

NON-PROFIT CORPORATE BYLAWS

Name of Corporation:

MIDWEST TRIBAL ENERGY RESOURCES ASSOCIATION, INC.

(Wisconsin Nonprofit Corporation)

Approved & Adopted by the Board of Directors February 2, 2017

ARTICLE I.
Offices

Section 1.1 Principal Office. The principal office for the transaction of the business of this corporation shall be located at such place as shall be determined by the Board of Directors. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another.

Section 1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where this corporation is qualified to do business.

ARTICLE II.
Purposes

This corporation is a nonstock corporation, organized and operated to engage in any lawful activity permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Wisconsin Nonstock Corporations Act (the "Act").

These purposes include, but are not limited to: (i) developing a clearinghouse and serve as a resource providing information, education, and outreach for tribal communities and sovereign nations and their neighbors relating to renewable energy investigation, deployment, policy, and financing; (ii) serving as a liaison assisting state and federal agencies in the creation of comprehensive energy policy that appropriately addresses the issues and concerns of tribal communities and sovereign nations; (iii) assessing needs and general concerns of tribal communities and sovereign nations related to energy planning, procurement, and/or development, and provide support or assistance to address such needs or concerns; (iv) identifying and/or seek funding opportunities that would promote the purpose of the corporation; and (v) supporting energy training or apprenticeship initiatives for tribal communities and sovereign nations.

ARTICLE III.
Membership

Section 3.1 Classes of Membership. There shall be two classes of membership in this corporation: (i) Member Tribes, and (ii) Associate Members. As used herein, the term "member" may be used to refer generically to a Member Tribe or an Associate Member.

Section 3.2 Membership Qualifications. The following shall be the requirements for membership in each membership class:

(a) **Member Tribes.** State and federally recognized Indian Tribes in the Midwest shall be eligible to become members upon resolution from such tribe. A Member Tribe shall cease to be a member in the event of the member's termination, resignation or expulsion from this corporation.

(b) **Associate Members.** Associate Members shall be individuals or entities, including governmental bodies or entities. Associate Members shall be any individual or entity

that is admitted as an Associate Member, provided that the Associate Member satisfies the terms and conditions for membership as an Associate Member, as established by the Board of Directors. An Associate Member shall cease to be a member in the event of the member's termination, resignation or expulsion from this corporation. Associate Members shall be nonvoting members and shall not have the right to vote on any matter on which members of this corporation would otherwise be entitled to vote on under the Articles, these Bylaws or the Act.

Section 3.3 Additional Rights and Privileges of Members. The Board of Directors may by resolution establish such additional rights, privileges and duties corresponding to each class of members provided that such rights, privileges, and duties are consistent with the Articles and these Bylaws.

Section 3.4 Admission. Decisions to admit members shall be made by the Board of Directors upon a determination that the member meets the qualifications established for membership as set forth in these Bylaws. The Board of Directors may by resolution authorize the Chairperson or other officer to make membership admission decisions consistent with the terms of these Bylaws and such resolution.

Section 3.5 Termination of Membership. The membership of any member shall terminate upon the occurrence of any one or more of the following:

(a) **Resignation.** Any member may resign from this corporation in writing delivered to the Secretary of this corporation. The resignation of a member shall not relieve the member from any obligations the member may have to this corporation as a result of obligations incurred or commitments made prior to resignation, including without limitation, any membership dues, fees or assessments that are due and owing prior to the resignation. A resigning member shall not be entitled to receive any refund, pro rata or otherwise, of any membership dues, fees or assessments for the balance of the period in which the resignation is effective.

(b) **Expulsion, Termination or Suspension.** Membership may be terminated by the Board of Directors after giving the member at least 15 days' written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, no less than five (5) days before the effective date of the termination. The decision of the Board of Directors shall be final and shall not be reviewed by any court.

Section 3.6 Reinstatement. Members suspended, terminated or expelled pursuant to Section 3.5(a-b) may be reinstated only upon the affirmative vote of the Board of Directors.

Section 3.7 Property Rights. No member shall have any right or interest in any of the property or assets of this corporation.

Section 3.8 Nonliability. Coupled with the limitations set forth in Article IX regarding sovereign immunity, no member shall be liable for the debts, liabilities, or obligations of this corporation merely by reason of being a member.

Section 3.9 Nontransferability. No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death, resignation, expulsion, termination or dissolution. The Board of Directors may grant a waiver of any provision of this Section 3.9 in its discretion, with the exception of the membership qualifications as set forth in these Bylaws.

ARTICLE IV. Membership Meetings

Section 4.1 Place of Meetings. All meetings of members shall be held either at any place within the Midwest, by conference call or within the State of Wisconsin, as determined by the Board of Directors pursuant to the authority hereinafter granted to the Board of Directors.

Section 4.2 Annual Meetings. The annual meeting of the members of this corporation shall be held in each fiscal year, on such date and at such time and place as determined by the Board of Directors. Annual meetings may be held in any manner permitted by law.

Section 4.3 Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, the Chair of the Board of Directors, or Member Tribes holding five percent (5%) or more of the voting power of the Member Tribes by a written demand signed, dated, and delivered to the Secretary. Notice of a special meeting shall be given within thirty (30) days following the date the written demand is delivered to the Secretary, in accordance with Section 4.4 below. Special meetings may be held in any manner permitted by law.

Section 4.4 Notice of Meetings.

(a) **General.** Notice of each annual and special meeting of the members and any written ballot shall be given to each member at the last address of record, by first class mail or by any means other than mail (including email) at least ten (10) days before the meeting. The notice shall include the date, time, and place of the meeting or the date on which the ballot shall be returned, if applicable. Notice of each annual and special meeting shall include a description of any matter or matters that must be approved by the members pursuant to these Bylaws or applicable law. In the case of special meetings, the notice shall specify the purpose or purposes for which the meeting is called. Such notice shall be given in writing to every member of this corporation who, on the record date for notice of the meeting, is entitled to vote thereat.

(b) **Effective Date of Notice.** Notice of a meeting of the members delivered orally is effective when communicated if communicated in a comprehensible manner. Notice of a meeting of the members delivered by email or other means of electronic transmission is effective when transmitted to the email address, facsimile number or other manner authorized by the member. Notice of a meeting of the members delivered by mail is effective five (5) days after its postmark if sent by registered, certified or first class mail with postage prepaid.

Section 4.5 Adjourned Meetings. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the members either present in person or represented by proxy. No meeting may be adjourned for more than fourteen

(14) days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 4.6 Proxies. Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of this corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force. A proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and must be received prior to the closing of the voting in order to be effective.

Section 4.7 Quorum. Unless otherwise provided herein, those votes represented at a meeting of the members entitled to vote on the matter shall constitute a quorum for the transaction of business. Unless otherwise provided herein, if a quorum is present in person or by proxy then any action approved by a majority of the members so present shall be the act of the members.

Section 4.8 Voting. Each Member Tribe is entitled to one vote on each matter submitted to a vote. Voting shall be by voice vote, unless the chair of the meeting at which such vote takes place directs such voting to be by ballot.

Section 4.9 Action by Written Ballot. Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if this corporation delivers a written ballot to every member entitled to vote on the matter. Such written ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of each proposed action, and (iii) specify a reasonable time within which to return the ballot to this corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the total number of votes cast by ballot. Ballots shall be distributed to members at the last address of record by first class mail, facsimile or email. All ballots distributed in accordance with this Section 4.9 shall indicate the number of responses needed to meet any quorum requirement and state the percentage of approvals necessary to pass each matter. All written ballots distributed in accordance with this Section 4.9 shall specify a reasonable time by which the ballot must be received in order to be counted.

Section 4.10 Conduct of Meetings. Meetings of members shall be presided over by the Chair of the Board, or if there are Co-Chairs of the Board by a Co-Chair of the Board, and in the absence of all Chairmen of the Board, by the chair chosen by a majority of the members present. The Secretary of this corporation shall act as the secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another member to act as acting Secretary of the meeting.

ARTICLE V.
Board of Directors

Section 5.1 Powers. Subject to the limitations of the Articles, the Bylaws, and the Act, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

Section 5.2 Composition of Board of Directors; Terms. The directors serving on the Board of Directors shall be selected in the manner set forth in this Section 5.2.

(a) **Tribal Directors.** The Member Tribes will elect five (5) directors to the Board of Directors.

(b) **Terms and Election Dates.** The directors shall initially be divided into three (3) approximately equal groups and designated to serve one, two, or three year terms. Thereafter, the term of office for each director shall be three (3) years. Each director shall hold office until his or her term expires and his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal. There shall be no prohibition on re-election of any director following the completion of that director's term of office. Unless elected by written ballot pursuant to Section 4.9, the positions of directors then expiring shall be filled and elections held at the annual meeting of members called for such purpose or at such other meeting of the members, as determined by the Board of Directors. Procedures governing elections of directors may be established pursuant to resolutions of the Board of Directors provided that such resolutions are consistent with these Bylaws and the Articles.

Section 5.3 Vacancies. Vacancies in the Board of Directors may be filled in an election by the members that elected such director or the Board of Directors. Each director elected to fill a vacancy shall hold office for the remaining term of the director who created the vacancy and until a successor shall be duly elected and qualified. A vacancy or vacancies shall be deemed to exist in the case of the death or the resignation or removal of any director pursuant to Section 5.15. A vacancy that will occur at a specific later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, and the new director shall take office when the vacancy occurs.

Section 5.4 Place of Meetings. All meetings of the Board of Directors may be held at any place within the Midwest, by conference call or within the State of Wisconsin, which has been designated by resolution by the Board of Directors or by the notice for the meeting.

Section 5.5 Regular Meetings. Regular meetings of the Board of Directors will be held a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board, except as may otherwise be specified and noticed by the Board of Directors or by the Chair of the Board of this corporation.

Section 5.6 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair of the Board of Directors or by twenty percent (20%) or more of the directors then in office.

Section 5.7 Notice of Meetings; Attendance.

(a) **General.** Regular scheduled meetings of the Board of Directors may be held with notice of the date, time and purpose of the meeting. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each director not less than seven (7) days before the date of the meeting by any means permitted by the Act, including communication in person, by telephone, by mail, by email or other means of electronic communication.

(b) **Effective Date of Notice.** Notice of a meeting of the Board of Directors delivered orally is effective when communicated if communicated in a comprehensible manner. Notice of a meeting of the Board of Directors delivered by email or other means of electronic transmission is effective when transmitted to the email address, facsimile number or other manner authorized by the director. Notice of a meeting of the Board of Directors delivered by mail is effective five (5) days after its postmark if sent by registered, certified or first class mail with postage prepaid.

(c) **Waiver by Attendance.** The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by the Act, the Articles or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5.8 Action without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the Act may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken hereunder is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed hereunder has the effect of a meeting vote and may be described as such in any document.

Section 5.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.10 Quorum; Prohibition on Proxy Voting. Unless otherwise provided herein, the presence of at least a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by at

least a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless applicable law, the Articles, or these Bylaws specifically provide for a greater or lesser number. Proxy voting by directors is not permitted.

Section 5.11 Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any director from serving this corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise, and receiving reasonable compensation therefor.

Section 5.12 Indemnity. The corporation shall indemnify its directors to the fullest extent allowed by the Act.

Section 5.13 Standard of Conduct. Pursuant to the Act, a director shall discharge the duties of a director, including duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the corporation. In discharging the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case if prepared or presented by: (a) one or more officers or employees of this corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board of Directors of which the director is not a member, as to matters within the committee's jurisdiction, if the director reasonably believes the committee merits confidence. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted in this Section 5.13 unwarranted. A director is not liable to the corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 5.13. The liability of a director for monetary damages to the corporation and its members shall be eliminated to the fullest extent provided by the Act.

Section 5.14 Conflict of Interest Transactions.

(a) **Conflict of Interest.** As used in this section, a "conflict of interest transaction" is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A director has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or if another entity of which the director is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the corporation.

(b) **Approval.** A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was

entered into or is approved either (i) in advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, or (ii) if the material facts of the transactions and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction. A conflict of interest transaction is so authorized, approved or ratified as follows:

(i) **By Directors.** By the directors, if it receives the affirmative vote of a majority of the directors on the Board of Directors or a committee of the Board of Directors who has no direct or indirect interest in the transaction; provided that a transaction may not be so authorized, approved or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action so taken hereunder if the transaction is otherwise approved as permitted under the Act.

(ii) **By Members.** By the members, if it receives a majority of the votes entitled to be counted. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in the Act may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction hereunder. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction hereunder constitutes a quorum for the purpose of taking action hereunder.

Section 5.15 Resignation and Removal.

(a) **Resignation.** Any director may resign at any time by giving written notice to the Board of Directors, the Chair of the Board, or the Secretary of this corporation. A resignation is effective when the notice is effective under the Act, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless permitted to be withdrawn by the Board of Directors prior to its effectiveness.

(b) **Removal for Cause.** The members may remove for cause, at a meeting called for that purpose, any director elected by the members who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment to have breached any duty arising under these Bylaws, the Articles or the Act.

Section 5.16 Advisory Committees. The Board of Directors may, by resolution, establish one or more advisory committees (each an "Advisory Committee") to be comprised of one or more individuals chosen by the Board of Directors at its sole discretion. The Board of Directors shall not be bound by any advice or decision of an Advisory Committee. The members of the Advisory Committee shall not have the rights or privileges of directors or members as set forth in the Act and shall have no power or authority over the operation of this corporation. A member of the Advisory Committee may be removed at any time by the Board of Directors with or without cause. The Board of Directors may establish a charter describing the purposes, governance and other matters related to an Advisory Committee, provided that the charter is consistent with the Articles and these Bylaws.

ARTICLE VI.
Officers

Section 6.1 Officers. The officers of this corporation shall include a Chairperson, who acts as Chair of the Board, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Directors may appoint. Any member of the MTERA Board of Directors shall be eligible to become an officer. Terms for officers shall be one year. The Board of Directors shall elect officers at the Annual Meeting of the Board.

Section 6.2 Nomination and Election. The officers of this corporation shall be elected annually by the Board of Directors in accordance with this Article VI. Each officer shall hold his or her office until he or she shall resign or shall be removed or his or her successor shall be elected and qualified. Elections of officers shall be held promptly following the election of directors each year. After the initial terms, which shall be staggered as established by the Board of Directors, each officer's term of office shall be three years. Subject to the other limitations contained in this Section 6.2, there shall be no prohibition on re-election of an officer following the completion of that officer's term of office. The Board of Directors may, by resolution, establish procedures governing nomination and election of officers that are consistent with these Bylaws.

Section 6.3 Removal and Resignation.

(a) **Removal.** Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof.

(b) **Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of this corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of this corporation under any contract to which the officer is a party. Once delivered, a notice of resignation is irrevocable unless otherwise permitted to be withdrawn by the Board of Directors prior to being effective.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6.5 Chairperson. The Chairperson shall prepare the agenda for, and preside at all meetings of the Board; act as the key spokesperson for the Association; review documents presented in the interest of the MTERA; provide opportunity for discussions; present and clarify projects and problems, and assure that committees function, as directed by the Board; and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association. Anyone may propose to the Chairperson an item for the agenda, or may propose the item at the meeting, which may be added by a majority vote of those present if there is a quorum. The Chairperson shall act as the Executive Director defined in Article VIII until such time as an Executive Director is retained.

Section 6.6 Vice-Chairperson. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall exercise the duties and powers of the Chairperson, and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.

Section 6.7 Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following: (a) official recording of the minutes of all proceedings of the Board of Directors, including the committees thereof, and members' meeting and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists; and (e) any such other powers and duties as may be designated from time to time by the Board of Directors.

Section 6.7 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receivables, payables, profits and losses. The books of account shall at all times be open to inspection by any director. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

Section 6.8 Standards of Conduct for Officers. Pursuant to the Act, an officer shall discharge the officer's duties, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the corporation. In discharging the duties of an officer, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case if prepared or presented by: (a) one or more officers or employees of this corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or (b) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted in this Section 6.8 unwarranted. An officer is not liable to the corporation, any member or any other person for any action taken or not taken as an officer, if the officer acted in compliance with this Section 6.8. The liability of an officer for monetary damages to the corporation and its members shall be eliminated to the fullest extent permitted by the Act.

Section 6.9 Indemnity. The corporation shall indemnify its officers to the fullest extent allowed by the Act.

ARTICLE VII. Board Committees

Section 7.1 Appointment of Committees. The Board of Directors may appoint such committees of the Board of Directors as the Board of Directors from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation. The appointment by the Board of Directors of any committee having the authority of the Board of Directors shall be by resolution adopted by the Board of Directors. Any committee having authority of the Board of Directors shall consist of two (2) or more directors who serve at the

pleasure of the Board of Directors. The Board of Directors shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committees in its sole discretion.

Section 7.2 Powers and Authority of Committees. The Board of Directors may delegate to any committee having the authority of the Board of Directors, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation; provided, however, that no committee may: (a) authorize distributions; (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or (d) adopt, amend or repeal the Articles, the Bylaws, or any resolution of the Board of Directors.

ARTICLE VIII. Executive Director

Section 8.1: Executive Director Duties. The Executive Director Duties may be accomplished by an individual or by a management company. The Executive Director shall be in general charge of the corporation's business and affairs and shall be subject to the control of the Board of Directors. The Executive Director may execute on behalf of the corporation and, when required, upon approval and at the direction of the Board of Directors, all contracts, agreements, and other instruments. The Executive Director shall provide monthly reports to the Board of Directors and the Chair of the Board on all matters within the Executive Director's knowledge affecting the corporation that should be brought to the attention of the Board of Directors. The Executive Director shall perform other duties assigned by the Board of Directors.

ARTICLE IX. Sovereign Immunity

Section 8.1: No Waiver of Sovereign Immunity. No member shall be required to or be deemed to have waived its sovereign immunity by virtue of its membership in the corporation, and each member of the corporation retains its sovereign immunity with respect to the business and affairs of the corporation.

ARTICLE X. Miscellaneous

Section 10.1 Fiscal Year. The fiscal year of this corporation shall end on the last day of December of each year.

Section 10.2 Inspection of Corporate Records. A member's right to inspect and copy records of the corporation shall be as provided in and subject to the terms and conditions of the Act.

Section 10.3 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature

for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 10.4 Corporate Loans, Guarantees and Advances. This corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director or officer.

Section 10.5 Maintenance of Records. This corporation shall maintain corporate records as required by the Act.

Section 10.6 Political Activities. This corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

Section 10.7 Form of Written Ballots. Ballots submitted in facsimile or electronic form shall be considered acceptable substitutes for printed ballots for all purposes.

ARTICLE XI.

Effective Date, Amendments and Dissolution

Section 11.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this corporation in adopting them provide that they are to become effective at a later date.

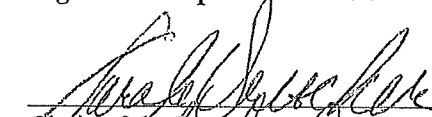
Section 11.2 Bylaw Amendments. Except to the extent otherwise provided in these Bylaws, these Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors with the affirmative vote of at least a majority of the directors present if a quorum is present. Prior to the adoption of any such amendment, each director shall be given at least seven (7) days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

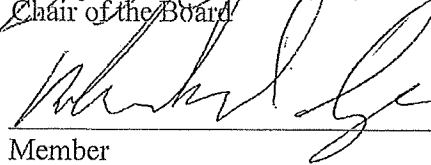
Section 11.3 Dissolution. This corporation may be dissolved upon the affirmative vote of at least seventy-five percent (75%) of the directors then in office if a quorum is present. Upon the dissolution of the corporation, assets shall be distributed as determined by the affirmative vote of at least seventy-five percent (75%) of the directors then in office if a quorum is present, provided, however, that the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or a state or local government, for a public purpose, or a person that is recognized as exempt under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.


Approved & Adopted by the Board of Directors, effective as of:

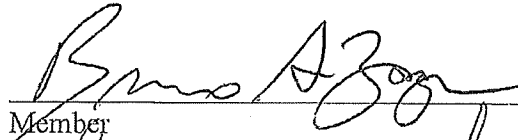
February 2, 2017

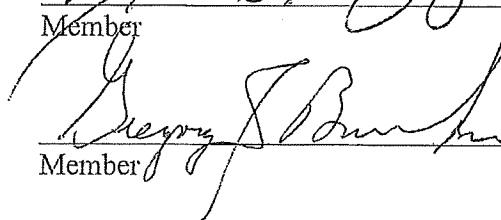
Signatures + printed name:


Chair of the Board _____ Sara Drescher


Member _____ Michael Troge


Member _____ Jason Graven


Member _____ Bruno Zagar


Member _____ Greg Bunker