

# **BYLAWS OF WCCA**

## **a California Nonprofit Mutual Benefit Corporation**

### **ARTICLE I. PURPOSE AND OBJECTIVES**

#### **Article 1.1. Organization.**

The WCCA (“WCCA”), a California nonprofit mutual benefit corporation, organized as a trade association for the benefit of its members and shareholders.

#### **Article 1.2. Mission.**

The mission of the WCCA ("WCCA"), non-profit trade association, is to serve our community and enhance awareness of the exceptional products crafted in the Willow Creek region and surrounding mountain communities.

#### **Bylaws.**

These Bylaws are adopted for the regulation and management of the affairs of WCCA.

#### **Article 1.4. Controlling Laws and Documents.**

These Bylaws are controlled by and subject to the California Nonprofit Mutual Benefit Corporation Law, the Articles of Incorporation of WCCA and any other applicable California or federal law, as may be amended from time to time.

## **Article 1.5. Principal Business Office and Registered Agent.**

WCCA shall record with the California Secretary of State its principal business office and identify its registered agent. It shall comply with all applicable reporting, registration and filing requirements under state or federal law, as may be amended from time to time. It may establish such other offices, either within or outside California, as the board of directors (“Board”) may deem necessary and proper to conduct the business of WCCA.

## **ARTICLE II. DEFINITIONS**

- “WCCA” means Willow Creek Cannabis Alliance.
- “Board” means the Board of Directors of WCCA.
- “Bylaws” means these Bylaws of the WCCA, as they might be amended from time to time.
- “Chapter” means a subsidiary organization of WCCA based in a specific state, territory or geographical region.
- “Committee” is any group formed to perform one or more functions or services for WCCA. A Committee may be organized with respect to any subject matter of interest to WCCA.
- “Compensation” means remuneration whether by way of salary, fee, or other consideration for services rendered. Payment of *per diem*, mileage, or other expense reimbursement is not Compensation and does not affect a Person’s status as a Volunteer.
- “Day” means a business day, unless otherwise indicated.

- “Director” means a member of the Board.
- “Financial Interest” means either of the following:
  - An actual or potential ownership or investment interest, or any Compensation received or to be received from an entity with which WCCA engages or will engage in a commercial transaction or business arrangement of any kind; or
  - Compensation received or to be received by an Interested Person for goods provided to or services performed for WCCA. Compensation may include any direct or indirect remuneration, including gifts.
  - “Interested Person” means an Officer, Director, the Executive Director, or a member of a Committee with powers delegated to it by the Board, who has a direct or indirect Financial Interest.
- “Notice” means the delivery of any information required by these Bylaws to be made in such manner as to be reasonably calculated to provide actual notice. Notice shall be given in writing and will be deemed received (a) when delivered personally; (b) when sent by facsimile or email; (c) five (5) Days after having been sent by registered or certified mail, return receipt requested, postage prepaid; or (d) one (1) Day after deposit with a commercial overnight carrier. Notice will be sent to the last-known address of record of the recipient or to such other address as may be indicated to WCCA by the recipient.
- “Person” means either a natural Person or a corporate entity organized under any applicable state or federal law or the law of a foreign nation. An unincorporated association is not a Person.
- “Committee” means any group formed to perform one or more functions or services for WCCA. A committee may be organized with respect to any subject matter of interest to WCCA. A committee usually is established to perform a specific function or mission over a limited period of time. “Volunteer” means a Person who renders services to or for WCCA without Compensation.

### **ARTICLE III.**

### **MEMBERS**

### **Article 3.1. Classes of Membership;**

There are three Classes of Members of WCCA:

- Primary Members are cannabis operators that are natural persons or corporate entities involved in California licensed cannabis operations.
- Allied Business Members are natural persons or corporate entities involved in any activity other than licensed cannabis production.
- Supporting Members are natural Persons, only.
- Unless indicated otherwise, use of the term “Member” in these Bylaws shall mean Primary Members, Allied Business Members, and Supporting Members.

### **Article 3.2. Rules.**

The Board shall establish rules governing membership that shall include but are not limited to the following:

- Qualifications for Primary Membership: Any CA cannabis license holder may become a Primary Member as so their interests are to enhance and promote the mission of WCCA.
- Any natural person or corporate entity may become an Allied Business Member as so their interests are to enhance and promote the mission of WCCA. The Board will vote in allied members at the first meeting of each calendar month.
- Any natural person may become a Supporting Member as so their interests are to enhance and promote the mission of WCCA. The Board will vote in supporting members at the first meeting of each calendar month.

- Applications for membership. See attached.
- Membership dues and assessments. Membership Dues are required upon submission for membership and renew per annum.

### **Article 3.3. Member Meetings**

A general meeting of the Members shall be held at least one time a year, or more often as the Board might otherwise establish. The date, time and location of the meetings shall be established by the Board. The Board may from time to time hold special meetings of the Members as it deems necessary and proper to conduct the business of WCCA.

- Written Notice of all general and special meetings shall be provided by the Board to every Member, including Supporting Members, no less than ten (10) Days before the meeting, and may be given electronically when sent to the most current email address provided by the Member in the Member Profile. The Notice shall set forth the general nature of the business to be transacted, including any actions to be taken by the Members. Any meeting at which Directors are to be elected shall include the names, and qualifications of the nominees.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Article 4.1. Powers of the Board.**

All powers of WCCA shall be exercised by or under the authority of, and the business and affairs of WCCA shall be managed by, the Board. Subject to the provisions of these Bylaws, the California Nonprofit Mutual Benefit Corporation Act, and such other limitations as may be imposed by state or federal law, as may be amended from time to time, the Board may exercise the following powers without specific authorization:

- Adopt and amend the Articles of Incorporation and Bylaws.

- Adopt and amend such other rules, regulations, policies and procedures as the Board may deem necessary and proper for the governance and operation of WCCA, including, without limitation, and unless otherwise prohibited or limited by law, membership, finances, meetings, Directors, staff, Committees and Task Forces, state or regional Chapters and resolving Conflicts of Interest.
- Adopt and amend budgets for WCCA approve and undertake expenditures, incur debt and take such other measures as may be deemed necessary and proper to promote its financial operations.
- When applicable/necessary, hire, supervise and remove the Executive Director of WCCA
- Enter into partnerships, joint ventures and other types of associations with individuals and other organizations.
- Institute, defend, or intervene in litigation or administrative proceedings in the name of WCCA.
  - Accept gifts on behalf of WCCA. acquire, lease, hold, encumber, assign and convey any right, title, or interest in real or personal property, levy dues and fees and otherwise acquire revenues in the name of WCCA. The Board shall have the power to execute and deliver instruments of assignment, conveyance and encumbrance. The sale, exchange, lease or other disposition of property and other assets of WCCA shall be authorized in a manner consistent with applicable state and federal law, as may be amended from time to time.
- Maintain, repair, replace, modify or otherwise dispose of real and personal property held in the name of WCCA.
- Procure insurance for the benefit of WCCA, the Officers and Directors, the Executive Director, the staff and others.
- Provide for the indemnification and defense of the Officers and Directors, the Executive Director, the staff and others.
- Exercise any other power and perform any other act necessary and proper for the

governance and operation of WCCA.

## **Article 4.2.**

### **Directors.**

- The Board of WCCA shall consist of not less than three (3) nor more than thirteen (13) Directors.
- Each Director must be a natural Person over the age of 21 years and a current member of WCCA, Supporting Members are not eligible to serve as Directors.
- Upon commencement of WCCA, there may be up to five initial board members.
  - Three (3) of the Directors may serve a 3-year term limit, and two (2), may serve a 2-year term limit. This is to ensure continuity of leadership.
- Directors shall serve for terms of two years except that the Board may adjust the terms of the Directors to help ensure continuity of leadership, and may in its discretion set shorter or longer term limits. Board members are allowed to re-apply for additional terms, subject to an approving vote by other board members. A Director may resign at any time with or without cause. A Director that resigns while holding office also resigns any office held by the Director.
- Any Member or Director or the Executive Director may nominate a qualified Person to become a Director, in accordance with procedures established by the Board. Nominated and/or incumbent Directors shall be appointed by the Directors whose term limits are not currently up for re-approval. Approval of nominated and/or incumbent Directors requires unanimous consent. Directors shall begin serving immediately upon their appointment. There is no limit to the number of consecutive or non-consecutive terms that a Director may serve, pending re-appointment by the remaining Directors.
  - The Directors: may, at its discretion, make a motion to increase the number of Directors, with approval by simple majority.
  - The Directors: may, at its discretion, make a motion to change how the Directors are nominated, and/or elected. This may include changes that allow for an election by the membership.

- The Board may remove a Director for cause. Cause exists to remove a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, for failing without reasonable excuse to attend three consecutive meetings of the Board, for failing or ceasing to meet any required qualifications for Directors, or for acts or omissions in violation of the Standard of Conduct for Directors established in these Bylaws or in any rules adopted by the Board. The decision to remove a Director for cause shall require two-thirds of the Directors for which a quorum is present.
- Vacancies caused by expiration of a Director's term, or by resignation, death, removal or incapacity of a Director, may be filled by an interim director appointed by the Board. If the term of a departing Director was unexpired, then the Director elected or appointed to fill the vacancy shall serve the remainder of the term of the Director so replaced.

#### **Article 4.3. Board of Directors Meetings and Voting.**

- Scheduled meetings of the Board of WCCA shall occur four times a year, or as often as the Board might otherwise establish. The date, time and location of the meetings shall be established by the Board. The Board may from time to time hold special meetings as it deems necessary and proper to conduct the business of WCCA. Special meetings of the Board may be called by any Officer or by any two Directors.
- The Board in its discretion may meet with or without the Executive Director. The Executive Director shall attend all meetings of the Board. If the Executive Director is unable to attend a meeting, then he or she may designate another natural Person to attend in his or her place, provided however, that such Person executes and submits to the President of the Board a Confidentiality Agreement in advance of the Board meeting being attended.
- Notice of a meeting shall be provided to the Directors at least seven (7) Days before it is to be held. Notice shall be made in writing and may be delivered in person or by U.S. Mail, facsimile or electronic mail. A Director may waive Notice by appearing at the meeting and giving an oral or written statement to that effect, which waiver shall be recorded in the minutes, or confirmed by resolution, or



ratified in the vote.

- A majority of the Directors, shall constitute a quorum. No business of WCCA may be transacted and no action may be taken by the Board without a quorum.

- A Director may be deemed present at a meeting, for purposes of quorum and voting, if the Director has provided a signed proxy to another Director who is present at the meeting. The proxy shall authorize the designated Director to vote on behalf of the Director who gave the proxy. The Director shall have the option of instructing its designee to approve, disapprove or withhold voting on specific proposed actions. The Board may, in its discretion, require Directors to submit proxies only by a form approved by the Board.

- Directors may meet by telephone, video conference or electronically, as determined by the Board. Any action taken during such a meeting shall have the same effect as if the meeting took place in person. The provisions of Articles 4.3.2. through 4.3.5. apply.

An action required or permitted to be taken at a meeting of the Board may be taken without a meeting by voting by written or electronic ballot. Directors shall be provided a reasonable period of time within which to vote. Directors shall be present for purposes of establishing a quorum by casting their ballot. The provisions of Articles 4.3.2. through 4.3.5. apply.

- The Board may adopt such rules of order for the conduct of meetings and voting that it deems necessary and proper.

- Each Director shall have one vote. All votes, except those made in Executive Session as set forth in Article 4.3.12, shall be recorded in the minutes of the meeting or, in the absence of a meeting, recorded in another manner.

- Except as otherwise provided by these Bylaws or unless the Board decides to proceed otherwise, actions by the Board will be taken by majority vote. For any action requiring a simple majority vote of the Board. In the event of a tie, the Board will vote on the issue at the following Board of Directors meeting where there are an odd number of Directors present.

- During any regular or special meeting, if the Board determines that a particular matter is of such sensitive or private matter as to warrant confidential discussion, it may vote to go into Executive Session. Records and minutes of subjects addressed in Executive Session shall not be subject to the right of inspection by Members as described in Article XI. The vote to enter into Executive Session shall state the general subject matter to be addressed and the vote shall be recorded, which shall itself be subject to the right of inspection as described in Article XI.

**Article 4.4.  
Compensation.**

Directors may receive Compensation for service on the Board.

**ARTICLE V. OFFICERS**

**Article 5.1. Designation and  
Qualifications.**

- The Officers of WCCA shall consist of the President, Secretary and Treasurer.
- Officers must be Directors of the Board. A Director may hold more than one office simultaneously, except that no single Director may hold all of the offices of WCCA. An Officer may resign at any time with or without cause.
- The Board shall elect the President, Treasurer and Secretary. Unless the Board provides otherwise, a Director assumes the office immediately upon being elected. .

The Board may remove any Officer at any time for any reason.

- The term of each office is two (2) years, except as may be limited by the resignation, removal or completion of term of the Director holding the office. An Officer may seek election for additional terms without limit.

## **Article 5.2. Authority and Duty of Officers.**

- The President is the Chief Executive Officer and Chair of the Board and has overall responsibility for managing the affairs of WCCA. The President shall attend and preside over all scheduled and special meetings of the Board or may designate another Director to do so in place of the President.
- The Treasurer shall be primarily responsible for overseeing the finances of WCCA. The Treasurer shall work with the Executive Director and such other staff and Volunteers as WCCA might employ or hire to keep the books, undertake audits, prepare budgets, engage in financial planning, and manage the revenues and expenditures of WCCA.
- The Secretary shall be primarily responsible for maintaining the corporate records and other documents of WCCA. The Secretary shall take minutes of all meetings of the Member and of the Board. The Secretary also shall be responsible for controlling access to confidential materials in accordance with these Bylaws and any rules or policies on confidentiality that the Board may establish.

## **Article 5.4. Staff.**

- The Board or Executive Director may hire or appoint such additional staff as they deem necessary to properly manage the affairs of WCCA. The Executive Director and the staff, which may include independent contractors and service providers, shall comprise the staff. The Board and Executive Director shall fix the Compensation, if any, for members of the staff.

## **ARTICLE VI. COMMITTEES AND TASK FORCES**

### **Article 6.1. Establishment of Committees and Task Forces.**

- The Board may establish or dissolve such Committees and Task Forces as it deems

necessary and proper for the governance and operation of WCCA.

- A Committee shall include a minimum of two (2) Directors to the extent this remains a requirement under California Nonprofit Mutual Benefit Corporation law. One (1) Director or a Member appointed by the Board shall serve as a liaison to the Board.
- A Committee may include Persons who are not Members, but such Persons shall have no voting rights.

### **Article 6.2. Governance of Committees and Task Forces.**

Each Committee may establish its own rules and procedures as it deems necessary and proper for its governance and operation.

### **Article 6.3. Authority.**

- The Board may charge a Committee with the authority of the Board.
- A Committee charged with the authority of the Board shall be composed entirely of Directors.
- No Committee may do any of the following:
  - Approve any action that requires approval of the WCCA.
- Fill vacancies on the Board or on any Committee or Task Force which has the authority of the Board.
- Fix Compensation of the Directors for serving on the Board or on any Committee or Task Force.
  - Amend, repeal or adopt Bylaws or any action by the Board.
  - Appoint or remove members of any Committee or Task Force.

**Article 6.4. Executive Committee.**

- The Officers and the Executive Director shall constitute the Executive Committee of WCCA. The Executive Committee shall have the power and authority to conduct the operations of WCCA and to act on behalf of the Board between meetings.

- The Executive Director has no vote and shall serve in an advisory capacity.

**Article 6.5. Elections Committee.**

- The Board shall appoint an Elections Committee to oversee and manage elections.

- Only Directors may be members of the Elections Committee, which shall consist of at least three (3) Directors.

- Elections will take place every two (2) years for Directors, and every (3) years for Officers. The founding Primary Members were elected to the board on April 20th, 2020 with the approval of the bylaws.

**ARTICLE VIII. STANDARDS OF CONDUCT**

**Article 8.1. Good Faith and Best Interests of WCCA.**

- Each Director and Officer, and the Executive Director is a fiduciary of WCCA. Each shall discharge his or her duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner that he or she reasonably believes is in the best interests of WCCA. No Director or Officer or the Executive Director shall take any action that he or she reasonably believes would be averse to the best interests of WCCA. • An Officer or

Director or the Executive Director that discharged his or her duties in good faith and

in the reasonable belief that he or she acted in the best interests of WCCA and was not in violation of any applicable civil or criminal law is not liable to WCCA.

**Article 8.2. Reliance on Information.**

- In discharging their duties, an Officer, Director, or the Executive Director is entitled to rely on data, opinions, reports or statements, including financial, legal and technical statements and other information prepared or presented by Officers, Directors, employees or contractors of WCCA, whom he or she reasonably believes to be reliable and competent in the matters presented.

- The following are presumed to be reliable sources of information:

- One or more Officers, Directors, employees of WCCA whom the Officer, Director or the Executive Director reasonably believes to be reliable and competent in the matters presented;

- Legal counsel, an accountant, an appraiser, or another Person as to matters the Officer, Director or the Executive Director reasonably believes are within such Person's professional or expert competence; or

- A Committee, if the Officer, Director or the Executive Director reasonably believes the Committee merits confidence.

- Neither a Director nor the Executive Director shall discuss or disclose confidential information about WCCA.

- Upon being voted onto or accepting appointment, each Director and the Executive Director shall execute a confidentiality agreement prepared by the Board.

**ARTICLE IX. CONFLICTS OF INTEREST**

**Article 9.1.  
Purpose.**

The purpose of the conflict of interest policy of WCCA is to protect the interests of WCCA when it is contemplating entering into a transaction that might benefit the personal interests of an Officer, Director or the Executive Director, or might result in an excess benefit transaction. This policy is intended to supplement but does not replace any applicable state or federal law governing conflict of interest applicable to nonprofit and charitable organizations.

**Article 9.2.  
Statement.**

Each Officer, Director and the Executive Director, upon assuming office, shall sign a statement affirming the following:

- That he or she has received a copy of the Bylaws, including the Conflicts of Interest Policy;
- That he or she has read and understood the Bylaws, including the Conflicts of Interest Policy;
- That he or she agrees to comply with the Bylaws, including the Conflicts of Interest Policy; and

**Article 9.3. Conflict of Interest Not Presumed.**

The mere existence of a Financial Interest by an Interested Person is not a *per se* Conflict of Interest. The Board must still determine, on a case by case basis, whether a Conflict of Interest exists in light of all the attendant circumstances.

**Article 9.4.  
Procedures.**

- Duty to Disclose. An Interested Person owes a continuing duty to disclose to the Board the existence of any actual or potential Conflict of Interest, and to cooperate with the Board in considering the relevant facts and circumstances of the transaction or relationship in question.

- **Determination.** The Board shall consider the facts presented by the Interested Person, along with such other facts as the Board may discover through its own investigation and determine whether a Conflict of Interest exists. Any other Officer or Director who might be an Interested Person with a Financial Interest in the matter in question shall recuse himself or herself from the proceedings.
  
- **Ruling.** If the Board determines that a Conflict of Interest exists, then it may take any of the following actions:
  - Waive the Conflict of Interest and allow the transaction or relationship in question to stand or continue;
  
  - Disallow or reverse the transaction or relationship in question;
  
  - Remove the Interested Person from the Board or from employment by or service to WCCA; or take such other and further action as the Board deems necessary and proper under the circumstances.

**Article 9.5. Record of Proceedings.**

- The Board shall prepare a written record of proceedings involving an actual or potential Conflict of Interest.
- The record shall contain the names of all Interested Persons and Financial Interests involved, the names of all Directors that participated in the action, the substance of the facts presented and considered, and the action taken.

**Article 9.6. Periodic Review.**

To ensure that WCCA operates in a manner consistent with its purposes, periodic reviews shall be conducted no less than twice annually. The reviews will address the following:

- Whether Compensation paid to the Executive Director, members of the staff and others is reasonable, based on performance and competent information about market



conditions, and is the result of arms-length transactions.

## **ARTICLE X. INDEMNIFICATION AND INSURANCE**

### **Article 10.1.**

#### **Indemnity.**

- To the fullest extent allowed by law, WCCA shall defend, indemnify and hold harmless any Officer, Director, or the Executive Director, who is or is threatened to be made a party to any proceeding, by reason of the fact that the Person is or was acting as an agent of WCCA, against any claims, expenses, judgments, fines, settlements, and other expenses, including reasonable attorney fees, by reason of the fact that the Person was or acted as an agent of WCCA.
- The Board shall authorize indemnification if it determines that the Person acted in good faith and in a manner reasonably believed to be in the best interests of WCCA.
- The Board may decline indemnification to a Person found not to have acted in good faith and in a manner reasonably believed to be in the best interests of WCCA; or who was adjudged to be liable to WCCA for the acts or omissions out of which the demand for indemnification arose.

### **Article 10.2. Limitations on**

#### **Indemnity.**

- WCCA reserves the right to decline to indemnify for any of the following acts of malfeasance:
  - Any breach of the Standards of Conduct or other fiduciary duty to WCCA.
- Acts or omissions not undertaken in good faith; or that involved intentional misconduct, a knowing violation of the law, or reckless disregard of a likely violation of the law.
- A transaction involving WCCA and in which an Officer, Director or the Executive Director had an actual or potential Conflict of Interest, as described in Article VIII, unless the Board waives the conflict.

- Willful and wanton acts.

### **Article 10.3. Employees, Agents and Volunteers.**

The Board may extend the indemnity obligations set forth in this Article X to any employee or agent of WCCA, or to any other Person acting for or in the name of WCCA.

### **Article 10.4. Insurance.**

The Board shall endeavor in good faith to procure such liability insurance as might be commercially and reasonably available, in furtherance of its indemnity obligations under this Article X.

## **ARTICLE XI. RECORDS OF WCCA**

### **Article 11.1. Records Maintained by WCCA.**

WCCA shall keep as permanent records a comprehensive list of names, addresses, and classes of membership of all Members and Supporting Members; minutes of all meetings of the Board; actions taken with or without a meeting; the Articles of Incorporation, as may be amended from time to time; annual reports to the California Secretary of State; the Bylaws and such amendments to the Bylaws as may be adopted; resolutions of the Board; contracts; deeds; leases; financial records; reports; and such other documents as WCCA may from time to time adopt, create, collect or receive. Records may be maintained either in hard copy or in any suitable electronic format and may be kept at any physical location selected by the Board.

### **Article 11.2. Inspection of Records.**

- Any Member or its duly authorized agent may, for a purpose reasonably related to

the Member's interest in WCCA, upon five (5) Days prior written Notice, access, inspect and copy the books, records and other documents of WCCA at a mutually agreeable time during normal business hours.

- The Board may, in its discretion, require that the Member requesting access to records of WCCA state the reason for the request, execute a non-disclosure agreement as a condition of obtaining access, pay reasonable costs for copying in advance to the extent WCCA agrees to perform the copying, or other reasonable terms and conditions the Board may refuse to make available for inspection by a Member any materials relating to an Executive Session of the Board, as provided in Article 4.3.12.

### **Article 11.3. Records Retention.**

The Board may adopt such records retention policy as it deems necessary and proper, subject to the Bylaws and applicable state and federal law.

## **ARTICLE XII. DISSOLUTION**

### **Article 12.1. Dissolving or Reorganizing.**

The Members may by a vote of two-thirds of the quorum elect to cease the activities of and dissolve WCCA and wind up its affairs. The Members or the Board may elect to reincorporate or reorganize WCCA as provided by applicable state and federal law.

### **Article 12.2. Disposition of Assets.**

The Board shall, after paying or adequately providing for the payment of all obligations and liabilities of WCCA, dispose of the assets of WCCA in a manner consistent with applicable state and federal law, as may be amended from time to time. Any assets not so handled shall be disposed of by a court of competent jurisdiction, exclusively for tax-exempt purposes, or to such other organizations established and operated for tax-exempt purposes, as the court deems necessary and proper.

### **Article 12.3. Disbursement of Assets to Officers or**

**Directors.**

No Officer, Director or Executive Director of WCCA, nor any other Person, shall be paid any distribution of corporate assets.

**ARTICLE XIII.  
MISCELLANEOUS PROVISIONS**

**Article 13.1. Fiscal  
Year.**

Unless provided otherwise by the Board, the fiscal year for WCCA shall be the calendar year.

**Article 13.2. Limitations  
Period.**

Any legal action or other claim challenging the decision to terminate a Member or remove a Director, or the validity of an election, must be brought within nine (9) months of the effective date of termination of the Member, removal of the Director or certification of the election.

**Article 13.3.  
Severability.**

In the event any one or more of the provisions of these Bylaws shall be found to be invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein shall not in any way be affected or impaired thereby.

Approved by the Board of Directors on \_\_\_\_\_,  
2020

By \_\_\_\_\_

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