

BYLAWS OF FORT WESTERN DUPLICATE BRIDGE UNIT183, INC.  
A TEXAS NONPROFIT CORPORATION

Approved July 31, 1977, Amended June 5, 1988, Amended May 2, 1993, Amended November 12, 2011

**The Unit:**

The Fort Western Duplicate Bridge Unit 183, Inc. (Unit) is a nonprofit organization that functions within the bylaws and regulations of the American Contract Bridge League (ACBL) and its Districts. The Unit is currently located within District 16 of the ACBL.

**Objects of the Organization:**

The Unit is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect (the Code). The Unit is organized for all those charitable purposes for which a non-profit corporation may be organized under the laws of the State of Texas, including without limitation the following:

- (a) To preserve and promote the best interests of and to stimulate interest in the art of playing competitive duplicate contract bridge and any modifications thereof;
- (b) To cooperate with and assist the League in the promotion and conduct of contract bridge tournaments;
- (c) To encourage the highest standards of conduct and ethics by its members and to enforce such standards;
- (d) To promote the development and organization of affiliated clubs within the unit;
- (e) To cooperate in the ACBL charity program, and to sponsor and conduct charity events with the object of realizing funds to be devoted to worthy humanitarian causes;
- (f) To conduct such other activities as may be in keeping with its principal objectives;
- (g) To conduct its affairs consistent with the nonprofit corporation laws of the State of Texas and the Internal Revenue Code.

To the extent the same shall serve the purposes set forth above, the ancillary purposes of the Unit are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and the principal thereof for Unit purposes either directly or by contributions to organizations that qualify as exempt organizations under the Code.

**Forbidden Activities**

The Unit shall be operated exclusively for such purposes; no part of the net earnings of the Unit shall inure to the benefit of any Director, officer or member of the Unit or any private individual; no substantial part of the activities of the Unit shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Unit shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Definitions**

1. Fort Western Unit 183, Inc., American Contract Bridge League, and District 16 are referred to, respectively, as the Unit, ACBL, and the District.
2. The Board of Directors are referred to as the Board or the Directors. A Director is a member of the Board.
3. The Annual Meeting is a once per year membership meeting whereas a Special Meeting is a meeting for the membership that may be called at any time based on meeting the requirements contained in these Bylaws.
4. Unit 183 members in good standing are individuals who have currently satisfied all ACBL and Unit membership requirements and are referred to as members.

5. Mail is information shared and other business transacted via the United States Postal Service. Electronic posting consists of information posted on the Unit 183 website and/or information sent to or received from Unit members via the internet.

6. A club owner is an individual who owns one or more game sanctions.

7. A game director is an individual who is certified and meets all ACBL requirements to manage, score, and report a sanctioned bridge game. An individual may be both a club owner and game director or simply a club owner or game director.

## **ARTICLE I UNIT JURISDICTION**

The geographic area within which this Unit shall have jurisdiction is presently defined by and may be changed only by the ACBL Board of Directors.

## **ARTICLE II MEMBERSHIP**

### **A. Eligible Member**

Any ACBL member residing within the jurisdiction of the Unit is eligible for Unit membership. Also, any person who does not reside within the Unit's jurisdiction may apply and be accepted for Unit membership according to ACBL regulations. No person shall be denied membership because of race, creed, sex, religion, age, national origin, or solely on the basis of prior conduct unrelated to bridge activity.

### **B. Ineligible Member**

Such a person, upon favorable action, shall become and remain a member unless or until:

1. He or she elects to change his/her Unit membership due to a change in residence outside of the Unit's jurisdiction or for any other reason. He or she shall become a member of the new unit immediately upon processing by the ACBL of a change of address;
2. He or she fails to pay dues in accordance with ACBL regulations;
3. He or she is suspended or expelled from membership in accordance with regulations established by the ACBL and the Board of Directors of the Unit.
  - a. Any such Unit regulations must provide reasonable due process as applicable to this membership corporation. These Unit regulations must be consistent with ACBL regulations.
  - b. Expulsion from the Unit shall require a two-thirds majority vote of the entire Board of Directors.
  - c. Disciplinary action short of expulsion from the Unit shall require a two-thirds majority vote of the Board of Directors.

## **ARTICLE III DUES**

Annual membership dues shall be paid in the amount set by the ACBL.

## **ARTICLE IV MEMBERSHIP MEETINGS**

### **A. Annual Meeting**

1. The Unit shall conduct an annual membership meeting to elect directors of the Board and conduct any other business that is specified in the Annual Meeting Notice. The annual meeting may be held in connection with a tournament or special event which Unit members attend.

2. The Unit Board of Directors shall set the time and place of the annual meeting. Unit members will receive a meeting notice by mail and/or electronic posting.

**B. Special Membership Meetings**

1. Special membership meetings for specified purpose/s may be called at any time. The Unit Board of Directors, Board President, or Unit members may call the meeting. When Unit members call for a Special Meeting, they must first present a petition to the Unit Board signed by fifty (50) Unit members stating the specific purpose/s for the meeting. A notice stating the time, place, and meeting agenda must be mailed and /or electronically posted at least ten (10) days prior to the meeting. Only the business stated in the mailed/posted agenda notice shall be transacted at the special meeting.

**C. Quorum for Membership Meetings**

A quorum for the transaction of business at any annual or special meeting shall consist of a minimum of fifty (50) members of the total Unit membership in good standing. When applicable, members who have voted absentee or electronically shall be counted as part of the quorum. If less than a quorum is present at said meeting, a majority of the Board present may adjourn the meeting without further notice until a quorum is present. Once a quorum is established, the later withdrawal of one or more members from the meeting shall not affect the presence of a meeting quorum. This shall hold true even if the number of members remaining would not have constituted an initial quorum.

**D. Voting Guidelines for Membership Meetings**

No proxies shall be permitted for any membership vote. All votes must be cast in person except as follows: (1) votes may be cast by written absentee paper ballot or Early Electronic Voting as provided hereafter, and (2) the Board may, but is not obligated to, authorize such alternative voting methods for other issues or special meetings.

**ARTICLE V**

**UNIT BOARD OF DIRECTORS**

**A. Number and Qualifications of Directors**

1. The affairs of the Unit shall be managed and conducted by the Unit Board of Directors which shall consist of nine (9) persons, all of whom must be members of the Unit, at least eighteen (18) years of age, and elected by the Unit membership unless appointed by the Board to fill an unexpired term until after the next annual election.

2. A game director may serve on the Board, but shall not vote on matters pertaining to his/her specific game/s.

**B. Term of Office**

1. An elected term of office for each Director is three (3) years. A new term will begin on January 1 following the election and end on December 31 of the third year of the term. Each year the terms of three (3) of the nine (9) Director positions shall expire. Three (3) Directors shall be elected to fill the expiring terms. They shall be duly elected by Unit members at the Annual Meeting preceding the expiration of their terms.

2. When a Director is appointed to fill a vacancy for the remainder of the year in which the vacancy occurred, that Director is eligible to run in the next election.

**C. Nomination of Directors**

1. The Board shall appoint a Nominating Committee. This committee shall nominate at least two (2) Unit members per opening to stand for election. These openings shall include nominating members for three (3) three-year expired Director terms and also all unexpired terms that were created by vacancies during the current term year.

2. At least sixty (60) days prior to the date of the election, the Unit Secretary shall mail or electronically post a written notice to each Unit club and the director of each regularly-held organized game for further dissemination to Unit members. This notice will actively solicit nominations from the members and state the following: name, mailing and email address, and telephone number for each Nominating Committee member as well as date and place of the election.

3. The notice shall require that all nominations be made in writing and set forth the deadline date for members to submit nominations. The deadline date for nominations shall be forty-five (45) days prior to the election.

4. The Nominating Committee shall confirm the names of all nominated, their eligibility, and their willingness to accept being nominated. The names of all eligible, consenting nominees shall be placed on the ballot. The Nominating Committee may place the names of additional eligible, consenting nominees on the ballot.

#### **D. Election of Directors**

1. The Board of Directors shall appoint an Election Committee consisting of at least three (3) Unit members in good standing to oversee the election of Directors.

2. The Election Committee shall prepare and distribute a newsletter and the ballots, collect the ballots, and tabulate the ballots. The Election Committee will have the election results ready to be announced at the Annual Meeting.

3. The Election Committee will prepare and mail and/or electronically post a newsletter to each Unit club and member that contains the complete slate of candidates and biographical information for each candidate. The newsletter will also include electronic and paper voting instructions for both absentee and in person voting. The newsletter will be mailed no later than thirty (30) days prior to the Unit's Annual Meeting. Failure to have the list of nominees posted in all clubs or delivered to all Unit members shall not invalidate the nomination or subsequent election of Directors.

4. Every Unit member in good standing shall be entitled to vote, either in person on the date of the election or by absentee ballot. Each Unit member may cast only one (1) ballot. Each ballot shall be secret. A copy of the latest ACBL membership roster shall be used to determine Unit members in good standing. Any member in good standing may vote absentee or in person. All paper ballots, whether cast in person or by absentee, will be numbered for security reasons when processed.

5. All valid ballots, whether cast in person or by absentee, must contain exactly three (3) votes. Ballots cast for more or fewer candidates shall be invalid. Voting for the same candidate more than once per ballot shall not be allowed. Write-in candidates shall not be permitted. Proxy votes shall not be allowed. Three (3) voting methods shall be allowed: absentee voting by mail, early electronic voting, or voting in person at the Annual Meeting usually held during the Fall Sectional Tournament.

The procedure for each voting method is:

a. Absentee By Mail: Any voting member may choose this method. The member must contact an Election Committee member by U. S. Mail, E-Mail, or telephone to request an official ballot. If the voter is a Unit member in good standing, an official ballot will be sent to the voter at the voter's address of record with a small, unsealed envelope. Upon receipt of the Official Ballot, the voter must cast exactly three (3) votes, seal the ballot inside the small, Unit-provided envelope, and place the small, sealed envelope inside a larger, member-provided envelope addressed to an Election Committee member. The back flap of the outside, larger envelope must be signed by the voter and include the voter's ACBL number. If no signature and ACBL number is provided, the ballot will not be counted. The absentee ballot's signed envelope must be postmarked at least seven (7) days prior to the start of the in person voting. Another option is to hand the signed, sealed envelope containing the ballot inside a smaller, sealed envelope to an Election Committee member at least three (3) days prior to the start of the in person voting. All absentee ballots in sealed, signed envelopes will be collected by the Election Committee. The Unit Vice President or his/her designate appointed by the President will be present at a pre-arranged time when the signed envelopes are checked off on the ACBL roster of Unit members in good standing and opened. Only after the signed envelopes are opened and thrown away, can the Election Committee members and Vice President or his/her designate appointed by the President open the small, sealed envelopes and count votes. Absentee results will be kept secret.

b. Early Electronic Voting: The technical consultant will provide an online ballot using a secure database thirty (30) days prior to the election. Any Unit member in good standing may utilize early electronic voting and cast exactly three (3) votes per ballot. The member must first register on the website by using his/her ACBL player number and creating a password. This password may be used for other Unit website applications as well. Early Electronic Voting will close five (5) days prior to the holding of the Annual Meeting. When early voting is completed, the technical consultant will prepare a comprehensive, correct list of members who utilized Early Electronic Voting. This list will be presented to the Election Committee.

The Election Committee will check off the names on the ACBL roster of those using Early Electronic Voting before in person voting begins. The technical consultant will also deliver the results of Early Electronic Voting in both a digital and written format in a sealed envelope prior to the start of the Fall Tournament or the Annual Meeting if separate from the Fall Tournament. This envelope may be opened only by the Election Committee after the in person voting has closed. The Unit Vice President or his/her designate appointed by the President must be present when the Early Electronic Voting results are revealed and added to the total vote.

c. Voting In Person: The Election Committee is responsible for checking off the names of all Absentee and Early Electronic voters on the ACBL roster prior to the start of in person voting. This modified ACBL roster of Unit members in good standing shall then be used for in person voters to sign at the time they cast their ballots. Each member must cast exactly three (3) votes per ballot.

6. Upon conclusion of the in person voting, the Election Committee and the Unit Vice President shall tabulate the in person votes. They shall open the envelopes containing the written absentee ballot results and the Early Electronic Voting results. The Election Committee and Unit Vice President will add all three types of votes together to determine the election results. If the Vice President is running for reelection or simply not available, the President must appoint another board member who is not running for reelection and is available to count ballots with the Election Committee. The election results will be announced at the Annual Meeting.

a. The three (3) nominees receiving the most votes shall be elected to succeed the three (3) Directors with expiring terms. If at least one (1) unexpired term is also being filled by election, the nominee receiving the next highest total votes will serve in the longest term left by a vacancy.

b. In the event of a tie, the Election Committee and the Vice President or his/her substitute will cast a lot. A lot would be cast between the third and fourth elected nominees if they tied to determine the highest elected nominee to fill the three-year term. If a tie occurred between those placing in the balloting to occupy an unexpired term, a lot would be cast to fill the unexpired term only. The result shall be announced at the end of the Annual Meeting or the end of the Fall Sectional which ever comes later.

7. Ballots shall be kept by the Chairman of the Election Committee for at least thirty (30) days. They shall be canvassed by the Board of Directors if a written request is filed by any candidate during the 30-day period. In the event that an error is determined that affects the election results, the error shall be corrected by the Board of Directors. The corrected election results shall be announced. All candidates shall be entitled to a full disclosure of the election results.

8. If an election option is not available or unable to be fully implemented due to a postal mailing failure, electronic posting failure, or any other lack of process capability, the election and its results will remain valid.

#### **E. Director Resignations**

Any Director may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors. A Director may also resign by giving oral or written notice at any meeting of the Board of Directors.

A Director's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of a Director's resignation will not be necessary to make it effective.

#### **F. Director Vacancies**

A Board vacancy resulting from death, resignation, incapacity, abandonment, disqualification or otherwise, may be filled by the Board for the unexpired portion of the current term year. Any vacancy on the Unit Board of Directors shall be filled by the Board of Directors with first consideration given to, but not limited to, the nominees of the last election who were not elected. The person appointed shall hold office until the next election. Then the Unit membership will vote to fill the remainder of the unexpired term created by the vacancy.

#### **G. Director Meetings**

The Unit Board of Directors shall hold a minimum of nine (9) meetings per year. The Board will typically meet once per month. The Board will also hold one (1) Annual Meeting. Additional or special called meetings of the Board shall be held based on official notice and procedures to all Directors. The act of the majority of the Directors present at a meeting at which a quorum has been established shall be the act of the Board, unless the act of a greater number of Directors is required by law or by these Bylaws.

#### **H. Quorum for Director Meetings**

A quorum of the Unit Board of Directors for the transaction of business shall consist of not less than a majority of the Directors. If less than a quorum of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. Once a quorum is present, the later withdrawal of one (1) or more Directors from the meeting shall not affect the presence of a quorum at the meeting. This shall hold true even if the number of Directors remaining would not have constituted a quorum initially.

#### **I. Actions by Conference Telephone**

Subject to any notice of meeting requirement in these Bylaws or under Texas law, Directors of the Board, or any committee, may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which all meeting participants can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Minutes of any such meeting shall be promptly prepared by the Secretary of the same, circulated to all member entitled to vote at the meeting whether they participated or not, placed in the regular corporate records containing similar meeting minutes, and called to the attention of such Board or committee at its next regular meeting.

#### **J. Duties and Powers of the Board of Directors**

In addition to the powers granted to the Board by these Bylaws, and by the laws of the State of Texas, the Unit Board of Directors shall have all customary powers and duties of a Board of Directors for a nonprofit organization including but not limited to:

1. Conduct, manage, supervise, and control the business, property, interests, and other affairs of the Unit;
2. Conduct Unit tournaments;
3. Ensure that all services and maintenance will be provided by volunteers or contract, delegating only non-policy making authority to such volunteers or contract workers;
4. Impose disciplinary actions upon Unit members in accordance with ACBL rules and regulations.

### **ARTICLE VI FIDUCIARY DUTIES AND STANDARDS OF CONDUCT**

Each Director is subject to a duty of loyalty to the corporation and a duty of care in the performance of his/her duties as a Director. A Director shall not participate in any vote of the Board which poses a conflict of interest for that Director. The Board shall maintain a conflicts policy to minimize inappropriate conflicts of interest.

### **ARTICLE VII COMPENSATION AND REIMBURSEMENT OF DIRECTORS**

All Unit Directors shall serve without compensation. They may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

### **ARTICLE VIII UNIT OFFICERS**

#### **A. Unit Officers and Duties**

The officers of the Unit shall consist of a President, Vice President, a Secretary and a Treasurer. The basic duties are:

1. President: The President presides as Chairperson at all meetings of the membership and the Board of Directors. The President shall manage and supervise all Unit matters and perform all other duties incidental to the office. The President will serve as an ex-officio member of all committees except the Nominating Committee. The President will appoint, with board approval, and supervise all committee chairs. The President may not serve more than a total of one (1) partial year and two (2) complete years consecutively. Other duties may be defined in the Unit 183 Standing Rules.

2. Vice President: The Vice President assists the President in the execution of his/her duties. The Vice President fully acts and performs the duties of the President when absent or disabled. The Vice President shall serve as the election monitor for all Unit elections. In a given election, if the Vice President is running for reelection to the Board, the President will appoint another member of the Board to serve as election monitor. Vice President performs additional duties as the President or Board may direct. Other duties may be defined in the Unit 183 Standing Rules.

3. Secretary: The Secretary issues notices for all meetings. The Secretary records minutes for all meetings, keeps a current roster of Unit members in good standing, and maintains all correspondence, records, and archives for the Unit. The Secretary maintains current, accurate Standing Rules, references the Unit Bylaws and/or Standing Rules at all meetings as necessary, and provides the Unit Bylaws and Standing Rules to newly-elected or appointed board members. The Secretary keeps records of all tournaments and Unit activities and submits all Unit reports required by ACBL. The Secretary receives and files all officer and committee reports. The Secretary provides copies of board meeting documents to absent board members. Other duties may be defined in the Unit 183 Standing Rules.

4. Treasurer: The Treasurer has custody of and is responsible for all funds, securities, and properties of the Unit. The Treasurer shall keep full and accurate accounts of receipts and disbursements in Unit-owned electronic and/or paper books; shall deposit all funds in the name and credit of the Unit in depositories designated by the Board of Directors; shall render to the Board and or Unit members in good standing at all meetings, or whenever requested, an account of all the Treasurer's transactions and the financial condition of the Unit. The Treasurer, as required by the Board of Directors, shall be bonded in such sum or sums with such surety or sureties as shall be satisfactory. This shall be conditioned upon the faithful performance of all his/her duties. Also, in the event of the Treasurer's resignation, retirement, death, or removal from office, restoration must be made of all Unit electronic and/or paper books, papers, vouchers, money, and other Unit property in his/her possession or under his/her control. The Treasurer is required to assist in an annual Unit audit as requested by the Board of Directors and the Audit Committee. Other duties may be defined in the Unit 183 Standing Rules.

#### **B. Election of Unit Officers**

1. The Unit Board of Directors shall elect all officers for the following year at its last December meeting after the Annual Membership Meeting. The term of office shall be one year, January 1 through December 31. Only returning and newly elected board members may vote to elect officers for the following year. Retiring board members may not participate in the election of new officers. New officers and board members will assume their new duties January 1.

2. A departing officer is required to orient his/her new successor between the time of the election and the time when the successor officially assumes the office. Also, a departing officer is required to return all Unit records and documents to the new officer or the Unit.

#### **C. Officer Resignations**

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors. Any officer may also give oral or written notice at any meeting of the Board of Directors. Any officer's resignation will take effect upon delivery of notice unless the notice of resignation specifies a later effective date. Acceptance of an officer's resignation will not be necessary to make it effective.

#### **D. Officer Vacancies**

Officer vacancies due to death, resignation or other cause shall be filled by the Unit Board of Directors. If a vacancy occurs during an officer's term, a new officer may be chosen from the Board, by majority vote of the Board, to complete the term. All Unit records and documents must be returned to the Unit by the former officer or his/her representative.

#### **E. Officer Compensation and Reimbursement**

The officers of the Unit shall serve without compensation. They may be authorized to receive reimbursement of expenditures made on behalf of the Unit.

**ARTICLE IX  
REMOVAL**

**A. Due to Cause**

Any Unit officer or Board Director may be removed for cause at a meeting of the Unit Board of Directors. A unanimous vote is required by a quorum consisting of a majority of the Directors. The Unit Officer or Board Director being considered for removal may not vote or be counted as part of the quorum. The officer or Director involved shall receive the removal charge/s in writing by registered mail, at least ten (10) days prior to the meeting. The officer or Director may speak on his/her own behalf before the Board of Directors. Also, the officer or Director may be represented by counsel.

**B. Due to Lack of Attendance**

A Director may be conclusively presumed to have abandoned his/her position after that Director is absent from three (3) consecutive Board meetings. This Director may be removed from the Board by a majority vote of the Board without further hearing or notice.

**ARTICLE X  
COMMITTEES**

The President shall appoint committees that are necessary to perform the functions of the organization. All committees shall be appointed with the approval of the Unit Board of Directors.

**ARTICLE XI  
AMENDMENTS TO THE BYLAWS**

**A. Proposing Amendments**

Bylaws amendments may be proposed in writing and submitted to a membership vote by the members of the Unit or the Board of Directors.

1. At least fifty (50) members must sign and submit a petition to amend the Bylaws and include the proposed amendments. The Board shall give notice of the proposed amendments and the date, time, and place of a meeting at least thirty (30) days in advance of the meeting and within thirty (30) days of the date that the proposal is duly submitted. The annual meeting or a special meeting can be used for the purpose of voting on the proposed bylaws amendments in the petition.

2. A bylaws amendment meeting can be called based on a petition signed by five (5) Unit Board of Directors members. The Secretary must incorporate the text of the proposed amendment/s and date, time and place of the meeting in the written notice.

**B. Quorum for Bylaws Meeting**

A quorum consisting of at least fifty (50) members of all Unit members in good standing must be present at the meeting. The concurrence of two-thirds of all Unit members present and voting shall be required to pass an amendment. If less than a quorum is present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice until a quorum shall be present. Once a quorum is present, the later withdrawal of one or more members from the meeting shall not affect the presence of a meeting quorum. This shall hold true even if the number of members remaining would not have constituted a quorum initially.

**ARTICLE XII  
RULES OF ORDER**

Robert's Rules of Order, Revised shall be accepted as the governing authority for procedure of this organization in all matters not specifically covered by these Bylaws.

**ARTICLE XIII  
MISCELLANEOUS**

**A. Publications**

The official publications of the Unit shall be as designated by the Board of Directors and shall be published by the Unit.

**B. Fiscal Year**

The fiscal year for the Corporation shall run from January 1 through December 31 of each year.

**ARTICLE XIV  
INDEMNIFICATION**

**A. Rights of Indemnification**

The Unit will indemnify any current or past Director, officer or other agent, to the fullest extent allowed by law, from all expenses incurred in defending claims asserted or threatened against such person arising from his or her action in such capacity on behalf of the Unit. The right to be indemnified shall include the right to advancement of such costs and expenses of defense.

**B. Duty to Indemnify**

The Unit's duty to indemnify shall not be mandatory in any action brought by the Unit or another person against a Director, officer or agent based in whole or part on a breach of fiduciary duty to the Unit or a violation of standards of conduct set forth in the Bylaws or the policies of the Unit. The Board shall adopt a comprehensive indemnification policy which may include provision for insurance to cover such expenses.

**CERTIFICATION OF THE BOARD OF DIRECTORS**

The undersigned hereby certifies (i) I am the \_\_\_\_\_ of the Unit, a nonprofit corporation, (ii) the above Bylaws are a true, correct, and complete copy of bylaws adopted at a duly held meeting of the \_\_\_\_\_ (membership) on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and in accordance with the laws of the State of \_\_\_\_\_, and (iii) the Resolutions are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_(Sign Name)

\_\_\_\_\_(Print Name)