

INTERNATIONAL LEGAL TECHNOLOGY ASSOCIATION

**AMENDED AND RESTATED BYLAWS
ADOPTED OCTOBER 24, 2022**

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ARTICLE I NAME

- 1.1 The name of the corporation shall be the International Legal Technology Association, (“**ILTA**” and, in these Bylaws, the “**Corporation**”), a Texas non-profit corporation.

ARTICLE II PURPOSE

- 2.1 The purpose of the Corporation is as provided in the Corporation’s certificate of formation (the “**Certificate of Formation**”), filed with the Texas Secretary of State (the “**Secretary**”).
- 2.2 The Corporation shall not carry on any activities that organizations exempt from federal income tax under the Internal Revenue Code of 1986, Section 501(c)(6) (or corresponding provision of any future United States internal revenue law) are not permitted to perform.

ARTICLE III OFFICES AND REGISTERED AGENT

- 3.1 **Offices.** The Corporation’s principal office shall be established from time to time by the Board of Directors (as defined in these Bylaws). The Corporation may have other offices as either the Board of Directors may determine, or the Corporation’s affairs may require from time to time.
- 3.2 **Registered Agent and Registered Office.** The registered agent (the “**Registered Agent**”) and registered office (the “**Registered Office**”) of the Corporation shall be as set forth in the Corporation’s Certificate of Formation. Both the Registered Agent and the Registered Office may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary, in accordance with the Texas Business Organizations Code, as amended (the “**TBOC**”).

ARTICLE IV MEMBERS AND PARTICIPANTS

- 4.1 **Membership and Participation.** The Corporation encourages organizations and individuals working in or with the legal industry to become involved with the Corporation as Members or Participants, as defined below.
- 4.2 **Types of Membership and Participation**
- 4.2.1 **Members.** Any private law firm, accredited law school, court, bar association, corporate legal department, or governmental legal department interested in technology is eligible to be a Member (each, a “**Member**” and collectively, the “**Members**”). Any other business that markets to the legal profession is not eligible to be a Member.
- 4.2.1.1. **Privileges.** Each Member has voting and other rights as defined by these Bylaws.
- (i) **Designated Voters.** Each Member must designate and send proper notice to the Corporation of one (1) individual from the Member’s organization (such individual, a “**Designated Voter**”) to exercise the Member’s voting rights at all meetings of the Corporation, ballots, election of Directors (as defined in these Bylaws), and for other

purposes as may be determined by the Board of Directors. A Member must be in good standing at the time of the vote to exercise this privilege. A Member may change its Designated Voter at any time by sending written notice to the Corporation.

- 4.2.2 **Associate Participants.** Any former employee of an ILTA Member or a current sponsor of ILTA (“**Business Partner**”) who is actively seeking employment in the legal vertical, or any retired employee of an ILTA Member or Business Partner may become an associate participant (“**Associate Participant**”).

4.2.2.1. **Privileges.** An Associate Participant is entitled to participate in all activities sponsored by the Corporation that a Member may participate in; *however*, an Associate Participant has no voting rights.

- 4.2.3 **Industry Participants.** An individual working in or closely with the legal industry, who does not qualify for membership, may become an industry participant (an “**Industry Participant**” and collectively with an Associate Participant, a “**Participant**”). To qualify as an Industry Participant, the individual must be a vendor, consultant, legal service provider, law school student, or an individual whose employing entity would qualify as a Member, but is not a Member. Any individual employed by a Member may not become an Industry Participant. An Industry Participant may not engage in sales activity during participation in ILTA programs, events, or forums.

4.2.3.1. **Privileges.** An Industry Participant may participate only in discussion forums that are public or specialized for its industry segment and in designated live events and may not engage in any sales activity during this participation. An Industry Participant may not participate in meetings of the Corporation and has no voting rights.

- 4.3 **Admission.** To apply for membership or participation, an individual or entity (an “**Applicant**”) must complete the Corporation’s application form and submit it to the Corporation. Upon the Corporation’s acceptance of the Applicant’s application form and the Applicant’s payment of all applicable dues, the Applicant shall be notified that it is in good standing as a Member, Associate Participant, or Industry Participant.
- 4.4 **Dues, Assessments and Fees.** Each Member or Participant shall pay dues, assessments, and fees that the Board of Directors determines, from time to time. For a Member or Participant to be in good standing, dues must be paid by February 1 of each year. If dues are not paid by April 1 of each year, the Corporation may choose to terminate or limit the membership or participation of the Member or Participant.
- 4.5 **Non-Liability.** Members and Participants shall not be liable for the Corporation’s debts, liabilities, or obligations.

- 4.6 **Transfer of Membership or Participation.** A Member or Participant shall not transfer their memberships or participation statuses or rights to any other individual or entity. If a Member merges, consolidates, or affiliates with an entity that is not a Member, such that the Member is no longer the surviving entity, the acquiring entity does not thereby automatically assume the acquired Member's membership status, but rather must apply for membership through the standard application process.
- 4.7 **Termination of Membership.** A Member or Participant may terminate its membership or participation at any time by sending written notice to the Corporation. Termination does not relieve the Member or Participant from any obligations incurred for dues, assessments, fees, services, or benefits rendered that such Member or Participant has become obligated for, and the Corporation may enforce any such obligation and obtain damages for breach.
- 4.8 **Expulsion.** The Board of Directors may expel any Member or Participant, or ban the participation of an individual employed by a Member, for failure to meet eligibility requirements or other causes outlined in these Bylaws or the policies and procedures approved by the Board of Directors.
- 4.8.1 **Notice of Expulsion.** An entity or individual to be expelled or banned must be given notice at least thirty (30) days before the expulsion's or ban's proposed effective date. The written notice shall include (a) the reason for the expulsion or ban, (b) the proposed effective date of the expulsion or ban, and (c) procedures that the entity or individual may follow to contest the proposed expulsion or ban, including that such contest must take the form of (A) a written objection sent to the Board of Directors no fewer than five (5) days before the proposed expulsion's or ban's effective date, or (B) a hearing before the Board of Directors that occurs no fewer than five (5) days before the proposed expulsion's or ban's effective date.
- 4.8.2 **Decision.** After reviewing or hearing any objection to the proposed expulsion or ban, the Board of Directors shall decide whether to expel, ban, suspend, or sanction the party in question. Expelled or banned parties are not entitled to any refund of dues, assessments, or fees paid or any other assets of the Corporation.

ARTICLE V MEETINGS OF THE CORPORATION

- 5.1 **Annual Meeting.** The Board of Directors shall determine the location and time of the Corporation's annual meeting, which shall be held during the annual conference expected by the Board of Directors to have the highest number of Members attending.
- 5.2 **Special Meetings.** The Board of Directors, President, Chief Executive Officer, or ten percent (10%) of the Members may call for a special meeting of the Corporation to address specified topics. The business conducted at the special meeting shall be limited to only the topic(s) for which the special meeting was called.

- 5.3 **Record Date.** To determine the Members entitled to notice of or to vote at any meeting of the Corporation or any adjournment thereof, the Board of Directors may fix a date, not more than sixty (60) days or less than ten (10) days before the meeting, as the record date for such determination. Whenever action by the Members is proposed to be taken by unanimous written consent without a meeting, the Board of Directors may fix a record date for the purpose of determining Members entitled to consent to that action, which record date shall not precede, and shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.
- 5.4 **Voting.** All Designated Voters from Members in good standing are granted the right to vote at meetings of the Corporation. Members may vote (i) to elect the Directors in accordance with these Bylaws, (ii) to approve any “fundamental action” as described in §22.164 of the TBOC, and (iii) to approve any other matters delegated by resolution of the Board of Directors. Each Designated Voter represents one (1) vote. A majority of votes cast at a meeting where a quorum (as defined in these Bylaws) is present carries an action, unless a greater percentage is otherwise required by these Bylaws or by applicable law. Designated Voters may vote on any matter via mail, electronic transmission, or by a combination of those methods.
- 5.5 **Quorum.** The presence of ten percent (10%) of eligible Members, in good standing, at a meeting shall constitute a quorum for any matter requiring a vote of the Members.
- 5.6 **Proxy.** Each Member may name an agent to vote on its behalf or submit its enumerated votes in writing if notice has been given in matters that require action. The proxy must be signed by the Member and delivered to the Secretary no fewer than five (5) days prior to a duly called meeting of the Corporation. A Member may revoke its proxy at any time in writing or by attending the meeting the proxy was granted for. Unless otherwise provided by the proxy, a proxy expires eleven (11) months after the date of the proxy’s execution.
- 5.7 **Notice of a Meeting of the Corporation.** Written notice of a meeting of the Corporation shall be sent to the Designated Voter of each Member no fewer than ten (10) days and no more than sixty (60) days prior to any meeting of the Corporation. A notice shall include the location, time, purpose for which the meeting was called, and any matters that will require action that are known at the time of such notice. The Board of Directors shall determine a process for sending notices, which may include by mail, facsimile transmission, electronic message, or any combination of these methods.

ARTICLE VI OFFICERS

- 6.1 **Officers.** The Officers of the Corporation shall be the President, Executive Vice President, Secretary, Treasurer, and Chief Executive Officer (collectively, the “**Officers**”, and each, an “**Officer**”). Each of the President, Executive Vice President, Secretary, and Treasurer shall be Directors of the Corporation. No person shall hold more than one Officer position.

6.2 Duties.

- 6.2.1 **President.** The President shall preside at all meetings of the Board of Directors and the meetings of the Corporation, perform all duties customary to the office of President, and supervise and control the Corporation's affairs, working collaboratively with the Chief Executive Officer according to the policies and directives of the Board of Directors. The President shall lead discussions of the Board of Directors and encourage the Board of Directors toward consensus.
- 6.2.2 **Executive Vice President.** The Executive Vice President shall perform all duties of the President in the President's absence or inability to act, having the same powers, responsibilities, and restrictions. The Executive Vice President shall perform all other duties as the President or Board of Directors prescribes.
- 6.2.3 **Secretary.** The Secretary shall keep or cause to be kept an accurate record of the proceedings at meetings of the Board of Directors and the meetings of the Corporation. The Secretary shall communicate or cause to be communicated all notices as required by these Bylaws or applicable law and perform all other duties customary to the office of Secretary, subject to the supervision of the Board of Directors, and as the President or Board of Directors prescribes.
- 6.2.4 **Treasurer.** The Treasurer shall review detailed financial statements and work with the Chief Executive Officer to ensure that the Board of Directors has the necessary and accurate financial data to properly inform its decision making. At the request of the Board of Directors, the Treasurer shall prepare or cause to be prepared a statement of accounts and, at all reasonable times, shall exhibit the books and accounts to any Officer or Director of the Corporation. The Treasurer shall perform all other duties customary to the office of Treasurer, subject to the supervision of the Board of Directors, and as the President or Board of Directors prescribes.
- 6.2.5 **Election and Term of Office.** The election and term of office of any Director who serves as an Officer shall be as set forth in these Bylaws.
- 6.2.6 **Resignation or Removal.** Upon the resignation or removal of any Director who serves also as an Officer, such individual shall be deemed to have resigned or been removed as an Officer of the Corporation.
- 6.2.7 **Chief Executive Officer.** The Board of Directors shall employ a salaried Chief Executive Officer of the Corporation to actively manage the Corporation's programs and affairs and ensure that all Board of Directors resolutions and orders are carried out. The Chief Executive Officer shall perform other duties and shall have such other authority and powers as the Board of Directors may prescribe.
- 6.2.7.1. **Appointment of the Chief Executive Officer.** The Chief Executive Officer shall be appointed by a vote of the majority of the members of the Board of Directors.
- 6.2.7.2. **Ex Officio Position.** The Chief Executive Officer shall be an *ex officio*, non-voting member of the Board of Directors.

- 6.2.7.3. **Resignation or Removal.** The Chief Executive Officer may resign by giving written notice to the Board of Directors. Such resignation is effective on the date specified in the written notice or immediately if no date is specified. The Board of Directors may remove the Chief Executive Officer for any reason upon a majority vote of the members of the Board of Directors, subject to any contractual rights of the Chief Executive Officer, if any.

ARTICLE VII BOARD OF DIRECTORS

- 7.1 **Authority.** The board of directors of the Corporation (the “**Board of Directors**,” and each member, a “**Director**”) shall be the Corporation’s primary policy and decision-making body and oversee the Corporation’s governance, financial affairs, and operations.
- 7.2 **Number and Qualifications.** The authorized number of Directors shall be seven (7). Directors need not be residents of the state of incorporation. Each Director must be a partner, shareholder, member, or employee of a Member in good standing before the ballot is finalized pursuant to 7.6.4.
- 7.3 **Composition of the Board.** The Directors shall comprise of the following: the President, Executive Vice President, Secretary, Treasurer, and three (3) at-large Directors. In addition, the Corporation’s Chief Executive Officer shall be an *ex officio*, non-voting member of the Board of Directors.
- 7.4 **Terms.** If duly elected, Directors may serve for up to three (3) consecutive two-year terms. Hereafter, there must be an interval of at least two (2) years between such consecutive terms before another term (or up to three consecutive terms) may begin. Each Director, including a Director appointed to fill a vacancy or elected at a special meeting of the Corporation, shall hold office until expiration of the term for which he or she was elected or until the expiration of the term of the Director for whose vacancy an appointment was made and until a successor has been elected and qualified.
- 7.5 **Compensation.** Directors shall not be compensated for serving on the Board of Directors but shall be reimbursed for their reasonable expenses by the Corporation.
- 7.6 **Nominations and Elections.**
- 7.6.1 **Overview.** In odd numbered years the Talent Council will solicit applications, evaluate candidates, and nominate candidates for election to the Board of Directors.
- 7.6.2 **Nominations.** Applicants must complete the Board of Directors application to be considered. The Corporation’s staff and Board of Directors will check each applicant to ensure no unwaivable conflicts of interest exist and that each candidate is eligible to serve on the Board of Directors.
- 7.6.3 **Vetting.** The Talent Council will evaluate each application, review the goals and vision of each applicant, and evaluate how each applicant demonstrates the currently published knowledge, skills, and attributes required to serve on the Board of Directors. The Talent Council at their own discretion will interview chosen applicants.

- 7.6.4 **Ballots.** The Talent Council will prepare two ballots. The first ballot will consist of at least two (2) candidates for the office of President. The second ballot will consist of at least nine (9) candidates to fill the remaining Board of Director positions, which will include the candidate(s) from the ballot for the office of President.
- 7.6.5 **Voting.** The Designated Voter from each Member in good standing will be given the opportunity to vote on each ballot. The candidate receiving the highest number of votes cast for President will be President. The six (6) highest vote counts for the other Director positions will determine the rest of the Board of Directors. In all, seven (7) Directors must be elected.
- 7.6.6 **Ties.** In the event of a tie among the top candidates for the office of President then a successive ballot will be held with only those candidates until there is no tie. In the event of ties on the ballot for the remaining Directors then successive balloting is only required if the 6th and 7th candidates are tied. A successive ballot of the 6th and lower candidates will be done to determine the last Director spot to be filled.
- 7.6.7 **Quorum.** Ten percent (10%) of the eligible voters will constitute a quorum, and will include abstention votes to reach that quorum. Should a quorum not be reached then successive balloting will be done until a ballot receives the necessary votes to constitute a quorum.
- 7.6.8 **Officers.** The Talent Council will assign the role of Executive Vice President, Secretary, and Treasurer to three of the Directors elected on the second ballot.
- 7.6.9 **Seating.** The new Board of Directors will be seated at the conclusion of the Annual Meeting.
- 7.7 **Vacancy, Resignation, Unemployment, and Removal.**
- 7.7.1 **Vacancies.** The Board of Directors shall fill any vacancy that occurs before the term of a Director expires by appointing an individual to the Board of Directors who meets all qualifications for service. The Board will solicit from the Talent Council a nomination to fill the vacancy. Such appointment will be by the affirmative vote of the majority of the remaining voting Directors in favor of the individual, which shall occur within ninety (90) days of the vacancy's occurrence. An individual appointed to fill a vacancy shall complete the previous Director's unexpired term and remain a Director until a successor is elected and seated.
- 7.7.2 **Resignation.** A Director may resign by giving written notice to the Board of Directors. Such Director's resignation is effective on the date specified in the written notification or immediately if no date is specified.
- 7.7.3 **Unemployment.** A Director who is no longer employed by a Member may serve the remainder of the Director's term if all other criteria for service are satisfied and the Director continues to perform to the standards of the Board of Directors.
- 7.7.4 **Removal.** A Director may be removed for any reason upon a majority vote of the other Directors.

7.8 Meetings

- 7.8.1 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time, place, and date as determined by the Board of Directors. Notice of any regular meeting shall be given at least ten (10) days before the date of such regular meeting of the Board of Directors. The Chief Executive Officer is entitled to receive notice of any regular meeting of the Board of Directors.
- 7.8.2 **Special Meetings.** Special meetings of the Board of Directors may be called by the President, Chief Executive Officer, or any two (2) Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days before the date of the special meeting of the Board of Directors. The notice of a special meeting of the Board of Directors must include the date, time, and place for the special meeting of the Board of Directors.
- 7.8.3 **Action Without a Meeting.** Any action required or permitted at a meeting of the Board of Directors may be taken without a meeting of the Board of Directors, if a written consent, stating the action to be taken, is signed by the number of Directors necessary to take action at a meeting of the Board of Directors at which all of the Directors were present and voting.
- 7.8.4 **Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for transacting business.
- 7.8.5 **Waiver of Notice.** When notice is required to be given to any Director under any provision of law, the Certificate of Formation, or these Bylaws, a written waiver signed by each Director entitled to notice, whether before or after the time stated in the notice, is equivalent to giving notice. Any Director present at a meeting of the Board of Directors, whether in person or by telephone conference, who does not object to the lack of notice is considered to have waived notice of the meeting of the Board of Directors.
- 7.8.6 **Participation by Voice Conference.** The Board of Directors may conduct business by voice conference as long as all members of the Board of Directors can hear each other, freely participate in discussions, and participate in the formal decision-making process of the Board of Directors.
- 7.8.7 **Notices of Meetings of the Board of Directors.** Notice of a meeting of the Board of Directors may be by mail, facsimile transmission, electronic message, or any combination of those methods. Notice must include the date, time, and place of the meeting of the Board of Directors.

ARTICLE VIII COMMITTEES

8.1 Standing Committees

8.1.1 **Audit, Finance and Investment Committee.** The Board of Directors shall appoint a committee (the “**Audit, Finance, and Investment Committee**”) which shall assist the Board of Directors with oversight of the integrity of the Corporation’s financial statements and compliance with laws and regulations by monitoring and evaluating the Corporation’s capabilities, systems, and processes to ensure they are appropriate to protect the Corporation’s financial health and reputation.

8.1.1.1. **Membership.** The Audit, Finance, and Investment Committee shall consist of no fewer than four (4) members, who shall be appointed by the Board of Directors and shall include the Treasurer, the President or Executive Vice President, at least one (1) other Director, and the Chief Executive Officer or the Chief Operating Officer. From time to time, the Board of Directors may appoint to the committee one (1) or more representatives from the Members or Associate Participants who are in good standing.

8.1.2 Talent Council.

8.1.2.1. **Membership.** The Talent Council will consist of seven (7) voting appointed individuals, which are partners, shareholders, members, or employees of a Member in good standing; and, will include as non-voting members of the committee, one (1) or two (2) seated Directors who will not seek election in the next election cycle. If all seated Directors will be seeking election in the next election cycle, then the Talent Council will include no seated Directors. In addition, the Chief Executive Officer will serve as an *ex officio* non-voting member of the Talent Council.

8.1.2.2. **Appointment.** The Board of Directors will appoint an ad-hoc committee to review the applications for Talent Council membership, verify their qualifications, and select applicants to be seated on the Talent Council. This ad-hoc committee will recommend a list of proposed members of the Talent Council to the Board of Directors for consideration.

8.1.2.3. **Term of Office.** Three (3) members of the Talent Council will be appointed in even numbered years, and four (4) members will be appointed in odd numbered years. Voting Talent Council members will serve for a term of two (2) years unless a shorter term is required pursuant to section 8.1.2.5.

8.1.2.4. **Term Limits.** Talent Council members may not serve for more than three (3) consecutive terms, which includes partial terms when appointed to fill a vacancy. After an individual has not been a member of the Talent Council for at least two (2) years, they may be re-appointed to the Talent Council with a new term limit.

8.1.2.5. **Vacancies.** Any vacancy will be filled within ninety (90) days from the date of the vacancy as outlined in this section to complete the remainder of the term.

8.1.3 **Ad Hoc Committees.** The Board of Directors may create, appoint members to, and dissolve other committees. Each such committee shall consist of at least two (2) individuals, with at least one (1) Director serving on the Committee. None of these committees shall have the authority to manage the Corporation.

8.1.4 **Volunteer Teams.** The Board of Directors may create, appoint members to, and dissolve volunteer teams to support the Corporation's needs and shall define and publish a description of each team's purpose, composition, and procedures. The Board of Directors may assign a Director as a liaison to any team.

ARTICLE IX ADMINISTRATION

9.1 **Fiscal Year.** The Board of Directors shall determine the Corporation's fiscal year by resolution.

9.2 **Checks, Drafts, and Contracts.** The Board of Directors shall determine who is authorized to sign checks, drafts, and orders for payment of money; sign acceptances, notes or other instruments of indebtedness; enter into contracts; and execute and deliver other documents and instruments on the Corporation's behalf.

9.2.1 **Checks.** All checks drawn on the Corporation's funds in an amount greater than that which the Board of Directors shall specify from time to time must have two (2) signatories, at least one (1) of whom must be a voting Director.

9.2.2 **Approval of Contracts.** The Board of Directors shall approve any contract that creates a financial obligation on behalf of the Corporation in an amount greater than that which the Board of Directors shall specify from time to time. The Board of Directors must approve such contract before the Corporation may accept it.

9.3 **Annual Financial Statements.** The annual financial statements shall be presented to, and reviewed by, the Board of Directors after the close of each fiscal year.

9.4 **Conflicts of Interest.** The Board of Directors shall adopt a policy to address conflicts of interest and determine to whom such policy applies, the types of conflicts that must be declared, and a process to resolve conflicts. The policy shall supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable corporations.

9.5 **Indemnification.** The Corporation shall indemnify all of its past and current Officers, Directors, volunteers, committee members, employees, and agents to the fullest extent permitted by law. The Board of Directors may authorize the Corporation to purchase and maintain insurance to indemnify its past and current Officers, Directors, volunteers, committee members, employees, and agents against liability to the fullest extent as the Board of Directors determines from time to time.

ARTICLE X RECORDS

- 10.1 **Recordkeeping.** The Corporation shall keep complete books and records of account and adequate minutes of the proceedings of the Board of Directors and any Board of Directors committees reflecting the business that took place at such proceedings.
- 10.2 **Inspection Rights.** The Corporation shall keep all corporate records at its principal office and permit the records to be inspected as follows.
- 10.2.1 **Directors.** A Director may inspect the Corporation's books, records, documents, and physical properties at any reasonable time in person or by an agent or attorney. This right to inspect includes the right to copy and make extracts of documents, at the Director's expense.
- 10.2.2 **Members.** If a Member's Designated Voter provides the Corporation with a written demand to view the books and records of the Corporation that states a proper purpose for such demand, the Member, in person or by agent, or attorney, is entitled to examine, at a reasonable time, such books and records of the Corporation that are relevant to the Member's proper purpose. The right to inspect includes the right to copy and make extract of documents, at the Member's expense.

ARTICLE XI AMENDMENTS

- 11.1 The Board of Directors may adopt, amend, or repeal the Bylaws, except those provisions related to the number of Directors, the term of Directors, and the election process for Directors. Any changes to those provisions require approval by a majority vote of a quorum of the Members who participate in the balloting to effect the amendments.

ARTICLE XII DISSOLUTION

- 12.1 **Procedures.** The process to dissolve the Corporation may only be initiated upon a resolution authorizing the winding up and termination of the Corporation (the "**Dissolution Resolution**") approved by a unanimous vote of the Board of Directors. Upon the approval by the Board of Directors of the Dissolution Resolution, the Board of Directors shall recommend the Dissolution Resolution to the Members and call for a meeting of the Corporation to consider the Dissolution Resolution.
- 12.2 **Notice of Meeting to Consider Dissolution.** The notice to Members of such meeting must include that the purpose or one (1) of the purposes of the meeting is to consider dissolution of the Corporation and be given to Members according to the TBOC.
- 12.3 **Approval of Dissolution.** To approve the Dissolution Resolution, two-thirds (2/3) of the Members must vote in favor of the Dissolution Resolution.

CERTIFICATION

I hereby certify that these Bylaws are the duly adopted Bylaws as stated herein as of the 24th day of October, 2022.

A rectangular area containing a handwritten signature in purple ink. The signature is written on a light brown, textured background. The signature appears to read "Kara Portwood" in a cursive script.

by Kara Portwood, Secretary, 2021-2023 Board Term