

# BYLAWS

OF

## CABARRUS COUNTY TOURISM AUTHORITY

A NORTH CAROLINA NON-PROFIT CORPORATION

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# BYLAWS

## ARTICLE 1 NAME

The name of the corporation shall be **CABARRUS COUNTY TOURISM AUTHORITY** (hereinafter "Authority").

## ARTICLE 2 PURPOSE

Pursuant to Chapter 658 of the 1989 Session Laws of the North Carolina General Assembly, as amended (hereinafter "Enabling Legislation"), the Authority has the responsibility to "develop or promote tourism, tourist-related support services and facilities, tourist-related events, tourist-related activities, or tourist attractions". Upon the request of the Commissioners of Cabarrus County, this nonprofit corporation was formed to serve as the Authority, and this incorporated Authority shall have the duties and responsibilities set forth in the Enabling Legislation and the general powers enumerated in Chapter 55A of the North Carolina General Statutes as now in effect or as may hereafter be amended.

## ARTICLE 3 OFFICES

The initial registered office and principal office address of the Authority was 3003 Dale Earnhardt Boulevard, Kannapolis, Cabarrus County, NC 28083. As of September 2011, the current address shall be 10099 Weddington Road, Suite 102, Concord, NC 28027.

## ARTICLE 4 AUTHORITY BOARD OF DIRECTORS

**Section 4.1 General Powers.** The business of the Authority shall be directed by the members of the Authority Board of Directors (hereinafter "Authority Board" or "Board") as appointed by the Cabarrus County Board of Commissioners pursuant to the Enabling Legislation. The initial Authority Board shall be composed of the board members of the Cabarrus County Tourism Authority prior to the incorporation of the Authority as a nonprofit corporation. The Authority Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation, or the North Carolina Non-Profit Corporation Act, and the powers and duties set forth in the Enabling Legislation.

**Section 4.2 General Standards for Authority Board Members.** Pursuant to the North Carolina Nonprofit Corporation Act, members of the Authority Board shall discharge their duties, including duties as members of committees, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the Authority.

**Section 4.3 Composition; Appointment; Term.** Pursuant to the provisions of the Enabling Legislation the Authority Board shall consist of twelve (12) members appointed by the Commissioners of Cabarrus County for three years terms, as follows:

- (1) Seats 1, 4 and 7 shall be appointed by the Cabarrus County Board of Commissioners at large and shall include, but not be limited to, at least one member of that board or the Cabarrus County Manager and shall include one hotelier;
- (2) Seats 2, 5, 8, shall be appointed by the Cabarrus County Board of Commissioners from a list of persons submitted by the Cabarrus County Tourism Authority and shall include one hotelier and at least one person currently active in the promotion of tourism in the county; and
- (3) Seats 3, 6 and 9 shall be appointed by the Cabarrus County Board of Commissioners from a list of persons submitted to that board by the Cabarrus Regional Chamber of Commerce and shall include one hotelier.
- (4) Seats 10, 11 and 12 shall be appointed by the board from a list of persons submitted to the board by the Cabarrus County Tourism Authority and shall include one hotelier and at least one person currently active in the promotion of tourism in the county.

Pursuant to the Enabling Legislation, the term of office of each member of the Authority shall be three years, and the terms shall be staggered, as follows:

- (1) The terms of Seats 1, 2, 3 and 10 expired on June 30, 2014 and the next term for those seats shall be from July 1, 2014 through June 30, 2017, and for three year terms thereafter beginning on a July 1 and ending on a June 30.
- (2) The terms of Seats 4, 5, 6 and 11 shall expire on June 30, 2012, and the next term for those seats shall be from July 1, 2014 through June 30, 2017, and for three year terms thereafter beginning on a July 1 and ending on a June 30.
- (3) The terms of Seats 7, 8, 9 and 12 shall expire on June 30, 2013, and the next term for those seats shall be from July 1, 2013 through June 30, 2016, and for three year terms thereafter beginning on July 1 and ending on June 30.

Authority Board members shall not serve more than six consecutive years. Authority Board members who's initial appointment was to fill an unexpired term shall be eligible to serve the number of full length terms other members are eligible to serve unless prior to the time for reappointment that Authority Board member has already served six consecutive years. Each member of the Authority Board shall hold office until his or her death, resignation, retirement, removal or disqualification, or until the election or appointment and qualification of his or her successor.

**Section 4.4. Absences.** Any member of the Authority Board who misses 3 regular meetings of the Authority Board during one fiscal year period shall be subject to removal from the Authority Board. Authority Board members shall notify the designated Tourism Authority staff member of their absence prior to regularly scheduled meetings. The Authority Board Chair will notify any Authority Board member who has 2 absences within one fiscal year period and inform him/her of the effect of the additional absence. Upon the removal of an Authority Board member the Authority Board Chair will notify the organization represented by that vacancy. The representing organization must provide a replacement nomination to be presented to the Cabarrus County Board of Commissioners for appointment.

**Section 4.5 Resignation.** Any member of the Authority Board may resign by filing a written resignation with the Chairs of the Authority Board and the Cabarrus County Board of Commissioners.

**Section 4.6 Vacancies.** Vacancies on the Authority Board shall be filled by the appointment of a new member of the Authority by the Cabarrus County Board of Commissioners to

serve the unexpired term. Such appointments to fill vacancies shall be made in manner set forth in the Enabling Legislation for the appointment of Authority Board members.

**Section 4.7 Compensation.** The Authority shall not compensate members of the Authority Board for their service on the Board, but may authorize reimbursement of expenses incurred by such members on behalf of the Authority.

**Section 4.8 Rights of Inspection.** Every member of the Authority Board shall have an absolute right at any reasonable time to inspect and copy all corporate books, records, and documents of any kind in the possession of the Authority.

## **ARTICLE 5 COMMITTEES**

**Section 5.1. Standing Committees.** The Standing Committees of the Authority Board shall be the Executive Committee and the Audit Committee. The Standing Committees shall be composed of Board members. No committee, except the Executive Committee, is authorized to act for the Authority.

**Section 5.2 Executive Committee.** The Executive Committee shall be composed of the Chair, Treasurer and Secretary. The President shall be invited to attend all meetings of the Executive Committee and shall be allowed to participate fully in such meetings, but without a vote. Any Executive Committee member or the President can call a meeting of the committee with three (3) days notice, or with less notice if the person calling the meeting deems it in the best interest of the Authority. The Chair of the Board of Directors shall serve as Chair of the Executive Committee. In the absence of the Chair at any meeting of the Executive Committee, the members may elect a committee member to serve as Chair of that meeting. The Executive Committee shall have general supervision of the affairs of the Authority between meetings of the Authority Board, and shall act with the authority of that Board in the management of the organization, but shall have no authority in the following matters: (a) the authorization of distributions; (b) the dissolution or merger of the Authority, or the sale, pledge, or transfer of all or substantially all of the Authority's assets; (c) the election or removal of Board Members or Officers of the Authority, or the filling of vacancies on the Authority Board; (d) the hiring or termination of the President of the Authority; (e) the adoption, amendment, or repeal of the Articles of Incorporation or the Bylaws of the Authority.

**Section 5.3 Audit Committee.** The Authority Board will elect the members and chair of the Audit Committee at each annual meeting to serve until the next annual meeting. The Audit Committee shall consist of at least three current Board members. The Audit Committee will work with the President and the Chief Financial Officer of the Authority to assure that the Authority complies with all financial reporting and regulatory requirements. The Audit Committee also will coordinate the annual audit required by Article 10 of these bylaws.

**Section 5.4 Other Committees.** Other committees, comprised of Board members, may be created by the Board by a resolution that sets forth the purpose and duration of the committee. The resolution may name the chair and members of the committee or delegate that task to the Chair of the Authority Board. The role of all such other committees is to advise the Board and Executive Committee; the Executive Committee is the only Board committee that is or shall be authorized to act for the Authority.

**Section 5.5 Quorum.** A majority of the members of any committee of the Board shall constitute a quorum for the transaction of business.

**Section 5.6 Vacancies.** The Chair may appoint Authority Board members to fill vacancies on committees.

**Section 5.7 Action Without Meeting.** Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is approved by all members of the committee in writing before or after such action is taken. Such written approval must describe the action taken and must be delivered to the Secretary of the Authority for inclusion in the minutes or for filing with the Authority records. The Authority shall accept an email communication from a Board member evidencing his or her action pursuant to this Section.

**Section 5.8 Participation in Meetings by Conference Telephone or Videoconference.** Committees may permit participation in a meeting by any means of communication by which all participants may simultaneously hear and speak to each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 5.9 Minutes of Meetings.** Within four weeks following all committee meetings, the minutes of the meeting shall be sent to all members of the committee and the Board by any usual means of communication.

## **ARTICLE 6 AUTHORITY BOARD MEETINGS**

**Section 6.1. Regular and Special Meetings.** The Authority Board shall meet regularly once per month, except in the month of July, at a place and time designated by the Chair. Special meetings of the Authority Board may be called by the Chair or not less than four (4) members of the Authority Board, to be held at a place and time designated by the Chair or the members calling the meeting. The President shall be invited to attend all meetings of the Authority Board and shall be allowed to participate fully in such meetings, but without a vote.

**Section 6.2 Annual Meeting.** The annual meeting of the Authority Board shall be one of the regular monthly meetings in the second quarter of the calendar year on a date determined by the Chair in consultation with the Executive Committee.

**Section 6.3 Location of Meetings.** Board meetings may be held within or outside North Carolina.

**Section 6.4 Meeting Notices.** The Chair will schedule regular monthly meetings, in consultation with the Executive Committee, with as much advance notice as possible, and will send (or cause to be sent) reminders to Board members at least ten (ten) days in advance of all regular meetings by any usual means of communication. At least three (3) days notice shall be required for special meetings.

**Section 6.5 Open Meetings.** All meetings of the Authority Board, whether regular or special, shall be announced and open to the public, provided that the Authority Board may hold executive sessions from time to time in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.

**Section 6.6 Meeting Protocol.** The Authority Board shall be governed by Robert's Rules of Order (current edition) for the conduct of business, to the extent that the rules contained therein are not in conflict with the North Carolina Nonprofit Corporation Act, the Authority's Articles

of Incorporation, these Bylaws, resolutions of the Authority Board, or any applicable state or federal law.

**Section 6.7 Quorum.** A majority of the Authority Board in office immediately before any meeting begins shall constitute a quorum for the transaction of business at the meeting.

**Section 6.8 Voting and Manner of Acting.** Each Board member shall be entitled to one vote on all matters that come before the Authority; assignment of voting privileges is not permitted. Unless a higher vote is required by the Articles of Incorporation, these Bylaws or the North Carolina Nonprofit Corporation Act, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

**Section 6.9 Presumption of Assent.** An Authority Board member who is present at a meeting of the Board or at a meeting of any committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) such Board member objects at the beginning of the meeting (or promptly upon the Board Member's arrival at the meeting) to holding the meeting or to transacting any business at the meeting; or (b) such Board member's contrary vote is recorded or such Board member's dissent or abstention from the action taken is entered in the minutes of the meeting or (c) such Board member files written notice of dissent or abstention to such action with the person presiding at the meeting before the adjournment thereof or forwards such notice by registered mail to the Secretary of the Authority immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Board member who voted in favor of the action taken.

**Section 6.10 Action Without Meeting.** Action required or permitted to be taken at a meeting of the Authority Board may be taken without a meeting if the action is approved by all members of the Board in writing before or after such action is taken. Such written approval must describe the action taken and must be delivered to the Secretary of the Authority for inclusion in the minutes or for filing with the Authority records. The Authority shall accept an email communication from a Board member evidencing his or her action pursuant to this Section.

**Section 6.11 Participation in Meetings by Conference Telephone or Videoconference.** The Authority Board may permit participation in a meeting by any means of communication by which all participants may simultaneously hear and speak to each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 6.12 Minutes of Meetings.** The minutes of all regular and special meetings of the Authority Board shall be sent to all members of the Board by any usual means of communication, including regular mail and/or email, not later than seven (7) days before the next scheduled meeting.

## **ARTICLE 7 OFFICERS AND ADMINISTRATIVE STAFF**

**Section 7.1 Officers.** The Officers of the Authority shall be a Chair, President, Treasurer and Secretary, and other Officers as authorized by the Authority Board or these Bylaws. All Officers except the President shall be members of the Authority Board. No individual may act in more than one capacity where action of two or more Officers is required.

**Section 7.2 Election and Term.** The President's tenure in that office is governed by his or her employment agreement with the Authority. The other Officers are elected at the annual meeting

in the second quarter of each year to serve from July 1 of that year to June 30 of the next year. Each Officer, except the President, shall hold office until such Officer's death, resignation, retirement, removal or disqualification, or until the election and qualification of such Officer's successor. No person shall be eligible to serve more than two consecutive full terms in the same office.

**Section 7.3 Removal; Resignation; Vacancy.** Any Officer may be removed from office by the Authority Board at any time with or without cause. An Officer may resign at any time by providing written notice of such resignation to the Chair. A resignation shall be effective upon receipt by the Chair unless it specifies in writing a later effective date. A vacancy in any office for any cause may be filled by the Board at any time. The term of an Officer filling a vacancy shall expire at the end of the unexpired term she or he is filling.

**Section 7.4 Compensation.** Except for the President, the Authority shall not compensate other Officers for services, but may authorize reimbursement of expenses incurred by any Officer on behalf of the Authority.

**Section 7.5 Chair.** The Chair will preside at all meetings of the Authority Board and will coordinate, or cause to be coordinated, the work of the Board and its committees. The Chair will serve as primary liaison between the Board and the President, and will assist both as they work to accomplish the Authority's mission. If the Chair must be absent for any reason from any meeting of the Board or Executive Committee, the Board or Executive Committee may elect any member of that respective body to preside in his/her absence at that meeting.

**Section 7.6 President.** The President shall be the general manager and Chief Executive Officer of the Authority and shall supervise and control the management of the Authority in accordance with these Bylaws. The other employees of the Authority shall serve at the pleasure of, and report to, the President. The President, with any other proper Officer, may sign any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the Authority. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Authority Board. The President's tenure in that office, and his or her compensation and other terms of engagement, are governed by his or her employment agreement with the Authority.

**Section 7.7 Treasurer.** The Treasurer shall have the custody of all funds and securities belonging to the Authority, and shall receive and disburse the same, or supervise such receipt and disbursement, under the direction of the Authority Board. In addition, the Treasurer shall deposit, or cause to be deposited, all funds and securities belonging to the Authority with such depositories as may be designated by the Board. The Treasurer shall maintain, or cause to be maintained, appropriate accounting records as may be required by law and the Authority Board, and shall render to the Chair and the Board, upon request, an account of all transactions and the financial condition of the Authority. In general, the Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the Chair or the Authority Board.

**Section 7.8 Secretary.** The Secretary shall keep or cause to be kept, accurate records of the acts and proceedings of all meetings of Directors. The Secretary shall give, or cause to be given, all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records, and of the corporate seal; and shall affix, or cause to be affixed, the corporate seal to any lawfully executed document requiring it. The Secretary shall keep, or cause to be kept, all records required by law at the principal office of the Corporation. The Secretary shall sign such instruments as may require the Secretary's signature. In general, the Secretary shall perform all

duties incident to this office, and other such duties as may be assigned by the Chair or the Board of Directors.

**Section 7.9. Administrative Staff.** All Administrative Staff serve at the pleasure of the President and may be discharged at any time with or without cause.

## **ARTICLE 8 CONTRACTS, LOANS, CHECKS, DEPOSITS, GIFTS, STATUTORY COMPLIANCE**

**Section 8.1 Contracts.** Consistent with the purpose of the Authority, the Board may authorize the President to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances. The Board may enter into an employment contract with the President.

**Section 8.2 Loans.** No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Authority Board. Such authority may be general or specific in nature and scope. Notwithstanding the foregoing, no loan, guaranty, or other form of security shall be made or provided by the Authority to or for the benefit of any of its Board members, Officers, employees, or agents.

**Section 8.3 Check, Drafts, Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority, shall be signed by the President and the Authority's Director of Finance and any other person as designated by a duly adopted resolution of the Authority Board.

**Section 8.4 Deposits.** All funds of the Authority shall be deposited promptly, or no longer than 3 days after receipt of such funds, to the credit of the Authority in depository institutions that have been designated and approved by duly adopted resolutions of the Authority Board.

**Section 8.5 Gifts.** The Authority may accept on behalf of the Authority any contribution, gift, bequest or devise for any purpose of the Authority.

**Section 8.6 Statutory Compliance.** All matters of fiscal control and administration shall be handled in accordance with the applicable requirements of Chapter 159 of the General Statutes of North Carolina.

## **ARTICLE 9 GENERAL PROVISIONS**

**Section 9.1 Seal.** The corporate seal of the Authority shall consist of two concentric circles between which is the name of the Authority and in the center which is inscribed SEAL; and such seal, in the form approved and adopted by the Authority Board, shall be the corporate seal of the Authority.

**Section 9.2 Amendments.** Except as may be otherwise provided by the North Carolina Nonprofit Corporation Act, these Bylaws may be amended or repealed and new Bylaws may be adopted by the Authority Board. The Authority shall provide at least five (5) working days

written notice of any meeting of Directors at which an amendment to the Bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment to the Bylaws shall be approved by a majority of the Board Members in office at the time that such amendment is adopted.

**Section 9.3 Fiscal Year.** The fiscal year of the Authority shall be July 1 to June 30.

**Section 9.4 Nondiscrimination.** The Authority, the Authority Board, the Officers, the Committees of the Board and the Staff of the Authority shall comply with all federal, state and local regulations prohibiting discrimination.

## **ARTICLE 10 QUARTERLY REPORTS; AUDITS**

The Authority shall make quarterly reports to the Board of Commissioners detailing its revenues, expenditures, and activities. Promptly following the close of each fiscal year, the Authority shall cause an audit of its books and accounts to be made by a certified public accountant, which may be the CPA firm which is employed to perform the County's audit. The financial affairs of the Authority shall be governed by all the applicable provisions of the Local Government Budget and Fiscal Control Act, Article 3, Chapter 159, of the General Statutes of North Carolina.

## **ARTICLE 11 INSURANCE AND INDEMNIFICATION**

**Section 11.1 Insurance.** The Authority shall procure and maintain in force policies of insurance for the benefit of the Authority and its Officers and Board Members and for the purposes of indemnification of the Authority's Officers and Board members from liability and related legal costs as authorized by the North Carolina Nonprofit Corporation Act and to the extent such insurance is deemed necessary or desirable in the sole discretion of the Authority Board.

**Section 11.2 Indemnification.**

**(1) Right to Indemnification.** Any person who at any time serves or has served as a Board member or Officer of the Authority shall have a right to be indemnified by the Authority to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Authority, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

**(2) Payment of Indemnification.** The Authority Board shall take all such action as may be necessary and appropriate to authorize the Authority to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in

which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Authority Board may appoint a committee or special counsel to make such determination and evaluation.

**(3) Payment in advance.** The Authority shall pay all expenses incurred by any claimant hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the Authority against such expenses.

**(4) Binding and nonexclusive.** Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Authority shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such claimant hereunder and shall not be exclusive of any other rights to which such claimant may be entitled apart from the provision of this Bylaw.

The foregoing Bylaws were approved by a resolution duly adopted by the Authority Board on July 22, 2008. Revisions/updates made to original bylaws during board meetings held on August 24, 2011 and December 14, 2011.

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Gerry Hancock, Legal Counsel