

BYLAWS OF SARASOTA CONVENTION AND VISITORS BUREAU, INC.
AS OF MAY 5, 2006
REVISED AND APPROVED BY BOARD OF DIRECTORS ON SEPTEMBER 1, 2010
AMENDED July 13, 2023

ARTICLE 1: NAME

The name of the Corporation shall be the Sarasota Convention and Visitors Bureau, Inc. d/b/a Visit Sarasota County.

ARTICLE 2: PURPOSE

As stated in the Articles of Incorporation, the purpose of the Corporation shall be to be a full-service destination management organization to promote the advancement and development of tourism in Sarasota County, Florida.

ARTICLE 3: MEMBERS

3.1 Members Defined. The Members of the Corporation shall be those individuals, public or private corporations, boards, associations, firms, estates, trustees or fiduciaries who or which have been accepted as Members by the Board of Directors of the Corporation, fulfilled all obligations described in policies and procedures established by the Board of Directors, and invested in the Corporation. The issuance or termination of a person's Membership shall be in the sole discretion of and pursuant to policies adopted by the Board of Directors of the Corporation, subject to applicable law. Any funds paid to be a Member of the Corporation shall be nonrefundable and forfeited upon the termination of such membership.

3.2 Rights of Members. To the extent permitted by applicable law, the Members shall have no voting or other rights. Members shall be entitled to receive only those benefits provided in the policies adopted by the Board of Directors of the Corporation from time to time.

ARTICLE 4: DIRECTORS

4.1 Power of Directors. To the extent permitted by applicable law, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed pursuant to the policies of the Board of Directors.

4.2 Duties of Directors. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and which are lawful and shall refrain from actions not in the best interest of the Corporation or which would be unlawful. Directors shall, among other things, assist in establishing the policies of the Board of Directors,

regularly and consistently monitor and enforce compliance with the policies of the Board of Directors, contemporaneously document meetings held or written actions undertaken by the Board of Directors or Committees, select and conduct annual performance reviews of the President and CEO of the Corporation, and review and approve the budget.

4.3 Number and Qualification of Directors. The number of Directors shall not exceed fifteen (15) or such lesser number if there are not sufficient qualified Directors to fill each Director position. A Director must be a Member or a representative of a Member. One Director shall be the County Commissioner appointed by the Board of Sarasota County Commissioners each December and effective each January 1st. The number of Directors may be increased or decreased by the affirmative vote of a majority of the Directors, but at no time shall the Board of Directors consist of less than three (3) people.

4.4 Term of Office. The Board of Directors shall be elected with different overlapping terms so that not all Director's terms expire in the same year. This allows for a smooth transition of power. Each Director is elected for a term of two years.

The Board of Directors shall be divided into three classes: Class A, Class B, and Class C. The number of Directors elected to each class shall be as nearly equal in number as possible. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Governance Committee. However, there shall be one Special Class comprised of the appointed County Commissioner who will serve a term of one year.

With the exception of the Director appointed by the Board of Sarasota County Commissioners, no Director shall serve more than two consecutive two-year terms. However, Directors shall be eligible for reelection following the completion of one two-year term without service on the Board of Directors.

4.5 Election of Directors. The Directors of the Corporation shall be elected by vote of the Board. Any qualifying person may be elected as a Director of the Corporation, provided that such person is nominated pursuant to the policies and procedures of the Governance Committee. If any Director elected pursuant hereto is unable to serve as a Director of the Corporation, the seat for which the Director has been elected shall be considered vacant and shall be filled pursuant to this Section. Each Director's term shall end on September 30, unless the Director resigns or is removed pursuant to the Bylaws of the Corporation.

4.6 Removal of Directors. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors.

4.7 Vacancies. In the event of a vacancy occurring in the Board of Directors, the remaining Directors, by affirmative vote of a majority thereof, whether or not constituting a quorum, may fill such vacancy for the unexpired portion of the term of the former occupant. If, at any time, the number of Directors shall be increased, the additional Directors to be elected may be elected by the Directors then in office by the affirmative

vote of a majority thereof. The Directors filling such vacancies shall be nominated pursuant to the policies and procedures of the Governance Committee.

4.8 Compensation. No member of the Board of Directors shall receive any compensation for his/her time, but may be reimbursed for the ordinary, reasonable, and necessary costs and expenses incurred in rendering their services as a Director.

4.9 Terms of Membership. The Board of Directors shall have the authority to determine the terms and conditions of Membership.

ARTICLE 5: MEETINGS

5.1 First Meeting of the Initial Directors. The first meeting of the initial Directors shall be held within sixty (60) days following the legal organization of the Corporation for the purpose of commencing the business of the Corporation and taking all action required by the Articles of Incorporation, the Bylaws or applicable law.

5.2 First Meeting of Newly Elected Directors. The first meeting of a newly elected Board of Directors shall be held for the purpose of organization in the month of October each year, upon three (3) days' notice in writing to each Director elected, stating the time, place and object of such meeting. The first meeting of a newly elected Board of Directors shall be held in a meeting place open and accessible to the general public in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

5.3 Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held in a meeting place open and accessible to the general public in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

5.4 Notice of Regular Meetings of Directors. Regular meetings will be noticed by the President and CEO in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

5.5 Special Meetings of Directors. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or by any two Directors and shall be held in a meeting place open and accessible to the general public in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

5.6 Notice of Special Meetings of Directors. Notice of each special meeting of the Board of Directors will be noticed by the President and CEO in accordance with the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes and state the purpose or purposes thereof. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director states at the beginning of the meeting an objection to the transaction of business because the meeting is not lawfully called or convened.

5.7 Quorum. At any meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors so as to reduce the number of Directors to less than a majority of the whole Board shall not affect the validity of any action taken at the meeting or any adjournment thereof.

5.8 Action of President and CEO without Meeting. To the extent authorized by law, from time to time the President and CEO, upon compliance with applicable conditions and upon obtaining the written approval of all Directors for the action taken or authorized, which approval shall be kept in the Corporation's minute book, may, without holding a meeting, take any action required or permitted at a meeting.

5.9 Participation by Means of Communications Equipment. The President and CEO, Members of the Board of Directors, or of any committee thereof, shall be deemed present and may participate and vote at a meeting of the Board or committee if a conference telephone, or similar communications equipment is utilized, by means of which all persons participating in the meeting can hear each other.

ARTICLE 6: OFFICERS

6.1 Officers Enumerated. The officers of the Corporation shall be elected by the Board of Directors and shall be a Chairman, Vice Chairman, Secretary/Treasurer, Immediate Past Chairman and, at the discretion of the Board of Directors, other officers and assistants, all of whom shall be elected by the initial Board of Directors and annually by the Board of Directors at its annual meeting. The County Commissioner appointed by the Board of County Commissioners shall not serve as an officer of the Corporation.

6.2 Term of Office. The officers of the Corporation shall be elected for one year terms beginning on the succeeding October 1 and ending on the succeeding September 30, but shall hold office until their successors are elected. The Chairman of the Board shall not serve more than two consecutive terms.

6.3 Removal of Officers. Any Officer may be removed from office at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

6.4 Chairman of the Board. The Chairman of the Board shall preside at all meetings of members and of the Board of Directors. He/she shall have the powers and perform the duties usually pertaining to the office of Chairman and shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors.

6.5 Vice Chairman. In the absence of the Chairman, the Vice Chairman of the Board of Directors shall perform the duties of the Chairman. The Vice Chairman shall

serve as Chairman of the Board of Directors for the term immediately succeeding the term of the current Chairman.

6.6 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of meetings of the Board of Directors. He/she shall have charge of the seal and corporate books and shall sign such instruments as require his/her Signature, shall be responsible for authenticating the records of the Corporation, and shall perform such other duties as usually pertain to his/her office or as are properly required of him/her by the Board of Directors. In addition, subject to the policies and procedures adopted by the Corporation, the Secretary/Treasurer shall prepare the Corporation's annual budget, which will be presented to the Board of Directors at the Annual Meeting, and have the care and custody of all monies and securities of the Corporation and shall enter in books of the Corporation full and accurate accounts of all monies received by him/her and paid by him/her on account of the Corporation. He/she shall sign such instruments as require his/her signature and shall perform such other duties as usually pertain to his/her office or as are properly required of him/her by the Board of Directors. He/she shall provide the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of his/her duties and the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property in his/her possession or under his/her control belonging to the Corporation.

6.7 Assistant Secretaries, Treasurers and other Assistant Officers. The above assistant officers may exercise, subject to supervision by the officer for whom they act as assistants, except as otherwise provided for by the Board of Directors, the powers and duties that pertain to such offices respectively and any such other powers and duties which may be delegated to them.

6.8 Delegation of Duties. In case of the absence or inability of any officer to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

6.9 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term of the former occupant.

6.10 Compensation. No Officer shall receive any compensation for his/her time, but may be reimbursed for the ordinary, reasonable, and necessary costs and expenses incurred in rendering their services as an Officer.

ARTICLE 7: PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE CORPORATION

The President and CEO of the Corporation shall be the same person, shall have the general powers and duties of supervision and management of the Corporation, and shall perform such duties as are required of him/her by the Board of Directors. The President and CEO shall issue notices of all meetings of Members and Directors where notices of such meetings are required by law or these Bylaws and shall maintain the list of Members as provided by Article 13. The President and CEO shall be an employee of the Corporation and be appointed by the Board. The President and CEO shall be subject to an annual review and will be compensated as determined by the Board.

ARTICLE 8: COMMITTEES AND WORKGROUPS

8.1 Executive Committee. The Board of Directors shall appoint an Executive Committee composed of the Chairman, Vice Chairman, Immediate Past Chairman, and Secretary/Treasurer. Subject to such limitations as shall be imposed by the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board. The Board of Directors shall appoint the Chairman of the Executive Committee. The Executive Committee shall meet at the call of the Chairman. A majority of the voting members of the Committee shall constitute a quorum and action by a majority of the quorum shall constitute action by the Committee. All members of the Executive Committee, including the Chairman, shall have power to vote. The Executive Committee shall render a full report of its activities at each regular and special meeting of the Board of Directors.

8.2 Standing Committees. The Board shall have the following standing committees: Governance, Finance, and Audit.

8.3 Governance Committee. The Board of Directors shall appoint a Governance Committee which shall consist of at least three (3) Members of the Board of Directors, other than its Chairman. The Governance Committee shall be responsible for recruiting, developing, and nominating Directors pursuant to Section 4.5 and advising the Board on other related governance issues including, without limitation, expectations and requirements of Directors, conflicts of interest, and revisions to governance documents.

8.4 Finance Committee. The Board of Directors shall appoint a Finance Committee which shall consist of at least three (3) Members of the Board of Directors, other than its Chairman. The Finance Committee's primary objective is to provide financial oversight for the Corporation. Its primary task is to set forth and monitor the achievement of short and long term financial goals. The Finance Committee shall be responsible for the review of budget requests, income, and expenditures, and recommend a comprehensive budget, and generally become familiar with any and all other matters relative to the fiscal affairs of the Corporation and submit such reports and recommendations as it deems necessary and appropriate. The Chairman of the Finance Committee shall be selected by the Chairman of the Board of Directors. The committee shall have no power to act except as specifically conferred by action of the Board of Directors.

8.5 Audit Committee. The Board of Directors shall appoint an Audit Committee which shall consist of at least three (3) Members of the Board of Directors, other than its Chairman. The Audit Committee has general responsibility to oversee the Corporation's compliance and ethics programs, policies and procedures, and to ensure (in concert with the Government and Compliance Committee) that the Articles of Incorporation and bylaws are enforced. The committee shall be granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the Corporation's internal controls. The Audit Committee shall be responsible for retaining and securing an audit from an outside auditor as directed from time to time but not less than annually and reporting the results of the audit to the Board. The Audit Committee will review with any outside auditors the Corporation's accounting and financial reporting controls, practices, and procedures. The Chairman of the Audit Committee shall be selected by the Chairman of the Board of Directors. The committee shall have no power to act except as specifically conferred by action of the Board of Directors.

8.6 Other Committees and Workgroups. The Board may appoint such other committees or workgroup as it shall determine from time to time. The committees and workgroups shall exist for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Chairman of such committee or workgroup shall be selected by the Chairman of the Board of Directors. The committee shall have no power to act except as specifically conferred by action of the Board of Directors.

8.7 Compliance with Sunshine Law. All Committee meetings shall be noticed and conducted in compliance with the requirements of the Florida Government in the Sunshine Law, Section 286.011, Florida Statutes.

ARTICLE 9: OPERATIONS

9.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes on the proceedings of the Board of Directors. The Corporation shall keep at its principal place of business a membership register listing the names, addresses and other details of each Board of Directors' member, and the original or a copy of its Bylaws, including amendments to date certified by the Secretary/Treasurer of the Corporation.

9.2 Inspection of Books and Records. All books and records of the Corporation shall be public records subject to inspection and copying as provided for in Chapter 119, Florida Statutes, as amended from time to time.

ARTICLE 10: NOTICES

Whenever the provisions of the laws of the State of Florida or of the Articles of Incorporation or Bylaws of the Corporation require notice to be given to any Director, Officer, or Member, such provision shall not be construed to mean personal notice. Unless specifically required by statute, such notice may be given in writing by depositing

the same in a post office or letter box, in a postage paid sealed envelope, addressed to such Director, officer, or Member at his/her or her address as the same appears upon the books of the Corporation. Such notice may also be given by prepaid telegram, telephone, facsimile transmission, or electronic mail.

ARTICLE 11: AMENDMENTS

These Bylaws or the Corporation's Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors, except as provided by law.

ARTICLE 12: FINANCES

12.1 Deposit of Funds. All monies of the Corporation, or under its charge, deposited in any bank or other place of deposit shall be deposited to the credit of the Corporation in its corporate name.

12.2 Investment and Disbursement of Funds. The Board of Directors shall adopt policies regulating the investment and disbursement of corporate funds. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, except as herein expressly provided or adopted by resolution of the Board of Directors.

12.3 Accounting. The Corporation shall maintain its accounts in accordance with generally accepted accounting principles. The Board of Directors may employ independent certified public accountant to perform an annual audit of the financial records of the Corporation.

ARTICLE 13: LIST OF MEMBERS

A list consisting of the names and addresses of the Members of the Corporation shall be maintained by the President and CEO of the Corporation and shall be kept confidential and shall not be disclosed to or copied by any persons unless authorized by the Corporation in furtherance of the Corporation's business, required by the Articles of Incorporation or these Bylaws, or as required by law. The list of Members may be inspected by any Member at the principal office of the Corporation at any time during normal working hours.

ARTICLE 14: CONFLICTS OR DUALITY OF INTERESTS

14.1 Purpose. The purpose of this conflict-of-interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer 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.

14.2 Definitions.

14.2.1 INTERESTED PERSON. Any Director, Officer, employee, or member of a committee with powers delegated to it by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors determines that a conflict of interest exists.

14.3 Procedures.

14.3.1 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 Board of Directors. The Board of Directors may delegate its authority under this conflict-of-interest policy to a committee in accordance with the Corporation's Bylaws.

14.3.2 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, the interested person shall leave the meeting of the Board of Directors while a determination of conflict of interest is discussed and voted upon. The members of the Board of Directors that are not interested persons shall decide if a conflict of interest exists.

14.3.3 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- (a) An interested person may make a presentation at the meeting of the Board of Directors, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (b) The Chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board of Directors shall determine whether the Corporation 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.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by majority vote of the disinterested trustees whether the transaction or arrangement is in the Corporation'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.

14.3.4 VIOLATIONS OF THE CONFLICT-OF-INTEREST POLICY. If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

14.4 Records of Proceedings. Minutes of the Board of Directors that relate to a proceeding held under this conflict-of-interest policy shall contain:

- (a) 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 Board's or committee's decision as to whether a conflict of interest in fact existed; and
- (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.

14.5 Compensation. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee of the Corporation whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

14.6 Annual Statements. Each Director, Officer, and member of a committee of the Corporation with powers delegated to it by the Board of Directors shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the Corporation's conflict of interest policy,
- (b) Has read and understands the Corporation's conflict of interest policy,
- (c) Has agreed to comply with the Corporation's conflict of interest policy, and
- (d) Understands the Corporation is a charitable organization, 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.

14.7 Periodic Reviews. To ensure the Corporation 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 Corporation'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.

14.8 Use of Outside Experts. When conducting the periodic reviews as provided for in Article 12.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 15: LIABILITY, INDEMNIFICATION AND INSURANCE

15.1 Liability. No Director or officer of the Corporation shall be liable to the Corporation or to any Member thereof or to any third party respecting any matter involving the Corporation or any Member thereof except for his/her own gross negligence or willful misconduct. All Members and/or third parties shall look solely to the property of the Corporation for satisfaction of claims arising in connection with the business of the Corporation.

15.2 Conditions. The Corporation shall indemnify any past or present Director, officer, employee or agent of the Corporation, and any person who may have served or who serves at its request as a fiduciary, against (a) any expenses and costs, including but not limited to legal and accounting fees, incurred in connection with any claim asserted against him/her by reason of being or having been such Director, officer, employee, agent

or fiduciary or in connection with any civil or criminal action, suit or proceeding which is instituted before any court or administrative body and to which he/she is made a party by reason of being or having been such Director, officer, employee, agent or fiduciary, (b) any amounts paid in settlement of any such claim or any such action, suit or proceeding and (c) any amounts paid on any judgments rendered in any such action, suit or proceedings; provided that he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. In no event, however, shall indemnification be made for gross negligence or willful misconduct.

15.3 Determination. Any indemnification under Section 15.2 shall be made by the Corporation only upon a determination, that indemnification is proper in the specific circumstances because the applicable standard of conduct set forth in Section 15.2 has been met, made by (a) majority vote of a quorum of Directors who were not parties to such action, suit or proceeding; or (b) if such quorum is unobtainable, or (even if obtainable) if a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

15.4 Additional Rights. The indemnification provided by this Article shall be in addition to any other rights which those indemnified may have under any law, agreement or resolution of the Board of Directors or Members of the Corporation.

15.5 Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit or self-insurance on behalf of or for any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another Corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the obligation or the power to indemnify him/her against such liability under the provisions of this Article 15. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

ARTICLE 16: INTERPRETATION

Whenever the context of any provision shall require it, the singular number shall include the plural number, and vice-versa, and the use of any gender shall include any other or all genders.

ARTICLE 17: PARLIAMENTARY PROCEDURE

To the extent not inconsistent with applicable law or the Bylaws and Articles of the Corporation, the Board may choose its parliamentary procedure by which to conduct all meetings.

IN WITNESS WHEREOF, I, the Secretary/Treasurer of the Corporation, have hereunto
set my hand and affixed the seal of the Corporation on this 24 day of
July, 2023.

(SEAL)

By 
Title: Secretary