annual meeting of the Board.

#### **3.4.2 Successor Directors**

After the initial classification, approximately one-third of the number of Directors fixed by or in the manner provided by the Bylaws shall be elected each year at the annual Board meeting by the vote of the Directors then in office (including those Directors whose terms expire on the date of such meeting) to replace that class of Directors whose terms expire each year. The Board Engagement Committee shall have the responsibility to submit to the Executive Committee and President not less than thirty days before the date of the annual meeting a slate of nominees for the position of Director, and a slate of nominees for the officer positions. The slates of nominees shall be mailed to the Directors with the notice of the annual meeting. At the annual meeting, any Director may submit in writing to the Secretary any number of additional nominees for the position of Director or any officer, and such additional name or names shall be added to the slates of nominees.

### **3.5 Term of Office**

Each class of Directors shall be elected for terms beginning at the annual meeting at which they are elected, and expiring on the date of the annual meeting of the Board three years subsequent to their election.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held during the month of May or June in each year on a date chosen by the Executive Committee for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting.

### **3.7 Regular Meetings**

If deemed appropriate, the Board may hold regular meetings pursuant to a schedule approved by the Executive Committee or the Board.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or twenty percent (20%) of the Directors, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Executive Committee, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.11 Notice of Meetings**

Notice of Board or committee meetings shall be given to a Director in writing (including email) or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or

her address shown on the records of the corporation, or in the case of email, to any address provided by the Director. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### **3.12 Waiver of Notice**

#### **3.12.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed or emailed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.12.2 By Attendance**

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

### **3.13 Quorum**

One-third of the number of Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is provided by no less than the minimum number of Directors required to take such act. Such written consents may be signed in two or more counterparts, or submitted by email, all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.18 Removal**

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the number of Directors then in office.

### **3.19 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.20 Directors Ex-Officio**

#### **3.20.1 Election as Director Ex-Officio**

Any nominee for election as a Director of the corporation who is at the time also an officer or employee of the government, federal, state, or local, or any agency thereof, may choose to stand for election as a Director Ex-Officio rather than as a Director. Such choice shall be made by written notice given to the Secretary of the corporation prior to the vote on the election of the nominee. If elected as a Director Ex-Officio, this classification shall remain in effect regardless of whether the person continues to be an officer or employee of the government, unless a notice of conversion to Director is given pursuant to section 3.20.3.

#### **3.20.2 Conversion to Director Ex-Officio**

Any Director of the corporation who is at the time also an officer or employee of the government, federal, state, or local, or any agency thereof, may, at any time, convert his or

her status from Director to Director Ex-Officio by giving a written notice of such conversion to the Secretary of the corporation. The conversion shall become effective upon receipt of the notice of conversion by the Secretary and shall remain in effect regardless of whether the person continues to be an officer or employee of the government, unless a notice of conversion to Director is given pursuant to section 3.20.3.

### **3.20.3 Conversion to Director**

Any Director Ex-Officio may, at any time, convert his or her status from Director Ex-Officio to Director by giving a written notice of such conversion to the Secretary of the corporation. The conversion shall become effective upon receipt of the notice of conversion by the Secretary.

### **3.20.4 Status of Director Ex-Officio**

A Director Ex-Officio shall not be entitled to vote on any matter coming before the Board of Directors. Further, the Directors Ex-Officio shall not be counted as Directors of the corporation in determining the number of Directors that constitute a quorum at any meeting of the Board or in determining the presence of a quorum at any such meeting.

## **ARTICLE 4. OFFICERS**

### **4.1 Number; Qualifications; Compensation**

The officers of the corporation shall be a President, Treasurer, Secretary, and Executive Director, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. Any officer may be assigned by the Board any additional title that the Board deems appropriate. The officers shall receive no compensation for their service as officers, except that the Executive Director may receive such compensation, if any, as may be approved by the Executive Committee.

### **4.2 Election; Term of Office**

The officers of the corporation shall be elected by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board (or the second annual meeting following election, if serving a two-year term) or until his or her successor is elected. The President will presumptively serve a four-year term in an executive role: one year as President-Elect, a two-year term as President, and one year as Immediate Past President. The two-year term could be shorter or extended as appropriate. All other officers will presumptively serve one-year terms with no limit on number of terms.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the number of Directors then in office whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

### **4.6 President**

The President shall be a Director of the corporation, and, subject to the Board's control, shall supervise the business and affairs of the corporation. The President shall preside over meetings of the Board and the Executive Committee. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

### **4.7 Executive Director**

The Executive Director, acting under the supervision of the Executive Committee and the President, will act as the chief executive officer of the corporation and shall be responsible for the day-to-day administration and operation of the corporation and for such other duties as from time to time may be assigned by the President, the Executive Committee, or the Board.

### **4.8 President Elect**

Whenever the Board deems it advisable to fill this position, the Board may, at any meeting of the Board, elect a President-Elect, who shall hold office until the next annual meeting of the Board. The President-Elect shall be a Director of the corporation. When in



office, the President-Elect is hereby designated as the successor to the President. In the event of the death of the President or his or her inability to act, the President-Elect shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President.

#### **4.9 Immediate Past President**

Whenever the Board deems it advisable to fill this position, the Board may, at any meeting of the Board, elect an Immediate Past President, who shall hold office until the next annual meeting of the Board. The Immediate Past President shall be the immediate past president of the corporation and shall be a Director of the corporation. The Immediate Past President shall have such authority and perform such duties as may be delegated and assigned to him or her by the Board, the Executive Committee, or the President.

#### **4.10 Secretary**

The Secretary shall keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversee the custody of the corporate records of the corporation; cause the corporation to keep records of the post office address of each officer and Director; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary or any other person designated by the Executive Committee may perform the duties of the Secretary.

#### **4.11 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. In the absence of the Treasurer, an Assistant Treasurer or any other person designated by the Executive Committee may perform the duties of the Treasurer.

## **ARTICLE 5. COMMITTEES**

### **5.1 Standing Committees**

#### **5.1.1 Authorization**

The corporation shall have at least the following standing committees: an Executive Committee, an Operations Committee, a Board Engagement Committee, a Fundraising Committee, and a Program Committee. The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more additional standing committees, each of which shall consist of such number of Directors as the Board may prescribe and, unless provided otherwise in these ByLaws, such other persons as the Board may prescribe. Such committees shall have and exercise the authority prescribed by the Board and these Bylaws, subject to limitations imposed by applicable Washington law.

#### **5.1.2 Executive Committee**

The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, subject to such limitations as may be prescribed in these ByLaws or otherwise by the Board. The Executive Committee will be chaired by the President and shall consist of: (i) all of the Officers, (ii) the chairperson of each of the Operations, Fundraising, Board Engagement and Program Committees, and (iii) such other members as the Board may designate. All members of the Executive Committee must be Directors. The authority of the Executive Committee includes:

to designate such bank or banks as depositories (a "Depository") for the funds of the corporation as they may deem necessary or advisable;

to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;

to cause to be deposited in accounts with any Depository from time to time such funds of the corporation as they may deem necessary or advisable;

to designate from time to time officers and agents of the corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the corporation against any such account;

to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signature) as they may deem necessary or advisable;

to engage financial, tax, legal, insurance or other advisors to the corporation as the committee may deem necessary or advisable; and

to create or appoint such temporary or other committees as it may from time to time deem necessary or advisable.

The Executive Committee shall have no authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of the Executive Committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

### **5.1.3 Operations Committee**

The Operations Committee shall be chaired by the Treasurer and will be composed of such members as may be appointed by the Board or Executive Committee. The Members other than the Chairperson need not be Directors of the corporation. The Chairperson and each member shall serve from the date of his or her appointment until the next annual meeting of the Board. The function of the Operations Committee shall be to develop, review, and revise the policies and procedures necessary for managing and reporting the finances, personnel, audit and risk management of the corporation and to conduct such other related activities as the Board, the Executive Committee or the President may request. The Operations Committee shall not have or exercise the authority of the Board or the Executive Committee and is not authorized to obligate the corporation.

### **5.1.4 Board Engagement Committee**

The Board Engagement Committee shall be composed of a Chairperson appointed by the Board and such other Directors as may be appointed by the Board or the Executive Committee. The Chairperson and each member shall serve from the date of his or her appointment until the next annual meeting of the Board. The function of the Board Engagement Committee shall be to manage the nomination process for Directors, new Director orientation/initiation, board engagement/education, and other board health issues, and to conduct such other related activities as the Board, the Executive Committee or the President may request. The Board Engagement Committee shall not have or exercise the authority of the Board or the Executive Committee and is not authorized to obligate the corporation.

### **5.1.5 Fundraising Committee**

The Fundraising Committee shall be composed of a Chairperson appointed by the Board and such other members as may be appointed by the Executive Committee. Members other than the Chairperson need not be Directors of the corporation. The Chairperson and each member shall serve from the date of his or her appointment until the next annual meeting of the Board. The function of the Fundraising Committee shall be to conduct such activities relating to the funding of the corporation as the Board, the Executive Committee, or the President may request. The Fundraising Committee shall not have or exercise the authority of the Board or the Executive Committee and is not authorized to obligate the corporation.

### **5.1.6 Program Committee**

The Program Committee shall be composed of a Chairperson appointed by the Board and such other members as may be appointed by the Executive Committee. Members other than the Chairperson need not be Directors of the corporation. The Chairperson and each member shall serve from the date of his or her appointment until the next annual meeting of the Board. The purpose of the Program Committee shall be to conduct such activities necessary for advancing the programmatic work of the corporation, including strategic plans, priority initiatives, and major programs of work, and to conduct other related activities as the Board or the Executive Committee or the President may request. The Program Committee shall not have or exercise the authority of the Board or the Executive Committee and is not authorized to obligate the corporation.

## **5.2 Advisory Committees**

### **5.2.1 Authorization**

The Board, the Executive Committee or any Standing Committee may, by resolution adopted by a majority of the members thereof, designate and appoint one or more advisory committees to advise and assist the authorizing body with respect to such matters as it may prescribe. The members of any advisory committee other than the Chairperson need not be Directors. The advisory committees shall not have or exercise the authority of the Directors or the Executive Committee, nor will they be authorized to obligate the corporation.

### **5.2.2 Board of Advisors**

The Board of Advisors shall be an advisory committee composed of such members, herein called "Advisors," as the Board of Directors or the Executive Committee may appoint from time-to-time to serve on the Board of Advisors. The Advisors shall not be nor be deemed to be Directors or Officers of the Corporation nor shall the Board of Advisors have or exercise the authority of the Directors, Officers, or Executive Committee. The sole function of the Board of Advisors shall be to give the Board of Directors or the Executive Committee the benefit of such advice and counsel as the Board of Advisors may desire with respect to such matters as the Board of Directors or the Executive Committee may request.

To this end, all Advisors are invited and encouraged to attend any and all meetings of the Board of Directors. The Advisors shall be appointed for two-year terms by the Board of Directors at the annual meeting of the Board of Directors or, in the interim, by the Board of Directors or the Executive Committee. Each Advisor shall serve from the date of his or her appointment to the second annual meeting of the Board of Directors following appointment, unless he or she sooner resigns.

### **5.2.3 Technical Advisory Council**

The Technical Advisory Council shall be an advisory committee composed of a Chair or co-chairs appointed by the Board or the Executive Committee and such other members as may be appointed by the Board or the Executive Committee. The Chairperson(s) shall be a Director, and the members need not be Directors of the corporation. The Chairperson and each member shall serve a two-year term from the date of his or her appointment until the second annual meeting of the Board following appointment. The function of the Technical Advisory Council shall be to conduct such studies and activities, and to assist and advise the Board, the Executive Committee, and the President, with respect to such matters as the Board, the Executive Committee, or the President may request.

### **5.3 Temporary Committees; Task Forces**

The Board, Executive Committee or any Standing Committee, by resolution adopted by a majority of the members thereof, may designate and appoint one or more task forces, or temporary, advisory or other committees (other than standing committees), each of which shall consist of such number of Directors or other members as the authorizing body may prescribe. Such committees shall not have the authority of the Directors or the Executive Committee in the management of the corporation, and are not authorized to obligate the corporation.

### **5.4 General**

#### **5.4.1 Quorum; Manner of Acting**

One-third of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **5.4.2 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **5.4.3 Removal of Committee Member**

The Board or Executive Committee, as the case may be, by resolution adopted by a majority of its members, may remove from office any member of any committee elected or appointed by it.

## **ARTICLE 6. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **6.1 Contracts**

The Board or the Executive Committee, as appropriate and consistent with these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **6.2 Loans; Extensions of Credit to Officers, Directors or Employees**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances. No loans shall be made by and no credit shall be extended by the corporation to its officers, Directors or employees, other than advances of travel expenses and similar items in the ordinary course of business.

### **6.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board or the Executive Committee, as appropriate and consistent with these Bylaws.

### **6.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee may select.

**6.5 Grants and Donations**

The Board hereby delegates to the Executive Director (including any staff member the Executive Director may designate), the Board’s authority to apply for and accept grants and donations to the corporation. This authority includes the authority to execute any documents required in connection with applying for and accepting grants and donations to the corporation.

**6.6 Minutes of Meetings; Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, minutes of the proceedings of its Board and any minutes which may be maintained by committees of the Board, records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

**6.7 Corporate Seal**

The corporate seal of the corporation shall consist of the name of the corporation, the state of its incorporation and the year of its incorporation.

**6.8 Accounting Year**


The accounting year of the corporation shall be the twelve months ending June 30.

**ARTICLE 7. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board or by the written consent of 2/3rds of the Directors then in office.

These Amended and Restated Bylaws are adopted by the Board of Directors effective as of June 08, 2016.

Dated June 08, 2016.

By  \_\_\_\_\_  
John Baier  
Secretary