

BYLAWS OF

POMMERSCHER

VEREIN—

CENTRAL WISCONSIN

CORPORATION

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**BYLAWS
OF
POMMERSCHER VEREIN—CENTRAL WISCONSIN CORPORATION**

SECTION 1. NAME

1.01 Name.

The name of this corporation is Pommerscher Verein—Central Wisconsin Corporation (PVCWC) (the “Corporation”).

NOTE: Pommerscher Verein is the High German term for “Pomeranian Association.” Hereafter in this document, “Pomeranian” is used to reference the former Prussian province and its heritage.

1.02 Principal Office.

The principal office of the Corporation shall be located in the Town of Berlin, County of Marathon, State of Wisconsin. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate.

1.03 Registered Agent and Office.

The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Corporation, by the Board of Directors, or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

SECTION 2. STATEMENT OF PURPOSE

2.01 Purpose.

The Corporation is organized exclusively under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any further Federal Tax Code to operate exclusively for charitable and educational purposes. The purpose of the Corporation is to promote and sustain the Pomeranian language and heritage in the community and provide resources for the community to expand their knowledge of Pomeranian ancestry. The Corporation will also foster educational programming regarding Pomeranian culture and genealogy for the broader community and will participate in programs and initiatives to further community knowledge and understanding of Pomeranian ancestry and history.

2.02 Limitations.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The Corporation shall not in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any “prohibited transaction” as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended. In the event of dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described above.

SECTION 2. STATEMENT OF PURPOSE (continued)

2.02 Limitations (continued)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Section.

The Corporation also has such powers as are now or may hereafter be granted under the laws of the State of Wisconsin that are in furtherance of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax codes.

SECTION 3. MEMBERS

3.01 Qualifications.

The members of the Corporation shall be of a single class. The qualifications for membership shall be any individual, family (parents & minor children), organization or business that is interested in Pomeranian culture and is willing to promote, perpetuate and support Pomeranian culture.

3.02 Eligibility.

Membership shall be effective upon filing an application and the payment of a donation determined at a level or levels by action of the Board of Directors.

3.03 Honorary Members.

Honorary members may be exempted from dues by action of the Board of Directors.

3.04 Membership.

Membership in this Corporation is not transferable or assignable.

SECTION 4. ANNUAL MEETINGS

4.01 The annual meeting of the Corporation shall be held each calendar year at a date and time determined by the Board of Directors.

SECTION 5. BOARD OF DIRECTORS

5.01 General Powers and Number.

The government, business, property and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors will be comprised of a minimum of nine directors.

SECTION 5. BOARD OF DIRECTORS (continued)

5.02 Term of Directors.

The term of a director shall be three years. No director shall be allowed to serve more than two consecutive full terms, with the exception of the treasurer. Serving a term of less than three years does not count as a term for the purpose of the two consecutive term limitations.

A person who has previously served two consecutive full terms becomes eligible to serve another two consecutive full terms after the passage of one (1) year from the time he or she last sat on the board.

5.03 Nomination of Directors.

At the annual meeting of the Corporation, the then-members of the Corporation shall meet for the purpose of electing successors to directors whose terms are to expire. Nominations for directors shall be made by the Nominating Committee. Nominations may also be made by any PVCWC member who is present, in person, at the annual meeting.

5.04 Qualification.

Each director shall be an individual, and each individual director has voting privileges. Directors need not be residents of the State of Wisconsin.

5.05 Vacancies.

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election provided, however, a director elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor in office and until the election of his or her successor.

5.06 Compensation.

The Board of Directors shall serve without compensation.

5.07 Removal from and Resignation of Office.

A director may be removed from office by affirmative vote of a majority of the members of the Board of Directors entitled to vote for the election of such director, such vote to be taken at a special meeting of the members of the Board of Directors of the Corporation called for that purpose. A director may resign at any time by filing his or her written resignation to the PVCWC President.

Any action to remove a director shall not be valid unless each director is given at least seven (7) days' written notice by registered mail or e-mail that the matter will be voted upon at a board meeting or unless notice is waived.

5.08 Indemnity of Officers and Directors.

Subject to the conditions and limitations of this Section and the Corporation's Articles of Incorporation, the Corporation shall, to the fullest extent permitted by the Wisconsin Nonstock Corporation Law as it may then be in effect, indemnify and hold harmless each person (and the heirs and legal representatives of such person) who is or was a director or officer of the Corporation, or of any other Corporation or other enterprise which is served in any capacity at the request of the Corporation, against any and all liability and expense actually and reasonably incurred by him or her in connection with the result from any claim, action, arbitration, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, or in connection with an appeal relating thereto, including, without limitation, actions brought under and/or predicated

SECTION 5. BOARD OF DIRECTORS (continued)

5.08 Indemnity of Officers and Directors. (continued)

upon the Securities Act of 1933, as amended, and/or the Securities Exchange Act of 1934, as amended, and/or the Investment Company Act of 1940, as amended, and/or their respective state counterparts and/or any rule or regulation promulgated thereunder, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been such person, or by reason of any past or future action or omission or alleged action or omission (including those antedating the adoption of the Bylaws) by him or her in such capacity, whether or not he or she continues to be such at the time such liability or expense is incurred, either:

(a) to the extent he or she is successful on the merits or otherwise in the defense of a proceeding; or

(b) to the extent he or she is not successful on the merits or otherwise in the defense of a proceeding, unless it is determined that liability was incurred because the person breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted:

(1) a willful failure to deal fairly with the Corporation or the members of the Board of Directors in connection with a matter in which the person had a material conflict of interest;

(2) a violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;

(3) a transaction from which the person derived an improper personal profit; or

(4) willful misconduct.

The Corporation may agree to indemnify and allow reasonable expenses for an employee or agent of the Corporation by general or specific action of the Board of Directors, or by contract or agreement.

SECTION 6. BOARD MEETINGS

6.01 Regular Meeting.

The regular meetings of the Board of Directors shall be held in January, March, June, September and November at such time and place as may be designated by the Board of Directors, for the transaction of such business as may come before the Corporation. The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

6.02 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any three (3) directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the Corporation.

SECTION 6. BOARD MEETINGS (continued)

6.03 Notice of Meeting.

Notice of any special meetings shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed or given by e-mail or telephone to each director at his or her business address or at such other address as such director shall have designated in writing. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice be given by telephone, such notice shall be deemed to be delivered when the telephone call is received. If e-mailed, such notice shall be deemed to be delivered when the e-mail is sent.

6.04 Waiver of Notice of Meeting.

Whenever any notice is required to be given to any director of the Corporation under the Articles of Incorporation or these Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the director entitled to such notice and filed with the minutes or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. 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.

6.05 Quorum.

Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

6.06 Manner of Acting.

If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

6.07 Conduct of Meetings.

The President, or in his or her absence, the First Vice President, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or other person present to act as Secretary of the meeting.

6.08 Voting.

Each director shall be entitled to one (1) vote upon each matter submitted to a vote of the Board of Directors.

6.09 Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in

SECTION 6. BOARD MEETINGS (continued)

6.09 Presumption of Assent. (continued)

the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or e-mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.10 Action without Meeting.

Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing (including e-mail), setting forth the action so taken, shall be signed (including e-mail) by all of the directors then in office.

6.11 Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

SECTION 7. OFFICERS

7.01 Number and Titles.

The principal officers of the Corporation shall be a President, First and Second Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

7.02 Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at its organizational meeting. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting of the Board of Directors to be scheduled as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected or until his or her death, resignation or removal.

7.03 President.

The President shall, when present, preside at all meetings of the Board of Directors. The President shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The President shall have authority to sign, execute and acknowledge on behalf of the Corporation, contracts or other instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he or she may authorize the First Vice President or other officer or agent of the Corporation to sign, execute and

SECTION 7. OFFICERS (continued)

7.03 President. (continued)

acknowledge such documents or instruments in his or her place. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.04 Vice Presidents.

In the absence of the President or in the event of his or her death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The First Vice President shall perform such other duties and have authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the Corporation by the First Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President. In the absence of the President and First Vice President, the Second Vice President will perform the duties of the stated for the First Vice President.

7.05 Secretary.

The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) be custodian of the corporate records; (c) keep or arrange for the keeping of a register of the post office address and e-mail address of each member of the Board of Directors of the Corporation which shall be furnished to the Secretary by such member; (d) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (e) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Directors.

7.06 Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the applicable provisions of these Bylaws; (c) be an authorized signer of instruments of the Corporation (including checks); and (d) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

7.07 Past President.

The Past President is a non-elected board position. When a President is no longer in the President position, he/she will sit on the Board of Directors as the Past President until the current President has stepped down or is replaced. The Past President is expected to assist and advise the current President in his/her duties.

7.08 Other Assistants and Acting Officers.

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer

SECTION 7. OFFICERS (continued)

7.08 Other Assistants and Acting Officers. (continued)

whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

7.09 Compensation.

No officer of the Corporation shall receive any salary or anything of pecuniary value from the Corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

7.10 Vacancies.

A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office, as created under Section 7.08 because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. An officer elected to fill any vacancy in any principal or other office shall be elected for the unexpired term of his or her predecessor in office and until the election of his or her successor.

7.11 Removal from and Resignation of Office.

Any officer or agent may be removed from office for any reason whatsoever, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect at the time the notice of resignation is delivered unless the notice specifies a later effective date.

SECTION 8. COMMITTEES

8.01 Executive Committee.

(a) The Corporation shall have an Executive Committee composed of the five (5) officers of the Corporation:

- (1) President
- (2) First Vice President
- (3) Second Vice President
- (4) Secretary
- (5) Treasurer
- (6) In an advisory non-voting capacity, the Past President, or current Board member if Past President cannot serve.

(b) The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not meeting, except for (a) electing officers or the filling of vacancies on the Board of Directors or on committees, (b) amending the Corporation's articles of incorporation, (c) amending the Corporation's Bylaws, (d) dissolving the Corporation, or (e) removing any member of the Board of Directors. The terms of the members of the Executive Committee shall be for one (1) year commencing at the time of the Corporation's annual meeting.

SECTION 8. COMMITTEES (continued)

8.02 Education.

The Education Committee will work to develop classes and workshops, participate in community events, and provide cultural presentations to community members and organizations.

8.03 Finance.

The Finance Committee provides financial oversight for the Corporation, including assisting the Treasurer in preparing the annual budget, functioning in a basic audit/reconciliation capacity, reviewing and establishing recommendations for annual membership dues and all other official financial reports, i.e., State of Wisconsin and IRS reporting, generated by the Corporation.

8.04 Nomination Committee.

As needed, recruits members to serve on the Board of Directors. The Chairperson will be a non-officer Director and the committee will include up to three PVCW members.

8.05 Other Committees.

The Board of Directors may create other Committees as it deems necessary.

SECTION 9. CONTRACTS AND FINANCES

9.01 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or may be confined to specific instances.

9.02 Loans.

No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

9.03 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

9.04 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

SECTION 9. CONTRACTS AND FINANCES (continued)

9.05 Contributions, Gifts, Bequests, or Devices.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or donation for the general purposes or for any special purpose of the Corporation.

9.06 Budgets.

Each year, the Board of Directors shall approve a budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

9.07 Financial Statements.

Not later than three (3) months after the close of each fiscal year, the Corporation shall prepare:

- (a) a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year; and
- (b) a statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year.

SECTION 10. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 11. CONFLICT OF INTEREST

11.01 Conflict Defined.

A conflict of interest may exist when the interests or activities of any director or officer, or staff member may be seen as competing with the interests or activities of this Corporation, or the director or officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

11.02 Disclosure Required.

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the President of the Corporation, or to the President, or to such person or persons as he or she may designate.

11.03 Abstinance from Vote.

When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

11.04 Minutes.

The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

SECTION 11. CONFLICT OF INTEREST (continued)

11.05 Annual Review.

A copy of this conflict-of-interest Section shall be furnished to each director and officer who is presently serving the Corporation, or who may hereafter become associated with the Corporation. Any new directors and officers shall be advised of this Section upon undertaking the duties of such office.

SECTION 12. SEAL

The Corporation shall not have a corporate seal.

SECTION 13. NONDISCRIMINATION

The Corporation shall not discriminate on the basis of age, race, color, sex, disability, or national or ethnic origin in administration of its purposes as set forth in Section 2 of these Bylaws. No person shall be denied membership for reasons of age, race, sex, color, creed, or disability.

SECTION 14. AMENDMENTS

14.01 By Directors.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the members of the Board of Directors of the Corporation in good standing present in person at any meeting at which a quorum is in attendance.

14.02 Implied Amendments.

Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of directors required to alter, amend, or repeal the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed, or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.