CAPITAL REGION MEDICAL FOUNDATION BYLAWS

(Amended July 31, 1989; December 16, 1992; July 19, 1994; December 5, 1994; December 4, 1995; December 7, 1998; December 6, 1999; September 19, 2001; December 4, 2023; December 2, 2024, __________, 2026

ARTICLE I
NAME

The name of the corporation shall be "Capital Region Medical Foundation" and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II
PURPOSES

The Corporation is organized and operated exclusively for the benefit of Capital Region Medical Center and its affiliated operations and service areas, which are a part of University of Missouri Health Care (also referred to as MU Health Care), the academic health system owned and operated by The Curators of the University of Missouri, a public institution of higher education and agency of the State of Missouri pursuant Revised Statutes of Missouri Section 172.020 and further recognized as a Missouri nonprofit corporation qualified as an exempt organization under Section 501(c)(3) of the Code, and referred to as the ("Supported Organization"). As such, the Corporation hereby expressly declares its intention to qualify and operate as a "Type I Supporting Organization" in accordance with the definition and regulations set forth in Section 509(a)(3) of the Code. In addition, the purposes for which the Corporation is formed shall be:

(a) To foster through the use of the Corporation's assets, including the income therefrom, improvement in the health and medical care of the people of Jefferson City, Missouri, and Central Missouri, specifically in the service area consisting of the following Missouri counties: Cole, Callaway, Osage, Moniteau, Morgan, Miller, Maries, and Gasconade and continued improvements in hospital care, hospital science, medical care, medical science, educational programs and scholarships for training of hospital and health care personnel, promoting scientific knowledge and hospital administration, administrative staff compensation related to employees working for the Corporation, promotion and sponsorship of research and hospital administration, by utilizing its funds and the income therefrom generally for the support and benefit of the Supported Organization. Provided, however, that no part of the assets or income of the Corporation shall inure to the benefit or profit of its incorporators, directors, officers, nor any private individual; but this provision shall not be deemed to prohibit reasonable compensation to persons for services actually rendered, and provided, further that the Corporation shall not engage in, nor shall any of its funds or property be used in carrying on propaganda or otherwise attempting to influence legislation or participating in any political campaign on behalf of any candidate for public office.

(b) Further, provided that the foregoing purposes and powers shall be limited to those which do not jeopardize the Corporation's application for tax-exempt status and its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III
BOARD OF GOVERNORS

Section 3.1 Powers and Responsibilities

The Board of Governors shall serve as advocates of the Corporation and the Supported Organization, promoting their mission, interests and reputation within the community they serve. Notwithstanding any provision of these Bylaws to the contrary, the authority to act with respect to the following subjects, following approval from the Supported Organization as provided in these Bylaws, is reserved exclusively to the Board of Governors and no action may be taken by the Board of Trustees with respect to any of the subjects indicated below:

i. To approve the appointment of any members of the Board of Governors, the Board of Trustees, and/or officers of the Corporation except as provided in these Bylaws;

ii.

iii. Nomination and appointment of Lifetime Members; and

iv. To amend the Bylaws or the Articles of Incorporation of the Corporation.

Except as expressly provided in these Bylaws, the Board of Governors shall have no other powers, duties, or responsibilities with respect to the governance and management of the Corporation.

Section 3.2 Members.

Members of the Corporation shall be referred to as the Board of Governors or Governors. There shall be regular members to the Board of Governors (the "Regular Members"), lifetime members of the Board of Governors (the "Lifetime Members), and clergy members of the Board of Governors (the "Clergy Members"), all of whom shall be voting members. There shall also be medical staff members of the Board of Governors (the "Medical Staff Members") who shall be nonvoting.

Section 3.3 Regular Members.

Regular Members shall consist of a maximum of two hundred fifty (250) persons, and unless otherwise specified in these Bylaws shall serve for a term of four (4) years. Regular Members shall be nominated and appointed pursuant to the process outlined in Article VI.

Section 3.4 Lifetime Members.

Lifetime Members shall consist of individuals designated by the Board of Governors to serve as voting members of the Board of Governors in perpetuity due to their significant involvement in the community or their enduring commitment to the Corporation and/or the Supported Organization. Lifetime Members shall serve an indefinite term of service, subject to the authority of the Board of Governors to remove such members pursuant to Section 3.11 herein. Lifetime Members shall be nominated and appointed pursuant to the process outlined in Article VI.

Section 3.5 Clergy Members.

Clergy members to the Board of Governors shall consist of a maximum of forty (40) persons and unless otherwise specified in these Bylaws shall serve for a term of four (4) years. Clergy Members shall be nominated and appointed pursuant to the process outlined in Article VI.

Section 3.6 Medical Staff Members.

Upon acceptance of a physician to the medical staff of University of Missouri Health Care, Department of Community Practice, such physician shall, by virtue of such medical staff membership, become a non-voting Medical Staff Member of the Board of Governors for so long as medical staff membership is maintained.

Section 3.7 Regular Meetings.

The regular meeting of the Board of Governors shall generally be held on the first Monday in December of each year in Jefferson City, Missouri, to receive, consider and act upon the reports of the Board of Trustees, the Nominating Committee, and of the administrative personnel of the Corporation. Any date change requires notice given to the Board of Governors under the requirements for a Special Meeting.

Section 3.8. Special Meetings.

Special meetings of the Board of Governors may be held at such times and places as may be designated by the Chairperson of the Board of Trustees of the Corporation provided that at least five (5) days' notice shall be given by the Secretary of the Corporation to each member of the Board of Governors; provided, however, that the timely mailing of such notice to the last known addresses of the Board members or timely notice sent electronically through text or email to the last known contact, shall constitute proper notice to such members, and provided further that any such notice shall designate the general purpose of any such special meeting.

Section 3.9. Vacancies.

Any vacancy occurring on the Board of Governors between regular meetings of the Board of Governors shall filled through appointment by the Nominating Committee and approval by the Supported Organization, or its designee(s) as provided in Article VI, however, that person so elected to fill such a vacancy shall serve for the remainder of the unexpired term.

Section 3.10. Resignation.

Any member of the Board of Governors may resign at any time by providing written notice to the Chairperson of the Board of Trustees. Such resignation shall take effect on the date specified in the notice, or if no date is specified, upon receipt by the Chairperson. The acceptance of the resignation shall not be necessary to make it effective.

Section 3.11. Removal.

Any member of the Board of Governors may be removed, with or without cause, by a two-thirds (2/3) vote of the voting members of the Board of Governors then in office at any regular or special meeting called for that purpose. Prior to any such vote, the member in question shall be given reasonable notice and an opportunity to be heard by the Board of Governors.

Section 3.12. Quorum.

The voting members of the Board of Governors attending any duly called meeting shall constitute a quorum for the transaction of business.

ARTICLE IV
BOARD OF TRUSTEES

Section 4.1. Board of Trustees.

Subject to the powers and authority reserved to the Board of Governors in the Articles of Incorporation and these Bylaws, all powers of the Corporation shall be exercised by and under the authority of the Board of Trustees (each individually a "Trustee"). The Board of Trustees shall consist of thirty-one (31) persons, thirty (30) of whom shall be appointed in accordance with the process outlined in to Article

VI (the " Elected Trustees"). In addition, the person holding the office of President of the Auxiliary of Capital Region Medical Center shall at all times be a member of the Board of Trustees. The Elected Trustees shall be divided into three (3) classes, with Class I consisting of nine (9) members, Class II consisting of ten (10) members, and Class III consisting of eleven (11) members. Each class shall serve a term of three (3) years, with the term of one (1) class expiring each year. At end of each class's term, at the regular meeting, the Nominating Committee shall nominate and submit for appointment the appropriate number of Elected Trustees, pursuant to process outlined in Article VI hereto, to fill such class whose term is expiring. Each Elected Trustee shall serve a term of three (3) years, unless otherwise specified in these Bylaws. Trustees elected to fill a vacancy in a class by reason of death, resignation or removal shall serve for the remainder of the unexpired term of the predecessor in which they replaced for that class.

Section 4.2. Trustee Emeritus.

The Board of Trustees shall have the authority appoint any former elected Trustee who served on the Board of Trustees for least one (1) year as a "Trustee Emeritus." Each Trustee Emeritus shall serve in an advisory capacity to the Board of Trustees and shall not otherwise have the power or authority of a Trustee of the Corporation, and shall not have the power or authority to vote on any matters submitted to a vote of the Board of Trustees, nor shall the presence of any such Trustee Emeritus at a meeting of the Board of Trustees be counted for quorum or other attendance purposes. A Trustee Emeritus may participate in executive sessions and may advise the Board of Trustees unless excused by the Board of Trustees due to a disclosed conflict of interest. Each appointed Director Emeritus shall serve a term of three (3) years. Unless separately elected or appointed, Trustees Emeritus are not members of any other committee of the Corporation and they are not required to attend any meetings or authorized to perform any duties other than providing advice to the Corporation's Board of Trustees.

Section 4.3. Removal.

Any Elected Trustee or Trustee Emeritus may be removed by the Board of Governors, whenever, in its judgment, the best interest of the Corporation will be served thereby. Such removal shall require a two-thirds (2/3rds) vote of a quorum of the Board of Governors.

Section 4.4. Resignation.

Any member of the Board of Trustees may resign at any time by providing written notice to the Chairperson of the Board of Trustees. Such resignation shall take effect on the date specified in the notice, or if no date is specified, upon receipt by the Chairperson. The acceptance of the resignation shall not be necessary to make it effective.

Section 4.5. Organizational Meeting.

The Board of Trustees shall as soon as feasible after each regular meeting of the Board of Governors meet and organize.

Section 4.6. Regular Meetings.

The Board of Trustees shall hold a regular meeting of the Board of Trustees at a convenient location as designated by the Chairperson at least quarterly.

Section 4.7. Special Meetings.

Special meetings may be called by the Chairperson at any time, on reasonable notice, and shall be called by the Chairperson within fourteen (14) days of receipt of a written request therefore by one-third (1/3rd) of the members of the Board of Trustees. Reasonable notice of special meetings shall be given to each Board of Trustees member, either oral or written, in which the business or the transaction for which the special meeting has been called will be stated, and no business other than that stated in such notice shall be transacted at such special meetings.

Section 4.8. Quorum.

At any regular or special meeting of the Board of Trustees, a quorum shall consist of one- third (1/3rd) of the number of voting members of said Board of Trustees.

Section 4.9. Vacancies.

Any vacancy occurring in the Board of Trustees between annual meetings by reason of death, resignation or removal may be filled by appointment by the Board of Trustees from names submitted to it by the Nominating Committee and approval by the Supported Organization or its designee(s) in accordance with Article VI; provided, however, any person so elected to fill such a vacancy shall serve for the remainder of the unexpired term.

Section 4.10. Executive Committee.

The Executive Committee shall consist of the officers of the Board of Trustees and the immediate past Chairperson who shall be a voting *Ex Officio* member; provided the immediate past Chairperson continues to be a member of the Board of Trustees upon the conclusion of their term as Chairperson. Should the immediate past Chairperson cease to be a member of the Board of Trustees upon the conclusion of their term as Chairperson they shall nevertheless continue as a nonvoting *Ex Officio* member of the Executive Committee. The purpose of the Committee is to transact Board of Trustees' business between Board of Trustees meetings provided action taken does not conflict with policies or directives of the Board of Trustees. The Executive Committee shall refer all matters of major importance to the Board of Trustees. The Executive Committee will meet on an as needed basis as called by the Chairperson. This Committee shall be a standing Committee.

Section 4.11. Nominating Committee.

The Nominating Committee shall consist of nine (9) members total. The Board of Governors of the Corporation shall elect seven (7) members of the Board of Trustees to serve on the Nominating Committee and the Supported Organization, or its designee, shall elect two (2) members of the Supported Organization to serve on the Nominating Committee. The chairperson of the Nominating Committee shall be a member of the Board of Trustees of the Corporation. The Nominating Committee so appointed shall nominate and submit to the Supported Organization the slate of appointments to the Board of Governors, the Board of Trustees and/or the officers of the Board of Trustees as may be applicable, pursuant to Article VI of these Bylaws.

Section 4.12. Gift Allocation Committee.

The Gift Allocation Committee shall consist of the members of the Executive Committee. Specific requests by the Supported Organization for the utilization of the Corporation's funds for the benefit of the Supported Organization shall be referred by it to the Chief Operating Officer of the Supported Organization. When the Chief Operating Officer of the Supported Organization makes a recommendation for an expenditure of the Corporation's moneys for the benefit of the Supported Organization, the request for the expenditure(s) shall be referred to the Gift Allocation Committee for review, which shall then make its recommendations to the Board of Trustees, for their final review and decision.

Section 4.13. Finance and Investment Committee.

The Finance and Investment Committee shall consist of the Corporation's Treasurer, who shall serve as chairperson of the Finance and Investment Committee and other members of the Board of Governors, as selected by the Executive Committee. The Finance and Investment Committee shall meet at least quarterly. Its duties shall be to oversee the preparation of the annual budgets and financial statements; overseeing the administration, collection, and disbursement of the financial resources of the Corporation; advising the Board of Trustees with respect to significant financial decisions; overseeing the audit process; approving any non-audit services provided by the auditor; overseeing internal controls, conflict of interest and whistleblower policies; ensuring that the auditor's management letter concerns are addressed and resolved; reviewing the funds held by the Corporation and guiding the investment strategy of the Corporation. Any changes in account managers, new account openings and investment policy will be vetted by the Finance and Investment Committee and recommendations will be presented by the Treasurer to the Board of Trustees, for their final decisions.

Section 4.14. Other Committees.

The Chairperson of the Board of Trustees shall appoint such other standing committees or special committees as may be determined by a majority vote of the Board of Trustees. Each committee shall consist of such number of members of the Board of Trustees and/or Board of Governors as the Chairperson shall determine. Special committees shall immediately dissolve upon completion of their task.

Section 4.15. Chairperson As Ex-Officio Committee Member.

The Chairperson shall be an ex-officio member of each Board of Trustees committee including special committees of which he/she is not a regular member.

Section 4.16. Ex-Officio Members.

The Board of Trustees may add other ex-officio members as it may from time to time determine appropriate. Unless otherwise provided in these Bylaws, such ex-officio members shall be non-voting.

Section 4.17. Meetings Of Standing And Special Committees.

All standing committees of the Board of Trustees shall meet as necessary as determined by the chairperson of their respective committee or the Chairperson of the Board of Trustees, and shall maintain a written record of its proceedings, recommendations, and actions, and shall provide said record to the Board of Trustees. Special committees of the Board of Trustees shall meet as necessary as determined by the chairperson of their respective committee or the Chairperson of the Board of Trustees and shall maintain a written record of its proceedings, recommendations, and actions and shall provide such record to the Board of Trustees.

Section 4.18. Committee Quorum.

Two (2) members of each standing and special committee of the Board of Trustees shall constitute a quorum, except that a majority of the Nominating Committee shall constitute a quorum of the Nominating Committee.

ARTICLE V
OFFICERS OF THE CORPORATION

Section 5.1. Officers.
The officers of the Corporation shall be a Chairperson, Vice Chairperson, a Secretary and a Treasurer elected by the Board of Governors at their annual meeting in accordance with Article VI of these Bylaws.

Section 5.2. Chairperson.
The Chairperson shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Governors and the Board of Trustees and shall see to it that all orders and resolutions of the Board of Governors and Board of Trustees are carried into effect.

Section 5.3. Vice Chairperson.
The Vice Chairperson, shall perform the duties of the Chairperson, in their absence or in the event the Chairperson is unable to serve.

Section 5.4. Treasurer.
The Treasurer shall oversee disbursement of the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall cause to be rendered to the Board of Trustees an account of such transactions which relate to the financial condition of the Corporation, as may be requested at meetings of the Board of Trustees.

Section 5.5. Secretary.
The Secretary shall record the proceedings of the sessions of the Board of Trustees and the Board of Governors and shall record the results of any votes taken, which action shall include the abstention of a trustee from voting if s trustee feels that the action of the Board on the matter proposed would be cause for a conflict of interest on the trustee’s part. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and the Board of Governors and shall perform such other duties as may be prescribed by the Board of Trustees or by the Chairperson.

Section 5.6. Terms
Each officer shall serve for a term of one (1) year or until their successor is elected and qualified by the Board of Governors in accordance with these Bylaws.

Section 5.7. Vacancies.
If the office of the Chairperson, Vice Chairperson, Treasurer or Secretary becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Board of Trustees may appoint a successor or successors who shall be chosen from among the members of the Board of Trustees from names submitted to it by the Nominating Committee and approved by Supported Organization or its designee(s) in accordance with Article VI; provided, however, any person so elected to fill such a vacancy shall hold office for the unexpired term for which the vacancy occurred.

Section 5.8 Notices.
All notices to the members of the Board of Trustees shall be mailed to their addresses as recorded on the books of the Corporation, sent electronically by text or email, or by telephone call to such person, and such mailing, email, text or telephone call shall constitute presumptive evidence of notice. However,

no notice shall be required for any previously scheduled or regularly scheduled meeting of the Board of Trustees. The attendance of any member of the Board of Trustees at a special meeting of the Board of Trustees shall constitute a waiver of notice unless the member of the Board of Trustees attends the meeting for the sole purpose of objecting to the meeting or objecting to the business to come before the meeting.

ARTICLE VI
NOMINATING COMMITTEE SLATE

Except as otherwise provided in these Bylaws, in the event that the Nominating Committee determines that an nomination and appointment is necessary to fill a position on the Board of Governors, Board of Trustees, or an officer position of the Corporation, the Nominating Committee shall make such nomination by a majority vote at a duly called meeting of the Nominating Committee. Upon such nomination, the slate of nominated individuals (the "Slate") shall be submitted to the Supported Organization or their designee(s), for approval or disapproval. Failure of the Supported Organization or designee(s) to approve or disapprove within ten (10) business days shall constitute their automatic approval. If the Supported Organization, or its designee(s), approve the Slate, in its entirety or partially, such approved individuals (the "Approved Slate") shall then be submitted to the Board of Governors, where they shall be subject to a majority vote at either a regular or special meeting of the Board of Governors. If the Board of Governors elects to approve the Approved Slate, in its entirety or partially, such elected individuals shall be deemed elected and assume their appointment to their respective position.

ARTICLE VII
EXECUTIVE DIRECTOR

The Board of Trustees may, at its discretion, hire an Executive Director, who may be either contracted or an employee of the Corporation, and who shall serve at the direction of the Board of Trustees. The Executive Director shall have day-to-day responsibility for the Corporation, including carrying out the Corporation's purpose and policies of the Board of Trustees. The Board of Trustees and its Executive Committee may assign other duties as necessary. The Executive Director shall attend meetings of the Board of Trustees and committee meetings of the Board of Trustees; however, the Executive Director may be excused from executive or closed sessions of Board of Trustees meetings.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall be a calendar year.

ARTICLE IX
FISCAL POLICY

A. The Corporation may accept gifts of cash or other property, real or personal, with a limitation on the use thereof as directed by the donor, only if such use conforms with the purposes and powers of this Corporation. Any gifts received, wherein the donor has not directed a limitation on the use thereof, shall be used or invested for the benefit of Supported Organization at the discretion of the Board of Trustees.

B. The Board of Trustees may, in its discretion, employ one or more fiscal agents to handle the details of its investment program.

ARTICLE X
INDEMNIFICATION

A. The Corporation shall indemnify each of its officers, Trustees, Governors, employees and agents to the full extent specified in these Bylaws, as amended from time to time, which shall include each person who has been an officer, Trustee, employee or agent of the Corporation.

B. Except for conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct, and to the extent that a Trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by them in connection with the action, suit or proceeding.

C. Any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, Governor, officer, employee or agent is proper. The determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

D. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, Governor, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation.

E. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under and by law, agreement, vote of disinterested Trustees or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, Governor, officer, employee or agent and shall inure to the benefit to the heirs, executors, administrators, and personal representatives of such a person.

F. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Governor, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of the Corporation's Articles of Incorporation, as amended from time to time.

G. For the purpose of this Article references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as this Corporation, so that any person who is or was a trustee, director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to this Corporation as they would if they had served this Corporation in the same capacity.

H. For purposes of this Article the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Trustee, Governor, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Trustee, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner they reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

I. For purposes of this Article references to “agents” shall include the Executive Director who may be providing such services under contract rather than as an employee of the Corporation and all persons who serve on the Corporation’s committees.

ARTICLE XI
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

Section 11.1 Principal Office

The principal office and location of the Corporation shall be at such place in Jefferson City, Missouri, as may be designated from time to time by the Board of Trustees.

Section 11.2 Registered Office and Registered Agent.

The Corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri General Not For Profit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE XII
CONTRACTS, LOANS AND FISCAL MATTERS

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

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees, and such authority shall be general or confined to specific instances.

All checks, drafts or other orders for payment of money, notes or other evidences 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 a manner as from time to time determined by resolution of the Board of Trustees.

All funds and securities of the Corporation otherwise employed or invested shall be deposited or invested from time to time to the credit of the Corporation with or in such securities, depositories, banks, trust companies, brokerage firms, investment advisors, mutual funds, or other institutions as the Board of Trustees may select.

The books of account shall be audited annually and the books and records of the Corporation shall at all reasonable times be open to inspection by any members of the Board of Trustees.

ARTICLE XIII
AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

These Bylaws and Articles of Incorporation may be amended by the affirmative vote of a majority of the quorum of voting members at any meeting of the Board of Governors. Amendments shall be proposed by the Board of Trustees at any meeting and submitted to the Supported Organization for its approval or disapproval. Failure of the Supported Organization to approve or disapprove within forty-five (45) calendar days shall constitute its automatic approval. Thereafter the proposed amendments shall be submitted to the Board of Governors for approval, provided notice shall have been sent to each voting member of the said Board of Governors at least seven (7) days prior to said meeting and provided that such written notices shall fully present the proposed amendments.

ARTICLE XIV
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court 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 such court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any member of the Board of Trustees or officer, or any private individual.

Date of Approval by the Board of Trustees: ________________________, 2025

Date of Approval by the Board of Governors: ________________________, 2025