

**BYLAWS
OF
SOUTH DAKOTA ASSOCIATION FOR LIFELONG
LEARNING**

A SOUTH DAKOTA NONPROFIT CORPORATION



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BYLAWS OF SOUTH DAKOTA ASSOCIATION FOR LIFELONG LEARNING

These Bylaws of SOUTH DAKOTA ASSOCIATION FOR LIFELONG LEARNING, a South Dakota nonprofit corporation (the “Corporation”), are made by the Directors to provide for the governance and operations of the Corporation, and to address the rights and obligations of each Director serving on the Board of Directors. The parties to these Bylaws agree to be legally bound by the terms herein. These Bylaws shall amend and restate any prior existing bylaws of the Corporation and any prior existing bylaws of the Corporation shall be null and void.

Article One Formation and Offices

Section 1.01 Corporate Formation and Governing Law

The Corporation became a legal entity under the laws of the State of South Dakota, and specifically under the South Dakota Nonprofit Corporation Act (the “Act”), upon filing the Articles of Incorporation as required by the Act. The affairs of the Corporation and the conduct of its business are governed by the provisions of these Bylaws to the extent such provisions are not in conflict with nonwaivable provisions of applicable law or the Articles of Incorporation.

Section 1.02 Corporate Purpose

As indicated in the Amended and Restated Articles of Incorporation, the purposes for which the Corporation was incorporated are exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. Within the restrictions of the above-described Internal Revenue Code Sections, the Corporation is designed to:

- (a) Provide resources to improve and expand adult continuing and community education; and
- (b) Engage in such other purposes as are allowed to a nonprofit corporation under applicable law and as authorized by the Board of Directors.

Section 1.03 Mission

To improve and expand adult continuing education and community education philosophy and service as an integral and necessary part of the community development process.

Section 1.04 Principal Office

The principal office of the Corporation shall be the principal office of the Corporation appointed in the Amended and Restated Articles of Incorporation, and as may be changed from time to time by the Board of Directors. The Corporation may have such other offices, either within or without

the State of South Dakota as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.05 Registered Agent and Registered Office

The registered agent and registered office of the Corporation required by the Act to be maintained in the State of South Dakota shall be the registered agent and registered office of the Corporation appointed in the Amended and Restate Articles of Incorporation. The registered agent and address of the registered office may be changed from time to time by the Board of Directors.

Section 1.06 Other Offices

The Board of Directors may establish branch or subordinate offices where the Corporation is qualified to conduct its activities.

Article Two Members

Section 2.01 Members

The Corporation will have members. Membership is open to all persons, institutions, and organizations involved in serving adult learners.

Section 2.02 Membership

Active individual membership status shall be held by those persons who have paid organizational dues in full. All active members are entitled to all privileges of the Corporation including voting rights, receipts of publications, and the right to hold elected or appointed offices.

Section 2.03 Membership Term

The membership term shall be for a period of two (2) years. Any member who is in default in the payment of dues for a period of four months shall be deemed delinquent and dropped from membership.

Section 2.04 Membership Dues

Membership dues are payable at the annual meeting of each year. Payment shall be sent to the treasurer who shall hold the membership dues in safekeeping. Annual individual membership dues shall be determined by the Board of Directors.

Article Three

Directors

Section 3.01 General Power

The Board of Directors will manage the Corporation's property and business affairs. The Board of Directors must act consistently with federal law, state law, the Articles of Incorporation, and the Bylaws.

Section 3.02 Number

The Corporation's authorized number of Directors is at least 3 but not more than 15 Directors until changed by an amendment to these Bylaws by the Board of Directors.

The Board of Directors will fix the number of directors; this number will comprise the entire Board of Directors.

Section 3.03 Selection and Term of Office

The Board of Directors will elect its Directors at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. There shall be a representative from each region of the state on the Board of Directors at all times. Each region shall be defined by the Missouri River East-West. Each Director shall not serve more than two consecutive terms in the same position and each Director will serve until his or her successor has been elected or until his or her death, resignation, or removal.

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, if any vacancy is caused by death, resignation, or removal of a Director, the remaining Directors, by majority vote, will elect a successor to hold office for the remaining term of the Director whose place is vacant. The successor will serve as a Director until the next regular election of Directors. The remaining term served by the successor will not count as a term for purposes of Section 3.03, and such successor shall be eligible to serve two additional consecutive terms.

If the number of Directors is increased as provided in the Bylaws, the current Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors.

No reduction in the authorized number of Directors will have the effect of removing any Director before the expiration of his or her term.

Section 3.05 Resignation

Subject to the provisions of South Dakota law, any Director may resign by giving written notice to the Corporation's President. The resignation will be effective when the President receives the notice unless the notice specifies that the resignation will be effective on a later date. If the

resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 3.06 Removal

A Director may be removed for cause by two-thirds vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least 10 days before the meeting.

Section 3.07 Compensation of Directors

No stated salaries will be paid to the Directors for their services, but each Director is entitled to receive reimbursement from the Corporation for any expenses incurred for attending any annual, regular, or special meeting of the Board of Directors.

Notwithstanding, the Board of Directors may fix the compensation or salary paid to all Directors by a majority resolution and/or a fixed sum, established by majority resolution of the Board of Directors, may be allowed for attendance at each annual, regular, or special meeting of the Board of Directors and the Corporation will pay this fixed sum whether or not a meeting is adjourned because the meeting lacks a quorum.

Nothing in this Section precludes any Director from serving the Corporation in any other capacity and receiving compensation for his or her service in that capacity.

The Board of Directors will fix the compensation or salary paid to all corporate officers by majority resolution.

Article Four Meetings

Section 4.01 Place of Meeting

The Board of Directors will hold its meetings at the Corporation's principal office or at any place the Board of Directors may from time to time select by a majority vote or written consent of all the Directors.

Section 4.02 Annual Meeting

The Board of Directors will hold its annual meeting during the month of July commencing in 2025 or at another date designated by the Board of Directors for electing Directors for the ensuing year and to transact other business that may be brought properly before the Board of Directors.

Section 4.03 Regular Meetings

The Board of Directors may hold regular meetings as determined by majority resolution of the Board of Directors. The resolution may authorize the President to fix the specific date and place

of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in these Bylaws. The notice need not specify the business to be transacted, nor the purpose of the meeting unless specifically required by South Dakota law or these Bylaws.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by the President or called by the President at the direction of not less than two Directors, or as otherwise provided by law. The Board of Directors may only transact the specific corporate business announced in the notice for the special meeting.

Section 4.05 Notice of Meetings

Except as may be otherwise specifically provided in these Bylaws, the President must give at least 10 days written notice of each regular or special meeting to all Directors at their post office address as shown on the Corporation's records or by email or other electronic communication. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting constitutes a waiver of notice, except if a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 4.06 Quorum

The presence of a majority of the Directors then in office constitutes a quorum to transact business at all meetings of the Board of Directors. But if at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and time.

Section 4.07 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.08 Meetings by Telephone or Video Conference

Any annual, regular, or special meeting may be held by conference telephone or video communication equipment, if all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 4.09 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing to any action taken by the Corporation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.10 Required Vote

Except as may be provided otherwise in these Bylaws or the Articles of Incorporation, the action of a majority of the Directors at a meeting at which a quorum is present is the action of the Board of Directors.

Article Five Officers

Section 5.01 Election, Tenure, and Compensation

The officers of the Corporation are the President, the Secretary, the Treasurer, and one or more Vice Presidents and one or more assistants to these officers as the Board of Directors may consider necessary.

The Corporation's members will nominate and elect the President, the Secretary, and one or more Vice Presidents at each annual meeting of the Board of Directors.

The offices of President, Secretary, and Vice President(s) shall be nominated by the nominating committee and elected by the members of the Corporation at each annual meeting of the Board of Directors, and the office of Treasurer shall be appointed by the President duly elected at each annual meeting of the Board of Directors. The nominating committee shall consist of at least three members appointed by the President at least two months prior to the date of the annual meeting of the Board of Directors. A majority of the members of the Corporation shall constitute a quorum. In the event of a tie, the vote of the individual that served as the President of the Corporation immediately prior the annual meeting of the Board of Directors shall be decisive. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each officer will serve until his or her successor has been elected or until his or her death, resignation or removal.

The President may be a Director and the other officers may, but need not be, Directors. The same person may hold any two or more of the offices except the offices of President and Secretary. But no officer may sign, acknowledge or verify any instrument in more than one capacity if the law or these Bylaws require the instrument be signed, acknowledged or verified by any two or more officers. The Board of Directors will fix the compensation or salary paid to all corporate officers by majority resolution.

If any office (other than an office required by law) is not be filled by the Board of Directors, or, once filled, later becomes vacant, the office and all references to the office in these Bylaws will be treated as inoperative until the office is filled as provided in these Bylaws.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors, except employees whose term is defined by written contract between the employee and the Board of Directors, in which case the removal is governed by the employment contract.

Section 5.02 Powers and Duties of the President

The President is the Corporation's principal executive officer and has general charge and control over all of the Corporation's business affairs and properties. The President shall preside at all meetings of the Board of Directors.

The President may execute all authorized bonds, contracts or other obligations in the name of the Corporation. The President shall also give notice of all meetings of the Board of Directors and all other notices required by law, the Articles of Incorporation, or these Bylaws. Unless otherwise specifically limited by the Articles of Incorporation and these Bylaws, the President has all powers and authority otherwise permitted the president of a Corporation under South Dakota law. The President is an *ex-officio* member of all the standing committees and will perform any other duties assigned from time to time by the Board of Directors.

If the office of Treasurer is vacant and no successor is designated, the President will also have the duties and powers of the Treasurer as provided in Section 5.05.

Section 5.03 Powers and Duties of the Vice President

The Board of Directors may elect one or more Vice Presidents.

Any Vice President (unless otherwise provided by majority resolution of the Board of Directors) may execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Unless otherwise specifically limited by the Articles of Incorporation and these Bylaws, each Vice President has all powers and authority otherwise permitted the Vice President of a Corporation under South Dakota law. Each Vice President will perform any other duties assigned from time to time by the Board of Directors or by the President.

In case of the absence or disability of the President, the Vice Presidents, in the order designated by the Board of Directors at the time of their election, will perform the President's duties and be subject to all restrictions and powers of the President.

Section 5.04 Powers and Duties of the Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors in books provided for that purpose and perform all other duties that may be assigned to him or her from time to time by the Directors or the President.

Unless otherwise specifically limited by the Articles of Incorporation or these Bylaws, the Secretary has all powers and authority otherwise permitted the secretary of a Corporation under South Dakota law.

Section 5.05 Powers and Duties of the Treasurer

The Treasurer shall:

have custody of all the funds and securities of the Corporation;

keep full and accurate account of receipts and disbursements in books belonging to the Corporation;

deposit all moneys and other valuables in the Corporation's name and credit in those depositories as the Board of Directors may designate from time to time;

disburse the funds of the Corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements;

furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the Corporation's financial condition; and

furnish to the Board of Directors and to the donors of the Corporation within 60 days from the date that the Corporation's 990-PF is filed a written report of the Corporation's activities, receipts and disbursements during the tax year for which the 990-PF was filed.

Unless otherwise specifically limited by the Articles of Incorporation and these Bylaws, the Treasurer has all powers and authority otherwise permitted the treasurer of a Corporation under South Dakota law.

Section 5.06 Agents

The Board of Directors may designate agents of the Corporation as it considers necessary or advisable to receive, deposit, and otherwise handle contributions to the Corporation.

Article Six Committees

Section 6.01 Committees of the Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. Each committee must consist of at least one Director and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual members by law.

Section 6.02 Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 6.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 6.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 6.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members constitutes a quorum to transact business at all committee meetings.

Section 6.06 Rules

Each committee may adopt rules for its own governance consistent with the Articles of Incorporation and these Bylaws.

**Article Seven
Liability and Indemnification**

Section 7.01 Director and Officer Liability

No Director or officer of the Corporation will be personally liable for the payment of the Corporation's debts and liabilities except as any Director or officer may be liable by reason of his or her own conduct or acts. However, relief from liability for the Corporation's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Section 7.02 Exculpation of Protected Persons

For the purposes of this Article Seven, a "Protected Person" means a member of the Board of Directors; a Director's officer; a controlling affiliate; an employee of the Corporation; an agent of the Corporation, a Director, an officer, or an employee; or the legal representative of the Corporation, a Director, or an employee. No Protected Person is liable to the Corporation or any other Protected Person for any loss, damage, or claim incurred because of any action taken or not taken by the Protected Person in good-faith reliance on the provisions of this agreement. This exculpation is only effective if the action or omission is not an Unprotected Act.

Section 7.03 Unprotected Acts

For the purposes of this Article Seven, "Unprotected Act" means any act, omission, or forbearance by a Protected Person that:

- with respect to any criminal proceeding, the Protected Person would have reasonable cause to believe was unlawful;
- constitutes fraud or willful misconduct; or
- constitutes a breach of the Protected Person's duties under this Agreement, under any other agreement between the Protected Person and the Corporation, or under any State or Federal law.

Section 7.04 Good-Faith Reliance

A Protected Person is fully protected if the Protected Person relies in good faith on the Corporation's records or on information, opinions, reports, or statements of the following persons or groups:

- one or more employees of the Corporation;
- any attorney, independent accountant, appraiser, or other expert or professional employed or engaged by or on behalf of the Corporation; or
- any other person selected in good faith by or on behalf of the Corporation, in each case as to matters that the relying person reasonably believes to be within the other person's area of professional expertise.

The information, opinions, reports, or statements referred to above include financial statements, information, opinions, reports, or statements as to the value or amount of the Corporation's assets, liabilities, and receipts. Any act, omission, or forbearance by a Protected Person on the advice of the Corporation's counsel must be conclusively presumed to have been in good faith.

Section 7.05 Indemnification

The Corporation shall indemnify, hold harmless, defend, pay, and reimburse any Protected Person against all losses, claims, damages, judgments, fines, or liabilities, including reasonable legal fees or other expenses incurred in their investigation or defense, that arise in connection with any actual or alleged act, omission, or forbearance performed or omitted on behalf of the Corporation or any Director in connection with the Corporation's business. If the act or omission is not an Unprotected Act, the Corporation shall also reimburse any amounts expended in settling any claims (collectively, *Indemnity Losses*) to which the Protected Person may become subject because:

- of any act or omission or alleged act or omission on behalf of the Corporation, or any Director;
- the Protected Person is or was acting in connection with the Corporation's business as member of the Board of Directors; or
- the Protected Person is or was serving at the Corporation's request as an employee, or as an agent of any person or the Corporation.

A Protected Person's conduct will be determined under a final, nonappealable order of a court of competent jurisdiction. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the Protected Person did not act in good faith or, with respect to any criminal proceeding, had reasonable cause to believe that the conduct was unlawful or constituted fraud or willful misconduct.

The indemnity provided by this Article extends to the full extent permitted by law.

Section 7.06 Reimbursement

The Corporation shall promptly reimburse and may provide advancements to each Protected Person for reasonable legal or other expenses incurred in connection with investigating, preparing

to defend, or defending any claim, lawsuit, or other proceeding relating to any Indemnity Losses for which such Protected Person may be indemnified under Section 7.05. If it is finally judicially determined that the Protected Person is not entitled to indemnification, the Protected Person shall promptly reimburse the Corporation for any reimbursed or advanced expenses.

Section 7.07 Entitlement to Indemnity

The indemnification provided by this Article Seven does not exclude any other indemnification rights under any separate agreement or otherwise. This Article Seven will continue to protect each Protected Person regardless of whether the Protected Person remains in the position or capacity under which the Protected Person became entitled to indemnification, and will inure to the benefit of the Protected Person's executors, administrators, legatees, and distributees.

Section 7.08 Insurance

To the extent available on commercially reasonable terms, the Corporation may purchase, at the Corporation's expense, insurance to cover Indemnity Losses covered by these indemnification provisions and to cover Indemnity Losses for any Protected Person's breach or alleged breach of the Protected Person's duties. The Corporation will determine the coverage amounts and the deductibles. A decision not to purchase insurance will not affect a Protected Person's right to indemnification (including the right to be reimbursed, advanced expenses, or indemnified for Indemnity Losses under any other provisions of this agreement) under this agreement. A Protected Person that recovers any amount for any Indemnity Losses from any insurance coverage shall reimburse the Corporation for any amount previously received from the Corporation for those Indemnity Losses.

Section 7.09 Indemnification Obligation Funding

Despite anything in this agreement to the contrary, any indemnity by the Corporation relating to this Article Seven will be provided out of and to the extent of the Corporation's assets.

Section 7.10 Savings Clause

Article Seven survives the Corporation's dissolution, liquidation, winding up, and termination. If Article Seven or any portion of it is invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify and hold harmless each Protected Person under any applicable portion of this Article that was not invalidated and to the full extent permitted by law. To the extent possible, Article Seven supersedes any South Dakota law to the contrary.

Section 7.11 Amendment

Article Seven is a contract between the Corporation and, collectively, each Protected Person who serves in that capacity at any time while Article Seven is in effect. The Corporation and each Protected Person intend to be legally bound under this contract. No amendment, modification, or repeal of Article Seven that adversely affects a Protected Person's indemnification rights for Indemnity Losses incurred or relating to a state of facts existing before the amendment, modification, or repeal will apply without the Protected Person's prior written consent.

Article Eight Corporate Seal

The Corporation will not have a seal. If a seal is required for any corporate transactions, the words *Corporate Seal* followed by the signature of one or more officers on behalf of the Corporation shall constitute a proper affixing of the seal.

Article Nine Financial Matters

Section 9.01 Delegation by the Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or to sign and deliver any instruments in the name of the Corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 9.02 Authority over Certain Funds

If at any time the Corporation is a beneficiary of a charitable lead trust, a charitable remainder trust, or other similar trust (*Charitable Trust*), and the Charitable Trust was established by a Director, an officer, or a substantial contributor to the Corporation, the Director, officer, or substantial contributor who established the Charitable Trust is prohibited from acting on matters concerning funds coming to Corporation from the Charitable Trust.

The Director who establishes a Charitable Trust for the benefit of the Corporation may not be counted when establishing a quorum to vote on matters relating to those funds. The Director is prohibited from voting on any matters relating to the funds received or anticipated to be received from the Charitable Trust, including voting on any disbursements or grants of the funds.

Any funds received from a Charitable Trust must be segregated into a separate account in the Corporation's books as provided in Section 9.07.

For all purposes concerning any funds received from a Charitable Trust described above, the term *substantial contributor* has the same meaning as provided in Internal Revenue Code Section 507(d)(2)(A).

Section 9.03 Deposits

All Corporation funds will be deposited to the credit of the Corporation at those banks, trust companies or other depositories selected by the Board of Directors. But the Board of Directors may authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the Corporation will be deposited.

Section 9.04 Checks and Drafts

All checks, drafts and other orders for payments of money, notes, or other evidences of indebtedness by the Corporation must be signed by those officers, agents or employees selected

by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors.

Section 9.05 Loans

The Corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The Corporation will not make any loans to its Directors or officers.

Section 9.06 Investments

The Corporation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, to produce income and capital gains, and to achieve long-term growth of the Corporation's assets.

Section 9.07 Separate Account

The Corporation must segregate any funds received from a Charitable Trust into a separate account in the Corporation's books. The Corporation shall administer the separate account in such a manner as to allow tracing of the funds into and out of that account. The separate account must be administered and distributed by a separate fund committee, and the Director, the officer, or the substantial contributor who established the Charitable Trust from which the Corporation received the funds may not possess any power over this account or this separate fund committee.

Section 9.08 Expenses

The Board of Directors will pay all expenses of the Corporation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the Corporation.

Article Ten Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Eleven

Miscellaneous Provisions

Section 11.01 Fiscal Year

The fiscal year of the Corporation shall end on the first day of July.

Section 11.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word *or* when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 11.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within these Bylaws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of these Bylaws.

Section 11.04 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and must be personally delivered with proof of delivery, mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice, or emailed to each individual entitled to notice to their last known email addresses. Notice is effective on the date personally delivered, on the date of the return receipt, or on the date an email is received. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice is effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice must be given to the parent or legal representative of the minor or incapacitated individual.

Section 11.05 Waiver of Notices

Whenever any notice is required to be given under federal law, state law, the Articles of Incorporation, or these Bylaws, a written waiver of the notice signed by the person or persons entitled to the notice before or after the time stated in the notice, will be treated as the equivalent to receipt of the required notice.

Section 11.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of South Dakota are to the laws of the State of South Dakota as now in force or later amended.

Article Twelve Amendments

The Board of Directors may by a two-thirds (2/3) vote, amend, alter, or repeal the Bylaws or any specific provision of the Bylaws, and may from time to time make additional Bylaws.

Signed: Dated this ____ day of _____, 2024.

DIRECTORS:

Print Name: _____

Print Name: _____

Print Name: _____

Print Name: _____