**BYLAWS**

**OF**

**FINANCIAL UA INCORPORATED**

**a.k.a.**

**(FINANCIAL UNDEREARNERS ANONYMOUS)**

**Corporation formation date:**

**June 18, 2015**

**EIN: 47-4274479**

**INTRODUCTION**

The Bylaws of Financial UA (FUA), Inc. (the ‘bylaws’) are a legal document and cannot be suspended even with a unanimous vote, but can be amended with a vote of substantial unanimity. The bylaws cannot be in conflict with the Twelve Traditions, the Financial UA Articles of Incorporation, or the laws of the State of Maryland or of the United States.

The Directors / Board / Trustees are subject to the laws of the State of Maryland, and are expected to exercise the powers vested in them by law in a manner consistent with the faith that permeates and guides the Fellowship, inspired by the Twelve Steps, in accordance with the 12 Traditions, and in keeping with the Articles of Incorporation and the bylaws.

Financial UA Incorporated (the ‘Corporation’) is formed to serve the Fellowship of Financial Underearners Anonymous (the ‘Fellowship’). It is a corporation created and designed by a Founder; managed by Trustee(s) and a General Service Board; and perpetuated by the Fellowship of Financial UA to maintain services for Financial Underearners who seek, through Financial Underearners Anonymous, the means to arrest the disease of compulsive financial underearning through the application to their own lives of: The Twelve Steps, adapted from the program of Alcoholics Anonymous, which constitute the recovery program upon which the Fellowship is founded; The Twelve Traditions, adapted from the program of Alcoholics Anonymous; The Twelve Concepts, adapted from the program of Alcoholics Anonymous; and the various Tools of Recovery and Tools of Prosperity as they are outlined in the program of Financial Underearners Anonymous.

The **Twelve Steps of Financial UA** are as follows:

**12 STEPS OF FINANCIAL UNDEREARNERS ANONYMOUS**

1. We admitted we were powerless around earning--that our lives had become unmanageable.
2. We came to believe that an Earning Power greater than ourselves could restore us to prosperity.
3. We made a decision to turn our will and our lives over to the care of an Earning Power as we understood it.
4. We made a searching and fearless moral inventory of ourselves.
5. We admitted to Earning Power, to ourselves and to another human being the exact nature of our wrongs.
6. We were entirely ready to have Earning Power remove all these defects of character.
7. We humbly asked Earning Power to remove our shortcomings.
8. We made a list of all persons we had harmed, and became willing to make amends to them all.
9. We made direct amends to such people wherever possible, except when to do so would injure them or others.

10 We continued to take personal inventory and when we were wrong promptly admitted it.

11 We sought through prayer and meditation to improve our conscious contact with our Earning Power, praying only for knowledge of its will for us and the earning power to carry that out.

12 Having had a spiritual awakening as the result of these steps, we tried to carry this message to other financial underearners, and to practice these principles in all areas of our lives.

The Twelve Steps and Twelve Traditions. Copyright ©A.A. World Services, Inc. Adapted and reprinted with permission.

The Corporation claims no proprietary right in the recovery program, for these Twelve Steps, like all spiritual truths, may now be regarded as available to all humanity. However, because these Twelve Steps have proven to constitute an effective spiritual basis for life which, if followed, arrests the disease of compulsive debting, the Corporation asserts the right of preventing, so far as it may be within its power to do so, any modification, alteration, or extension of these Twelve Steps as they are applied to the Fellowship, except at the substantially unanimous insistence of the Fellowship. The Corporation shall put forth its best efforts within the context of the Conference, Articles of Incorporation, and these Bylaws to protect the Twelve Steps. The Corporation in its deliberations and decisions shall be guided by the Twelve Traditions of Financial Underearners Anonymous (the ‘Traditions’), which are as follows:

**12 TRADITIONS OF FINANCIAL UNDEREARNERS ANONYMOUS**

1. Our common welfare should come first; personal recovery depends upon Financial UA unity.
2. For our group purpose there is one ultimate authority--a loving Earning Power as it may express itself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for Financial UA membership is a desire to stop financially underearning.
4. Each group should be autonomous except in matters affecting other groups or Financial UA as a whole.
5. Each group has one primary purpose--to carry its message to the financial underearner who still suffers.
6. A Financial UA group ought never endorse, finance, or lend the Financial UA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every Financial UA group ought to be fully self-supporting, declining outside contributions.
8. Financial Underearners Anonymous should remain forever nonprofessional, but our service centers may employ special workers.
9. Financial UA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Financial Underearners Anonymous has no opinion on outside issues; hence the Financial UA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, television, films, Internet or other forms of public communication.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

The Twelve Steps and Twelve Traditions. Copyright © A.A. World Services, Inc. Adapted and reprinted with permission.

The Corporation shall use its best efforts to ensure that the Traditions are maintained, for the Corporation is regarded by the Fellowship as the custodian of the Traditions and, accordingly, the Corporation shall not itself nor, so far as it is within its power to do so, permit others to modify, alter, or amplify the Traditions, except in keeping with the provisions of the Articles of Incorporation (the ‘Certificate’) and the Bylaws of the Corporation. The Corporation shall put forth its best efforts within the context of the Conference, Articles of Incorporation, and these Bylaws to protect the Twelve Traditions.

**The Twelve Concepts for Financial UA World Service**

Just as the Twelve Steps are guides for personal recovery and the Twelve Traditions are guides for group unity, the Twelve Concepts are guides for World Service. These Concepts serve as a path for Twelfth Step work on a world service level, and show how the Financial UA groups, the World Service Conference when active, and the Financial UA General Service Board work together to carry recovery in Financial UA to the still suffering financial underearner.

1. The ultimate responsibility and authority for Financial UA World Services should always remain with the collective conscience of our whole Fellowship as expressed through the Financial UA groups.
2. The Financial UA groups have delegated complete administrative and operational authority to the Corporate Board of Financial UA (a.k.a. General Service Board). The groups have made the Conference (when active) the voice and conscience for the whole Fellowship, excepting for any change in the Twelve Steps or Twelve Traditions.
3. As a traditional means of creating and maintaining a clearly defined working relationship between the groups, the World Service Conference, and the Financial UA General Service Board, it is suggested that we endow these elements of world service with a traditional “Right of Decision” in order to ensure effective leadership.
4. Throughout our Conference structure (when active), we maintain at all levels a traditional “Right of Participation,” ensuring a voting representation.
5. The traditional Rights of Appeals and Petition protect the minority opinion and ensure the consideration of personal grievances.
6. The Conference (when active) acknowledges the primary administrative responsibility of the Financial UA Corporate Board (a.k.a. General Service Board).
7. The Conference recognizes that the Articles of Incorporation and the Bylaws of the Financial UA Corporate Board (a.k.a General Service Board) serve as governing documents and that the Directors and Trustees have legal rights, while the rights of the Conference (when active) are spiritual, rooted in the Twelve Traditions. The Concepts are not legal instruments.
8. The Financial UA Corporate Board assumes primary leadership for larger matters of overall policy, program structure, finance, and custodial oversight, and delegate’s authority for routine management of the administrative office(s).
9. Good leaders, together with appropriate methods for choosing them at all levels, are necessary. At the world service level, the Corporate Board assumes primary leadership for Financial UA as a whole.
10. Every Financial UA service responsibility should be equal to its service authority as defined by tradition, resolution, or Financial UA’s Articles of Incorporation.
11. While the Corporate Directors hold final authority for Financial UA global administration, they will be assisted by the best possible staff members and consultants. Therefore, serious care and consideration will always be given to the compensation, selection, induction to service, rotation, and assignments for special rights and duties for all staff with a proper basis for determining financial compensation.
12. The Conference (when active) of Financial UA will observe the spirit of the Traditions, taking care not to become excessively powerful and wealthy; having sufficient operating funds with a prudent reserve; having no authority over any other members; making important decisions by discussing and voting on issues wherever possible by substantial unanimity; not acting in a punitive way; not inciting public controversy; never performing any acts of government; and finally, always remaining democratic in thought and action

**ARTICLE 1**

**Name, Office, and Duration**

1) The name of this corporation is Financial UA Incorporated. This corporation is registered in the State of Maryland, USA as a Non-Profit, and is Federally registered with the IRS as a 501(c)(3) tax-exempt non-profit corporation.

2) The principle base of business and administrative office shall be located at 841 East Fort Avenue, Baltimore Maryland 21230. This location is current as of December 1, 2016.

3) The Corporation shall have a perpetual existence.

**ARTICLE 2**

**Purpose**

1) The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

a) Offering therapeutic assistance,

b) Offering education,

c) Offering rehabilitation,

d) Offering outreach,

e) Offering various other services to recovering

addicts, alcoholics, debtors and others.

f) Developing literature

g) Making such literature available to the public and to

the community of recovering addicts, alcoholics,

debtors and others.

h) Overseeing administrative organization of Financial UA 12 Step meetings held in-person, by conference call, or by other forms of electronic communication.

**ARTICLE 3**

**Membership**

1) The Corporation shall have no members.

**ARTICLE 4**

**Board of Directors**

1) **Election.** The Corporation shall designate a Board of Directors (a.k.a. ‘Trustees’ or ‘Directors’) who shall initially be appointed by a majority of the incorporator(s) to serve as Directors until such Director’s death, resignation, or removal as provided by these bylaws.

2) **Number**. The initial number of Directors shall be one (1) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than one (1). The number of directors must always be maintained as an odd number (1, 3, 5, etc…) so as to prevent tie-votes. The maximum number of Directors shall be 13.

3) **Qualifications**. Directors are separated into two (2) classes. Class A Directors have a background of 12 Step programs and recovery from alcoholism, addiction, debting, financial underearning or other addictive illness. Class B Directors do not have a background of 12 Step recovery, alcoholism, addiction, debting, financial underearning or other related addictive illnesses.

A) To serve as a **Class A Director**, an individual shall have prior experience having worked all 12 Steps with a Sponsor; have experience within various and multiple 12 Step Recovery programs (Financial UA A.A., N.A., D.A., Al-Anon, etc…); experience with holding advanced levels of service within such programs; general business or entrepreneurial experience; have a minimum of 10 years of continuous recovery within one or more 12 Step programs with a preference given to having 20 or more years of continuous recovery within one or more 12 Step programs; and shall have a desire to pay it forward with what they have, know or have access to. Additionally, Class A Directors (Trustees) must also be at least 30 years of age.

B) To serve as a **Class B Director**, an individual shall have compassion, familiarity and a willingness to support the 12 Step Recovery process. Additionally, he / she must have experience with holding positions of Corporate service; general business or entrepreneurial experience; have a desire to pay it forward with what they have, know or have access to and be at least 30 years of age. Class B Directors must also agree to maintain discretion and honor the anonymity, privacy and confidentiality of the Class A Directors.

4) Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Maryland, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the Corporation such powers, as they deem appropriate. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge such committees.

5) Meetings. Regular meetings of the Board of Directors shall be held at the time and place designated by the Board of Directors including phone conference calls, calls via Internet or other electronic media, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

A) Places of Meetings. Meetings of the Corporate Board of Financial UA may be held at any place within or without the State of Maryland. This includes special meetings, annual meetings, monthly or quarterly meetings.

B) Annual Meetings of the Board of Directors, at which the election of Officers and consideration of other matters, shall be held within 90 days of the end of our fiscal year, or as soon thereafter as is practical, or is determined by the Board of Directors and specified in the notice of a meeting as provided in section 4.8 of these bylaws.

C) Robert’s Rules of Order. All meetings shall adopt rules of procedure as outlined by Robert’s Rules of Order and shall meet as provided by those rules or by resolutions of the Board of Directors of Financial UA Inc.

6) Special Meetings. The President of the Corporation or a majority of the Board of Directors may call special meetings. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matters shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

7) Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be made public knowledge via the Financial UA website and also by other forms of communication as are deemed appropriate by the Board of Directors.

8) Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

9) Quorum. A quorum shall consist of the majority of the Directors. If the Board consists of 3 Directors the quorum must consist of all three Directors. If the Board consists of 5 or more Directors the majority vote of 3/5 represents the quorum. If the Board consists of 7 or more Directors, the quorum is equal to 2/3 majority. If at any meeting, less than a quorum is met, the majority may adjourn the meeting without further notice to the absent Director, or may postpone the item of business until a quorum is met.

10) Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, meeting a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors. Directors can serve multiple and / or consecutive 3 year terms for a maximum of 3 terms before rotating out. After one term has elapsed, prior Directors may be voted back in by majority vote of remaining Directors so long as the total number of terms served does not exceed 3 terms.

11) Removal. Any Director may be removed by a majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

12) Compensation. Directors shall receive no compensation for their services, but the Board of Directors may authorize reimbursements of their reasonable out-of-pocket expenses in connection with the performance of their duties.

13) Leave of Absence. A Director can take one (1) leave of absence per term of up to three (3) months for any reason. Notice of such leave must be submitted to the Chair via e-mail or first class mail. Leave of absence will take effect upon receipt of such notice. Continued absence after three (3) months constitutes resignation from the Board of Directors.

14) Removal of Director. Class A Directors are expected to remain free from the use of any Alcohol, Narcotic or recreational drug during his/her term, except during such event when prescribed by a physician for medical reasons. When this is the case, the Director may take sobriety leave for up to 3 months separate from any leave of absence, until such time as the Director can resume his/her duties clean and sober. Directors are also expected to remain free from incurring any new unsecured debt. If such debting occurs, the Director shall be expect to take solvency leave for up to 3 months until such time as his/her solvency is regained. If sobriety or solvency cannot be achieved within the 3 month leave of absence, the Director shall be considered removed from his post.

15) Indemnification. The Corporation shall to the fullest extent permitted by law indemnify its Directors and Officers provided that no payment shall be made under this indemnity that would give rise to a tax under the Internal Revenue Code.

16) Insurance. The Corporation is not required to Purchase Directors’ and Officers’ liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance, may insure the Corporate for any obligation it incurs as a result of these bylaws or operation of law and it may insure directly the Directors, Officers, employees, or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under these bylaws.

**ARTICLE 5**

**Officers**

1) Designation of Officers. The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial Officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office.

2) Election and Term. Initial Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for a total of three years or until their replacements are elected and qualified. Subsequent Officers shall serve for a period of 2 years or until their replacements are elected and qualified.

3) Removal & Resignation. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any Officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting. Any Officer may resign at any time by delivering a written notice of resignation 30 days in advance to the Board of Directors. The Board of Directors, with or without cause, may remove any Officer elected or appointed by the Board of Directors.

4) Compensation. Officers of the Corporation shall receive reasonable compensation as fixed by the Board of Directors. The fact that any Officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article 4 or 5 of these bylaws.

5) Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office or until such time as a new Officer is elected and qualified.

6) Duties of Offices.

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of the President and any other duties that may be required by these bylaws or prescribed by the Board of Directors. The term of office for the President is 3 years. The President is expected to train his / her successor during his third year. The President needs to have a minimum of 90 days membership in Financial UA and have received 2 Pressure Relief Meetings.

B. Vice-President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors. The term of office for Vice-President is 3 years. During the President’s third year in office, the Vice-President will receive training from the President, in preparation for becoming President the following year. The Vice-President needs to have a minimum of 90 days membership in Financial UA and have received 2 Pressure Relief Meetings.

C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these bylaws, keep custody and administer the corporate seal when needed, and generally perform all duties incident to the Office of the Secretary and any other duties as may be required by law, by the bylaws or which may be assigned by the Board of Directors. The Secretary will serve a period of three years and is expected to train his / her successor. The Secretary needs to have a minimum of 90 days membership in Financial UA and have received 2 Pressure Relief Meetings.

D. Treasurer: The Treasurer will be the Chief Financial Officer of the Corporation and will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, and render reports and accounting to the Directors. The Treasurer will perform all duties incident to the Office of the Treasurer, and any other duties that may be required by these bylaws or prescribed by the board of Directors. The Treasurer will serve a period of three years and is expected to train his / her successor. The Treasurer needs to have a minimum of 90 days of membership in Financial UA and have received 2 Pressure Relief Meetings.

E. Subordinate Officers: The Board of Directors may elect subordinate officers (including assistant Treasurers and assistant Secretaries) as it may deem proper, each of whom shall hold office for such period and have such powers and duties as the Board of Directors determines. Each Subordinate Officer needs to have 90 days experience in Financial UA and to have received 2 Pressure Relief Meetings.

**ARTICLE 6**

**Restrictions on Actions**

1) All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall insure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes set forth in Article 2 of these bylaws.

2) Notwithstanding any other provisions of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers and private party of the subscribers, Directors and Officers shall not be liable for the debts of the Corporation.

3) No substantial part of the Corporation’s activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4) In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A) Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B) Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C) Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D) Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E) Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

**ARTICLE 7**

**Contracts, Checks, Deposits & Funds**

1) Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

2) Checks, Drafts and Orders of Payment. All checks, drafts notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

3) Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, of other depositories as the Board of Directors may designate.

4) Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

5) Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

6) Bank Accounts. The funds of the Corporation shall be deposited in the Corporation’s name with such banks, trust companies, or other depositories as the Board of Directors may designate. The Board of Directors shall determine who shall be authorized from time to time to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

7) The Board of Directors may adopt a corporate seal, which shall be distinguishable and shall bear the Corporation’s name and the year and state in which it was incorporated.

8) The Fiscal Year. The fiscal year of the Corporation shall begin on the first Day in June in each year and shall end on the thirtieth day of May next following, unless otherwise determined by the Board of Directors.

9) Annual Report. The Board of Directors shall direct the President and Treasurer of the Corporation to present at each annual meeting of the Board of Directors a financial report in accordance with the laws of the State of Maryland pertaining to Non-profit Corporation law.

10) Amendments. These bylaws may be amended, added to, rescinded, or repealed at a meeting by two-thirds of the entire Board of Directors, except that any amendment which changes or strikes the provision specifying the quorum requirements or the proportion of votes necessary for the transaction of business or any specified item of business must be authorized by a vote of three-quarters (3/4) of the entire Board of Directors.

11) Definition of “Entire Board”. As used in these bylaws, the term ‘entire Board’ means the total number of Directors.

**ARTICLE 8**

**Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer or Director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the State Court having jurisdiction over the matter.

**ARTICLE 9**

**Statement of Nondiscrimination**

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Director, Officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

**ARTICLE 10**

**Power to Amend**

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by quorum majority vote.

**ADOPTION OF BYLAWS:**

**Adopted by the Board of Directors by resolution and vote of all Directors on the date below:**

**Jayant Katz**

**Director / Class A Trustee**

**July 18, 2015**

**Date**

Reviewed and amended January 30, 2016…………..Jayant Katz, Director / Class A Trustee

Reviewed and amended January 30, 2017…………..Jayant Katz, Director / Class A Trustee

Reviewed and amended January 30, 2018…………..Jayant Katz, Director / Class A Trustee

Reviewed and amended January 30, 2019…………..Jayant Katz, Director / Class A Trustee