

**BY-LAWS  
OF  
ROCKPILE MUSEUM ASSOCIATION  
GILLETTE, WYOMING**

**A non-profit organization dedicated to preserving the history and culture of Northeast Wyoming.**

**ADOPTED JULY 21, 2015**

**AMENDED July 19, 2016, August 21, 2018, July 18, 2019, July 16, 2020, September 24, 2024, March 31, 2026**

The following Rules and Regulations adopted by the Rockpile Museum Association, hereinafter, Association, shall be and constitute the By-Laws of said non-profit corporation.

**ARTICLE I:  
NAME AND PURPOSE**

**Section 1.1 Name.** The name of this corporation is ROCKPILE MUSEUM ASSOCIATION (the "Association").

**Section 1.2 Purpose.** The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, specifically to support the Rockpile Museum by providing financial assistance, educational programs, and community engagement activities to preserve and promote local history.

**Section 1.3 Tax-Exempt Status.** The Association is organized and shall be operated as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II:  
ORGANIZATION**

**Section 2.1** The Association has chosen a name for itself, Rockpile Museum Association, and has adopted its own Constitution and By-laws.

**Section 2.2** The Association has complete self-determination in the election of its officers, business, and projects, as long as it does not violate the policies of the Campbell County Rockpile Museum as a whole.

**Section 2.3** It shall be the function of the Association to monitor the issuing of all memberships and record deposits of collected dues, visitor donations, bequests, without limitation as to amounts or values; and to convey such property and to invest and reinvest any principal or interest; and to direct, manage, and expand the income and principal of the Association and administer any special funds for various purposes as agreed upon by the Executive Board, and for purposes and uses herein set forth; to buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be deemed necessary for the conduct and operation of the business of this Association or incidental thereto.

**Section 2.4** The Association shall have full custody of, and determined disposition of, all financial and historical material in the possession of the Association.

**Section 2.5** Membership shall be open to any person, persons, societies, or institutions upon payment of specified dues and who subscribes to the purposes and abides by the rules of the Rockpile Museum Association. Dues-paying Association Members are encouraged to be active in Association meetings and events. The Association Executive Board determines whether donors can become Lifetime Association Members with all the membership privileges and benefits.

### **ARTICLE III: OFFICES**

**Section 3.1** The Association may have such offices, either within or without the State of Wyoming, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

**Section 3.2** The Association shall have and continuously maintain in the State of Wyoming a registered office, and a registered agent, as required by the Wyoming Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**Section 3.3** The Executive Board may specify a permanent Association mailing address. The permanent mailing address shall be one convenient to the Executive Board, and to any members of the Association who shall have occasion to contact this Association on any matter of historical interest or routine Association business.

### **ARTICLE IV: MEMBERS**

**Section 4.1 Classes of Membership.** The Association may establish different classes of membership with varying rights, privileges, and dues as determined by the Board of Directors.

**Section 4.2 Membership Rights.** Members in good standing shall have the right to vote for the election of Directors at the annual meeting and on such other matters as may be presented to the membership.

**Section 4.3 Qualifications and Privileges of Members.** If and when the Board of Directors so determines, the Association shall have nonvoting members. New members may join the Association at any time by paying such membership fees and other assessments as directed by a majority vote of the Board of Directors. Members shall have privileges as directed by a majority vote of the Board of Directors.

**Section 4.4 Dues.** The Board of Directors may establish such membership fees and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate. The Board shall notify all members at least 30 days in advance of any changes to membership fees.

**Section 4.5 Suspension and Termination of Membership.** A member who fails to pay any dues or other assessment within thirty (30) days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Board of Directors, by the vote of a majority of all members of the Board may suspend or expel any member for cause. Any member who is suspended by a vote of the Board of Directors shall remain

so until reinstated by the vote of a majority of all members of the Board of Directors entitled to vote thereon. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership.

**Section 4.6 Transfer of Membership.** Membership in the Association is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the Association.

**Section 4.7 Meetings of Members.** Meetings of the members may be held at such time and place, either within or outside the State of Wyoming, as determined by the Board of Directors, for the transaction of such business as may come before the meeting. Failure to hold meetings shall not work a forfeiture or dissolution of the Association or invalidate any action taken by the Board of Directors or officers of the Association.

**Section 4.8 Annual Meeting.** The annual meeting of members shall be held in September of each year at a time and place determined by the Board of Directors. Notice of the annual meeting shall be provided to all members at least thirty (30) days prior to the meeting date.

**Section 4.9 Special Meetings.** Special meetings of members may be called by the President, by a majority of the Board of Directors, or by written petition of at least twenty percent (20%) of the members in good standing.

**Section 4.10 Place of Meeting.** Each meeting of the members shall be held at such place, either within or outside the State of Wyoming, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the registered office of the Association in Wyoming.

**Section 4.11 Notice of Meeting.** Except as otherwise prescribed by statute, advance written notice of each meeting of the members stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be provided either personally, by publication in a newsletter, or other written material (which in all cases specified in these bylaws shall include email), or by first class mail, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meetings.

**Section 4.12 Conduct of Meetings.** The Rockpile Museum Association shall be governed by parliamentary procedure in accordance with such parliamentary authority as the Board may adopt from time to time.

**Section 4.13 Committees.** The Board of Directors at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of any such committee shall elect a chair who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

**Section 4.14 Quorum and Voting.** A quorum for any membership meeting shall consist of ten percent (10%) of the members in good standing. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1 General Powers.** The property, business and affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Wyoming.

**Section 5.2 Number and Composition.** The Board of Directors shall consist of nine (9) members:

- President
- Vice-President
- Secretary
- Treasurer
- Museum Director (appointed by the Museum as an ex-officio voting member)
- Four (4) At-Large Members

**Section 5.3 Election and Terms.**

- Directors (excluding the Museum Director) shall be elected by the membership at the annual meeting to serve three-year terms.
- Terms shall be staggered so that approximately one-third of the Board is elected each year.
- The Museum Director serves at the pleasure of the Museum and may be replaced at any time by the Museum.
- Directors may serve consecutive terms without limitation.

**Section 5.4 Qualifications.** Directors must be at least eighteen (18) years of age. No more than one member of the same family (including step-relations) may serve on the Board simultaneously.

**Section 5.5 Vacancies.** Vacancies on the Board may be filled by majority vote of the remaining Directors for the unexpired term, except for the Museum Director position which shall be filled by Museum appointment.

**Section 5.6 Removal.** Directors may be removed with or without cause by a two-thirds vote of the Board of Directors or by majority vote of the membership at any meeting called for that purpose.

**Section 5.7 Resignation.** Any Director may resign by giving written notice to the President or Secretary.

**Section 5.8 Compensation.** No officers, elective or appointive, of the Association, will receive any compensation or be exempt from any dues for their services, including attendance at Board of Directors' meetings, as the Board of Directors may determine from time to time. Notwithstanding, directors shall be reimbursed by the Association for any monies advanced for the Association, including expenses reasonably incurred to attend meetings of the Board of Directors.

**Section 5.9 Limitation of Authority.** No committee, except the Executive Committee, created under this Article, member thereof or President thereof shall have or exercise the authority, or any part thereof, of the Board of Directors in the management of the Association.

No committee, individual member of the board, or member of the staff shall make a statement or take a public position in the name of the Association without prior discussion and written consent from the Executive Committee. When speaking or taking a public position on their own behalf or on the behalf of organizations other than the Association, members shall avoid giving the impression that they are representing the Association.

**Section 5.10 Advisory Board.** The Board of Directors may elect advisory members of the Board of Directors for indefinite terms with no privileges as directors and without vote or compensation. Such members shall periodically meet with and lend their expertise and resources to the Board of Directors in order to further the purposes of the Association. The Board of Directors shall review the advisory board membership bi-annually and disassociate those members who have ceased to be active.

**Section 5.11 Ex-Officio Members.** The Board of Directors may elect ex-officio members of the Board of Directors. Ex-officio members are non-voting members with no privileges as directors or compensation. Such members shall be eligible to attend full board meetings, but do not serve on standing committees.

The chair or designee of the Wyoming State Parks and Cultural Resources Commission or successor organization may serve as a standing ex-officio representative to the Board of Directors.

Other ex-officio members may be chosen by a majority vote of the voting members of the Board. The process for becoming an ex-officio member shall be by written request/application by applicant submitted to the Board Chair or designee.

Terms shall be for two (2) years from the date of the Board vote to approve ex-officio membership, excluding standing ex-officio members.

**Section 5.12 Chapters.** The Board of Directors may organize regional chapters of the Association to operate under the supervision of the Board of Directors to carry out one or more of the intended purposes of the Association.

## **ARTICLE VI: MEETINGS OF DIRECTORS**

**Section 6.1 Regular Meetings.** The Board of Directors shall meet monthly at such time and place as determined by the Board. The Board shall endeavor to provide at least thirty (30) days notice of meetings when practicable.

**Section 6.2 Special Meetings.** Special meetings may be called by the President or by any three (3) Directors upon at least forty-eight (48) hours notice.

**Section 6.3 Quorum and Voting.** A majority of the Directors then in office shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 6.4 Remote Participation.** Directors may participate in meetings by telephone, video conference, or other electronic means that allow all participants to communicate simultaneously. A Director participating remotely at a meeting shall be considered as present for all purposes, including quorum.

**Section 6.5 Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if written consent is given by all Directors. Any action taken without a meeting, and by written consent, must be ratified at the next meeting of the board.

## **ARTICLE VII: COMMITTEES**

**Section 7.1 Standing Committees.** The Board may establish standing committees including Executive, Finance, Governance, Development, and Membership committees, as necessary. All standing committees shall be chaired by a Board Member. All members of the Executive Committee must be Board Members. All other standing committees can be comprised of both board and community members.

**Section 7.2 Executive Committee.** The Executive Committee shall be composed of the President of the Board and at least one (1) additional member of the Board of Directors selected by the Board of Directors. The Executive Committee shall have general supervision of the affairs of the Association between the full Board of Directors meetings and perform such other duties as specified in these Bylaws or by the Board of Directors. The Executive Committee is subject to the orders of the Board of Directors, and none of its acts shall conflict with action taken by the Board of Directors. Regular minutes shall be taken of meetings of the Executive Committee, by a person designated by the Executive Committee. The minutes shall be furnished to the Board of Directors. A simple majority of the Executive Committee constitutes a quorum. The Secretary or his/her designee shall keep regular minutes of the meetings and report the same to the Board of Directors. The Executive Committee may be supported in its work by additional employees or members of the Board of Directors of the Association.

**Section 7.3 Additional Committees.** Additional committees may be established at any time as deemed necessary by a majority vote of the Board of Directors in order to carry out the objectives and purposes of the Association. Chairs and members of such committees shall be appointed by the Board of Directors. Additional committees shall have at least one (1) Board member and may include community members. Such committees shall exist for the period required to accomplish their respective objectives, but in no case for longer than specified by the Board of Directors when such committees are created unless extended by the Board of Directors.

**Section 7.4 Committee Authority.** Committees may make recommendations to the Board but may not take binding action except as specifically authorized by Board resolution.

**Section 7.5 Resignation and Removal.** Any member or the chair of any committee may resign at any time by giving notice to the chair of the committee or the Board of Directors. Such resignation need not be accepted to be effective. Any member or chair of any committee may be removed for cause, by a majority vote of the Executive Committee.

## **ARTICLE VIII: OFFICERS**

**Section 8.1 Number.** The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

**Section 8.2 Appointment and Term of Office.** The officers of the Association to be appointed by the Board of Directors shall be appointed at the annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or appointed and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 8.3 Removal.** Any officer or agent may be removed, either for or without cause, by the Board of Directors. Any and all officers serve at the will of the Board, committee or officer who appointed such officer unless such officer serves pursuant to a mutually executed written contract that provides otherwise. Removal of an officer shall be without prejudice to the contract rights, if any, of the officer removed.

**Section 8.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 8.5 President.** The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general and active supervision of the affairs, business, officers, and employees of the Association. The President shall preside at all meetings of the Board of Directors and membership. The President may sign, execute, and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other

instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Association. The President shall, from time to time, in his or her discretion or at the order of the Board, submit to the Board reports of the operations and affairs of the Association. The President shall also perform such other duties and have such other powers as may be assigned to him or her from time to time by the Board of Directors.

**Section 8.6 Vice President.** The Vice President shall act in the absence or incapacity of the President and perform such other duties as the President or Board of Directors shall assign. In the event of death, resignation, or removal of the President, the Vice President shall serve as President for the balance of the term.

**Section 8.7 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in an accessible format approved for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the Corporation and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 8.8 Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. All checks and withdrawals shall require signatures of any two of the following: President, Vice President, Secretary, or Treasurer. The Treasurer shall present financial reports at Board meetings.

**Section 8.9 Members-At-Large.** The Members-At-Large shall serve as voting members of the Executive Board acting as a representative of the general membership. Each Member-At-Large board member shall attend board meetings and may serve on committees as needed.

## **ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.**

**Section 9.1 Authority to Indemnify Directors; Third Party Actions.** To the fullest extent permitted under Section 16-6a-901 et seq. of the Wyoming Code Annotated (1953), the Association shall provide indemnification to directors, officers and others pursuant to this Article IX. The Association shall indemnify any director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact he or she is or was an authorized representative of the Association (which, for the purposes of this Article shall mean a director, officer, employee or

agent of the Association, or a person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 9.2 Authority to Indemnify Directors; Derivative Actions.** The Association shall indemnify any director of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Association, against expenses (including attorneys' fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in manner reasonably believed to be in, or not opposed to, the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that the he or she derived an improper personal benefit.

**Section 9.3 Employees and Agents.** To the extent that an authorized representative of the Association who neither was nor is a director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Association against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Directors, be indemnified by the Association in any other circumstances to any extent if the Association would be required by Sections 1 and 2 of this Article to indemnify such person in such circumstances to such extent if he or she were or had been a director or officer of the Association.

**Section 9.4 Procedure for Effecting Indemnification.** Indemnification under Sections 1, 2, or 3 of this Article shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or any other manner allowed under the laws of the State of Wyoming.

If a claim under this Article is not paid in full by the Association within ninety (90) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, nor an actual determination by the Association (including its Board of Directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

**Section 9.5 Advancing Expenses.** Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of:

- A. An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as required in this Article or authorized by law;
- B. The person furnishes to the Association a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1 and 2 of this Article, and;
- C. A determination is made that the facts then known to those making the determination under Section 4 of this Article would not preclude indemnification as provided by this Article.

**Section 9.6 Scope of Article.** Each person who shall act as an authorized representative of the Association, shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE X: INSURANCE**

**Section 10.1 Insurance Against Liability Asserted Against Directors, Officers, Etc.** The Association, whenever so authorized by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a director, officer, employee or agent of the Association, or a person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Association would be authorized or required to indemnify him or her by law or Article IX of these Bylaws.

## **ARTICLE XI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 11.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 11.2 Checks, Drafts, Etc.** All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the President.

**Section 11.3 Deposits.** Funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate.

**Section 11.4 Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

**ARTICLE XII:  
BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of accounts, including financial records, and shall keep minutes of the proceedings of the Board of Directors. Such records shall be maintained in a current and accessible condition and be available during reasonable business hours for inspection by any member of the Association. The Secretary shall serve as custodian of the Association's records and historical materials.

**ARTICLE XIII:  
FISCAL YEAR**

The fiscal year of the Association shall be the twelve (12) month period ending on the last day of June.

**ARTICLE XIV:  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Wyoming Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV:  
DISSOLUTION**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or 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.

**ARTICLE XVI:  
AMENDMENTS TO BYLAWS**

These bylaws may be amended by a two-thirds vote of the Board of Directors, provided that notice of the proposed amendment is given at least ten (10) days prior to the meeting at which the vote is taken.

**ADOPTION**

These Amended Bylaws were adopted by the Board of Directors on \_\_\_\_\_, 2025.

**Secretary:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**President:** \_\_\_\_\_ **Date:** \_\_\_\_\_