



## **Amended and Restated Bylaws of Amigos for Christ, Inc.**

As of April 15, 2025, the following amend, restate and replace in their entirety the previous Bylaws of Amigos for Christ, Inc.

### **Article 1 OFFICAL NAME AND LOCATION OF PRINCIPAL OFFICE**

The name of the Corporation is: Amigos for Christ, Inc.. The organization is incorporated under the laws of the State of Georgia, United States of America. Its principal statutory and legal offices shall be located in the State of Georgia in the United States of America.

### **Article 2 TAX EXEMPTION**

Amigos for Christ, Inc. is organized under the Georgia Nonprofit Corporation Code of the State of Georgia for charitable purposes. It is a registered 501(c)(3) Tax Exempt organization under the IRS Tax Code.

Amigos for Christ, Inc. will ensure its tax-exempt status is maintained by complying with all applicable Federal and State requirements, including IRS policies and reporting requirements.

As a 501(c)(3) organization, if Amigos for Christ, Inc. chooses to lobby it shall not exceed the allowable 501(c)(3) limits.

### **Article 3 STATEMENT OF PURPOSE**

The purpose of Amigos for Christ, Inc. is to serve so that Christ becomes more visible. Amigos for Christ does this through community development, youth development, and economic development programs in Nicaragua. The vision of the organization is to light the path to life transformation in Nicaragua and beyond, namely through guiding

participants through programs and projects such as leadership training, water and sanitation, health care, education, sports, economic development aimed at increasing job access and family income, and immersive mission trips. To effectively achieve the organizations' goals and objectives, the areas of Program Support and Administration support all programs and projects.

We consider all people children of God as our brothers and sisters in Jesus Christ regardless of race, ethnicity, color, sex, religious or political persuasion.

Amigos for Christ, Inc. is an apolitical organization.

Amigos for Christ, Inc. commits to abiding by all relevant laws applicable to it and its operations in the United States of America and Nicaragua. This includes abiding by all anti-money laundering and anti-terrorism laws with respect to funding and the transfer of monies and, with respect to its Nicaraguan operations, abiding by the laws of Nicaragua that are applicable to non-profit entities (which at the time of the adoption of this Bylaw provision include No. 1115 "General Law of Registration and Control of NPOs).

#### **Article 4 AMENDING THE BYLAWS**

Bylaws may be amended, altered, or replaced at any regular or special meeting of the Board of Directors with the concurrence of two thirds of the members present, provided that the Bylaws at no time shall contain any provision inconsistent with the laws of the State of Georgia or the Articles of Incorporation.

#### **Article 5 BOARD OF DIRECTORS**

All corporate powers shall be vested in, and exercised by or under the authority of the Board; and the affairs of Amigos for Christ, Inc. shall be managed under the direction of the Board. The duly elected and qualified directors of Amigos for Christ, Inc. shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of Amigos for Christ, Inc., as they deem

proper, but not inconsistent with these Bylaws, the Articles of Incorporation, and the laws of the State of Georgia.

### **Section 1: Responsibilities**

The responsibilities of the Board of Directors (the “Board”) are:

1. **Determine mission and purpose.** It is the Board's responsibility to create and review, in conjunction with the staff, a statement of mission and purpose that articulates Amigos for Christ, Inc.’s goals, means, and primary constituents served.
2. **Select the CEO.** The Board shall reach consensus on the CEO responsibilities and undertake a careful search to find the most qualified individual to serve in this position.
3. **Support and evaluate the CEO.** The Board should ensure that the CEO has the moral and professional support he/she needs to further the goals of the organization. The Board shall evaluate the CEO annually.
4. **Ensure effective planning.** The Board will actively participate with the staff in an overall planning process and assist in implementing and monitoring the plan's goals.
5. **Monitor and strengthen programs and services.** The Board will determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. **Ensure adequate financial resources.** The Board will work with the staff to secure adequate resources for the organization to fulfill its mission.
7. **Protect assets and provide proper financial oversight.** The Board will assist in developing the annual budget and ensuring that proper financial controls are in place. Additionally, the Board is tasked with ensuring the long-term sustainability of the organization’s financial resources, including capital allocation and risk oversight.
8. **Build and sustain a competent Board.** The Board will articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. **Ensure legal and ethical integrity.** The Board is ultimately responsible for adherence to legal standards and ethical norms.

**10. Enhance the organization's public standing.** The Board will clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

## **Section 2: Membership & Meetings**

Ideally, Amigos for Christ, Inc. Board members will have the following attributes: Passion for the Amigos for Christ, Inc., Mission (participation in at least one mission trip), integrity, the ability to put the long-term needs of the whole organization foremost, and time to commit. Board positions carry no compensation.

Board members shall be 18 years of age or older and be persons who have demonstrated a willingness to volunteer their time and talents for the good of the organization. Board members can be nominated by staff or existing Board members and are elected by a simple majority of the existing Board.

Board member terms shall be three (3) years and thereafter Board members are eligible for re-election to one consecutive three-year term.

Additional terms for up to three years are only permitted through approval by a Board majority.

Except with respect to positions filled under the Vacancies section and for "Short Term Appointments" (as defined hereafter), All Board Officer positions are one (1) year terms. Committee appointments are one-year terms. Board Officers may be elected for additional (1) year terms. The Board Offices described in Section 3 of this Article shall be filled by members of the Board; however, executive officers of Amigos for Christ, Inc. (for example Vice Presidents, CFO, etc.) may be, but do not need to be, members of the Board of Directors. Notwithstanding anything contained to the contrary herein, the term of a Board Member's Board Officer position shall not extend past the term of their Board Membership and therefore, a Board Officer's term may be less than a year if their Board Membership will end less than a year from

their appointment as a Board Officer (such referred to as a “Short Term Appointment”).

Board members are required to attend, or attend via teleconference if that option is available, all Board meetings unless otherwise excused by the Chair or his designee.

Except for elections to fill vacancies, elections of Board Officers and Board Members will occur at the Board’s annual meeting. Board Officers will be elected by a simple majority vote of the Board. Elections to fill vacancies of Board members may take place at an annual meeting, a regular meeting, a special meeting, or by written consent.

Vacancies: Board member vacancies, Board Officer vacancies and committee member vacancies will be filled by nominations from current Board members. All Board members shall be notified of vacancies and nominations 30 days prior to the next regularly scheduled meeting where a vote will be held. A simple majority vote will be required to fill current positions. A person elected or appointed to fill such vacancy shall be elected or appointed to hold that position for the unexpired term of his or her predecessor.

Resignation, termination and absences: Resignation from the Board must be delivered to the Secretary in writing. Any Board member can be terminated from the Board due to excess absences or other reasons by a two-thirds vote of the Board.

Regular Meetings: Regular Board meetings will be held a minimum of four (4) times per year.

Special Meetings: Special Meetings of the Board may be called by the Chair or any Directors together constituting at least 20% of the Directors. The person or persons authorized to call special meetings of the Board may fix any time, place, method and date for holding the special meeting called by them.

Any notice of a Board meeting otherwise required by law to be provided to the Directors, may be given orally, electronically, or by written notice and, where practical, shall be given at least two (2) days prior to the meeting. Such required notice shall provide the time, place, method, and date of the special meeting and any other information otherwise required by law.

If the purpose of the special meeting is to remove a director or to dissolve, merge, or otherwise reorganize Amigos for Christ, Inc., the written notice shall so state. The written notice shall be delivered personally or electronically by email or mailed to each director at his or her address of record with Amigos for Christ, Inc. The attendance of a director at a special meeting shall constitute a waiver of notice of such meeting, except when 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.

Quorum: A quorum will consist of a simple majority of the Board members when a majority of the elected Board is attending; provided in no event shall a quorum be less than 4 members of the Board. If less than the quorum is present at a regular or special meeting, then a majority of the directors present may adjourn the meeting.

Manner of Acting: the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors, unless the concurrence of greater proportion is required for such action by the laws of the United States, the State of Georgia, or any locality or instrumentality thereof, the Articles of Incorporation or the Bylaws.

Presumption of Assent: A Director who is present at a regular meeting or a special meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent with such person acting as the secretary of the meeting before the adjournment of such meeting or shall forward such written dissent by registered mail to the Secretary of Amigos for Christ, Inc. immediately after the adjournment

of the meeting, in accordance with the laws of the State of Georgia. Such right of dissent shall not apply to a Director who voted in favor of such action.

Meeting via Communications Equipment: Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Action by Written Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent to such action is signed by a majority of the Directors of Amigos for Christ, Inc. and such written consent is filed with the minutes of the proceedings of the Board. Such written consent may be executed in multiple counterparts.

Size: The Board of Directors shall set the size of the Board from time to time but in no event shall there be less than five Board members nor more than twelve. The CEO shall serve as a voting member of the Board, except for Executive and Finance committee votes or other matters specifically set forth in these Bylaws that state that the CEO does not have a vote.

The founder of Amigos for Christ, Inc. will serve as a Board member Emeritus of the Board of Directors. This role will be treated as other general Board members in that this member has the right to vote, will be considered as part of the quorum, and will not be compensated for his time. The Emeritus member will hold a lifetime position on the Board. The Emeritus status and membership can be removed by the member's resignation or a unanimous vote by the remaining Board members.

### **Section 3: Board Officers and Executive Officers**

There shall be three (3) Board Officers of the Board:

Chair  
Treasurer  
Secretary

Based upon circumstances, the Board may also wish to designate a Vice Chair.

Board Officers will be elected from the general membership of the Board and will serve on the Executive Committee. Neither the CEO nor the Chair may serve as the Secretary.

Officer Duties:

**Chair:** Shall convene regularly scheduled Board meetings, preside at or arrange for a member of the Executive Committee to preside at each meeting; oversee Board and Executive Committee meetings; serve as an ex-officio member of all committees; work in partnership with the CEO to ensure all Board resolutions are carried out; call special meetings if necessary; appoint all committee chairs; and consult with Board members as necessary. The Chair is responsible for developing the agenda for board meetings. If the Chair is unable to serve and if no Vice Chairman is appointed, the Secretary will temporarily assume responsibilities in the Chair's absence.

**Treasurer:** Shall attend all Board meetings; shall make a report at each Board meeting including financial statement review; chair the Finance Committee; assist in the preparation of the budget; serve on the Executive Committee; serve as financial officer of the organization; understand financial accounting for nonprofit organizations; and ensure that an annual audit is performed and review the annual audit and answer Board member's questions about the audit.

**Secretary:** Shall attend all Board meetings; serve on the Executive Committee; maintain all Board records and ensure their accuracy and safety; provide notice of the meetings of the Board; take minutes of all Board meetings; authenticate or certify records of the corporation, including without limitation signing, certifying or otherwise authenticating any minutes of meetings or resolutions; timely distribute copies of the minutes; and serve as the official custodian of the by-laws. Neither the Chair nor the CEO shall also serve as the Secretary.

**Executive Officers:**

Except for the CEO (who is a member of the Board of Directors), Executive Officers may, but are not required to, be members of the Board.

The following Executive Offices may exist and will have the powers described herein:

**Chief Executive Officer:** The Chief Executive Officer of Amigos for Christ, Inc. will, subject to the direction of the Board, lead all of the affairs of Amigos for Christ, Inc., being mindful of its ultimate goals and mission. The Chief Executive Officer shall serve as chief spokesperson of Amigos for Christ, Inc.'s vision and solicitor of funds for its work. In general, the Chief Executive Officer shall perform all duties incident to such office and such other duties as may be prescribed from time to time by the Board. The Chief Executive Officer shall be appointed by a majority of the directors of Amigos for Christ, Inc.. The Chief Executive Officer may be removed, with or without cause, by a majority of the Directors of Amigos for Christ, Inc.. The Chief Executive Officer shall report to the Board and between board meetings to the Chair. The Chief Executive Officer may sign, with or without the attestation of the Secretary or Assistant Secretary or any other proper officer of Amigos for Christ, Inc. authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, excepting cases where the signing and execution thereof shall be expressly delegated by the Board or the

bylaws to some other officer or agent of Amigos for Christ, Inc. or shall be required to by law to be otherwise signed or executed.

Other Officers or Authorized Agents. The Board may appoint such other officers or authorized agents as it may deem appropriate from time to time. Any such officers need not be a member of the Board and may be an employee of Amigos for Christ, Inc. or any of its affiliates. Such other officers or authorized agents as may be appointed by the Board and shall have such powers and perform such duties as Board may from time to time prescribe. Such officers or authorized agents may also be empowered by the appropriate resolutions or powers of attorney in the localities or countries in which they operate in order to effectuate the applicable delegation of powers to such person by the Board.

## **Article 6: Board Committees**

### **Section 1: Standing Committees**

Based on need, the Board of Directors may consider the following Standing Committees:

- Executive Committee
- Finance Committee
- Governance Committee
- Development Committee

Additionally, the Board Chair may appoint Ad Hoc committees as necessary

Each Standing Committee of the Board will be chaired by a member of the Board of Directors. Membership on the committees, except where specified otherwise, is open to non-Board members. Non-Board committee members must be elected by a majority vote of the Board at large and, except in the instances where filling a vacancy, serve 2-year

terms. Notice to all Board members will be made 30 days prior to a vote for new members.

### **Sub-Section a: Executive Committee**

Members of the Executive Committee may include the Board Chair, Vice-Chair, Secretary, Treasurer, and Governance Committee Chair. The CEO will serve as a non-voting member of the Executive Committee. The Executive Committee oversees the management of the organization. The Executive Committee may act in the place of the full Board and shall have all the powers and authority of the full Board of Directors in the intervals between meetings of the Board, with the exception of 1) amending or changing the Bylaws or Articles of Incorporation or, 2) hiring or firing of the CEO. Any action taken by the Executive Committee between regular Board meetings must be confirmed by the full Board at its next scheduled meeting. The Executive Committee is responsible for Board maintenance as well as developing and maintaining a list of potential new Board members, making recommendations on the makeup of the Board including number of Board members and specific needs, recommending training and Board development activities, managing the nomination and review process for new Board members.

### **Sub-Section b: Finance Committee**

The Finance Committee oversees development of the budget; ensures accurate tracking, monitoring, and accountability for funds; ensures adequate financial controls; reviews major grants and terms; assures an audit is prepared annually. The Finance Committee also establishes and manages "restricted funds accounts" which are funds donated, on a one time or ongoing basis for a specific use, not at the discretion of the director or Board, or subject to redirection for budgetary purposes. The finance committee collects and reports KPI's to the Board at large. The CEO will serve on the Finance Committee as a non-

voting member. An Audit Subcommittee will be responsible for maintaining the annual audit and assisting auditors with completion and filing of annual 990. The audit subcommittee is only required to meet once per year but may meet more often as the members of such subcommittee determine. An Investment Subcommittee may be established to oversee information related to the Amigos for Christ, Inc. assets invested in traditional vehicles such as CD's, stocks, bonds, mutual funds, and index funds. The investment subcommittee membership may include non-Board members. The Investment Subcommittee may make recommendations to the full Board. All investment recommendations may be considered and voted upon by the full Board. If there is no Investment Subcommittee, the actions described for such shall be taken by the Finance Committee.

#### **Sub-Section c: Development Committee**

The Development Committee will support the staff in all fundraising and marketing efforts including the cultivation of pledges and solicitation of funds. Membership on the Development Committee is open to non-Board members. The members of the Development Committee are responsible for new donor solicitation and stewardship; especially for major gifts. The Development Committee reviews and recommends approval of major grant applications to the CEO.

#### **Sub-Section d: Governance Committee**

The Governance Committee oversees the organization's legal and physical needs both in the United States and Nicaragua (and any other future locations). The Committee ensures that the organization makes legally sound decisions. The Governance Committee interviews and makes a recommendation to the full Board of any candidate for Board or Board Committee membership. The committee oversees any Board member conflicts of interest and insures existence of an accessible and discreet whistleblower policy. The Governance Committee

provides feedback on organization technology and business systems. This committee is expected to interact with organization legal counsel as needed.

## **Section 2: Ad Hoc Committees**

The Board may establish Ad-Hoc Committees as it deems necessary. Ad Hoc Committees may be established for a specific period of time or for an indeterminate period of time. Membership on Ad Hoc Committees is open to non-Board members. Ad Hoc Committee members serve at the pleasure of the Board Chair and may be removed or replaced without approval or concurrence of the full Board.

## **Article 7: Advisory Board**

### **Section 1: Purpose**

The Executive Committee has the authority to establish an Advisory Board made up of interested individuals who have demonstrated an interest in helping Amigos for Christ, Inc. in its mission. Timing of the establishment of the Board shall be based on the needs of the organization.

### **Section 2: Membership**

Members can be nominated by anyone and will be elected by the Executive Committee by a simple majority vote. The number of the Advisory Board members should not be limited. The Executive Board shall make a yearly review of the Advisory Board membership. Members may be removed by the Board for lack of participation, at the member's request, or for other reasons. Involuntary removal from the Advisory Board will require a majority vote of the full Board of Directors.

## **Article 8: Purchase, Sale, or Transfer of Property**

Any purchase, sale or transfer of any stock, bond, security, or any other property exceeding a value of \$25,000 and standing in the name of the Corporation shall be valid only if either: (1) a provision is made for such expense, purchase, sale, or transfer in the annual budget or (2) such is approved by the Board. Any transfer or legal document signed by an Executive Officer or Board Officer for any purchase, sale, expense, or transfer in the annual budget or otherwise approved by the Board shall in all respects bind the Corporation.

## **Article 9: Conflict of Interest**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect Amigos for Christ, Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer (including both Board Officers and Executive Officers) or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions.** As used in this Article 9, the following terms have the following definitions:

**Interested Person.** Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

“Compensation” also includes direct and indirect remuneration as well as gifts or favors. A financial interest is not necessarily a conflict of interest. Under Article 9, Section 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

### **Section 3: Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  - 1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - 2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to

- investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4: Records of Proceedings**

- a. The minutes of the governing Board and all committees with Board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict

of interest was present, and the governing Boards or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5: Compensation**

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 6: Annual Statements**

Each director, principal officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Section 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article 9, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

## **Article 10: Indemnification**

### **Section 1: General Provision**

To the full extent authorized under the laws of the State of Georgia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or

having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2: Expenses**

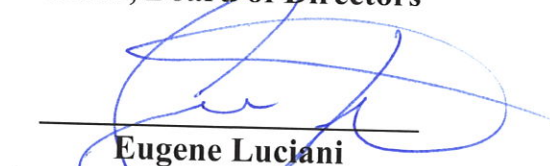
Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation will purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**The foregoing bylaws were amended and restated and approved by a unanimous vote of the Board of Directors, this 15<sup>th</sup> day of April 2025.**

  
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**Richard Hach**  
Chair, Board of Directors

  
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**Eugene Luciani**  
Secretary, Board of Directors