

BYLAWS
OF
THE SUUSI FOUNDATION, INC.

Prepared by:

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**BYLAWS
OF
THE SUUSI FOUNDATION, INC.
A Nonprofit Corporation**

ARTICLE 1. DEFINITIONS AND ABBREVIATIONS

As used in these Bylaws, when capitalized:

- 1.1. "Corporation" shall mean The SUUSI Foundation, Inc.
- 1.2. "Act" means the Georgia Nonprofit Corporation Code, as amended from time to time.
- 1.3. "Code" means the Internal Revenue Code of 1986, as amended from time to time, or any corresponding federal statute that may be adopted in the future, and all regulations promulgated pursuant to the authority granted by the Code or such statute.
- 1.4. "Secretary of State" shall mean the Secretary of State of the State of Georgia.
- 1.5. "State" shall mean the State of Georgia.
- 1.6. "Articles of Incorporation" shall mean the Articles of Incorporation of the Corporation, as amended or restated from time to time.
- 1.7. "Bylaws" shall mean the Bylaws of the Corporation, as amended from time to time.
- 1.8. "Board Annual Meeting" shall mean the annual meeting of the Corporation's Board of Directors as required by these Bylaws, which shall be held no earlier than the first day of February and no later than the last day of March of each calendar year and if not so held, at such other time and place as shall be selected by the Board of Directors.
- 1.9. "Board of Directors" or "Board" shall mean the Board of Directors of the Corporation.
- 1.10. "Board of Directors of SUUSI", "SUUSI Board of Directors", "SUUSI Board" shall refer to the Board of Directors of SUUSI, not that of the SUUSI Foundation, Inc.

ARTICLE 2. IDENTIFICATION

- 2.1. Name. The name of the Corporation is The SUUSI Foundation, Inc.
- 2.2. Registered Office and Registered Agent. The location of the registered office of the Corporation and the identity of the registered agent at such office shall be as designated by the Board of Directors.
- 2.3. Principal Office. The location of the principal office of the Corporation shall be as designated by the Board of Directors.

ARTICLE 3. GENERAL

- 3.1. Purpose. The purposes for which the Corporation is organized are exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, and in particular, the Corporation is organized exclusively for the benefit of, to perform the functions of, or to carry on the purposes of Southeast Unitarian Universalist Summer Institute, Inc., a Florida not for profit corporation ("SUUSI"), or an organization the purpose of which includes the support and operation of an annual summer camp for religiously affiliated families and which satisfies the requirements imposed by Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended (the Internal Revenue Code and the regulations and amendments thereto being hereinafter referred to as the "Code").
- 3.2. Powers and Activities. The Corporation shall have all the powers permitted nonprofit corporations in the State; provided, however, that notwithstanding anything contained herein to the contrary, the Corporation (i) shall only exercise such powers, (ii) shall engage in only such activities, and (iii) is organized exclusively for such purposes as shall be permitted under Section 501(c)(3), Section 509(a)(3) and Section 170(c)(1) and (2) of the Code.
- 3.3. Income and Distributions. No part of the income of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, employee, or other agent of the Corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes), and no director, officer, employee, or other agent of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all the remaining assets of the Corporation exclusively to one or more organizations that are engaged in substantially the same activities as the Corporation, or to one or more organizations that have purposes within the intendment of Section 501(c)(3) of the Code; provided, however, that any such organizations must be exempt from taxation under Section 501(c)(3) of the Code at the time of any such distributions of the Corporation's assets to them. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively to such organizations and for such purposes.

ARTICLE 4. BOARD OF DIRECTORS

- 4.1. Number and Qualifications. All corporate powers shall be exercised by or be under the authority of and the business and affairs of the Corporation shall be managed by a Board of Directors. Members of the Board of Directors (hereafter "Directors") must be at least eighteen (18) years of age but need not be residents of the State. The

number of Directors which shall constitute the whole Board of Directors shall be exactly seven (7) members.

- 4.2. Appointment. The members of the Corporation's Board of Directors shall consist of seven (7) members, five of which are serving concurrently as a Director of the SUUSI Board of Directors, two (2) of which shall be appointed by the SUUSI Board of Directors.
- 4.3. Term. The term of each Director shall run concurrently with the term of such Director on the Board of Directors of SUUSI, or as determined by the SUUSI Board.
- 4.4. Vacancies. If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Directors shall continue to act, and the Board of Directors of SUUSI may appoint a successor or successors who shall hold office until the corresponding vacancy on the Board of Directors of SUUSI is filled in accordance with its Bylaws. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director shall not take office until the vacancy occurs.
- 4.5. Removal of Directors. The removal of a member of the Board of Directors of SUUSI shall create a corresponding vacancy on the Corporation's Board of Directors, which vacancy will be filled when the vacancy on the Board of Directors of SUUSI is filled in the manner provided for by the Bylaws of SUUSI. The removal of a Director shall be effective as of the date specified in the Bylaws of SUUSI.
- 4.6. Place of Meetings. Meetings of the Board of Directors of the Corporation, annual, regular, or special may be held either within or without the State.
- 4.7. Annual Meeting. The annual meeting of the Board for the election of Officers and the transaction of such other business as may properly come before the Board shall be held on the Board Annual Meeting date as set forth in Section 1.8 above.
- 4.8. Regular Meetings. Regular meetings of the Board of Directors and of any committee shall be held at such time and place as may be set by the Board of Directors or by any committee.
- 4.9. Special Meetings. Special meetings of the Board of Directors or of any committee may be called by the Chairperson of the Board, if any, or the President and shall be called by the Chairperson of the Board, if any, or the President in like manner upon the written request of any five (5) or more Directors. Special meetings of any committee may also be called by the Chairperson of the committee.
- 4.10. Notice of Meetings. Notice stating the place, day, and hour of the meeting shall be given to each Director and each committee member, as the case may be, not less than two (2) days before the date of the Board Annual Meeting and not less than two (2) days before the date set for any special meetings of the Board of Directors or of any committee. No notice need be given for a regular meeting of the Board of Directors or of any committee. Except for matters which the Act, the Articles of Incorporation,

- or these Bylaws require to be stated in the notice of the meeting, neither the business to be transacted at, nor the purpose of, the Board Annual meeting or any special or regular meeting of the Board of Directors or of any committee need be specified in the notice or waiver of notice of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.
- 4.11. Quorum and Voting. At all meetings of a committee or of the Board, the presence in person or by proxy of 5 Directors, 4 of which must also be concurrent SUUSI Board of Director voting members in office immediately preceding the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the committee members or Directors present at any meeting at which a quorum is present shall be the act of the committee or of the Board of Directors, except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of a committee or of the Directors, the member of the committee or the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Each Director shall have the same voting rights as they possess under the Bylaws of SUUSI.
- 4.12. Directors Assent. A Director or committee member who is present at a meeting of the Board of Directors or of a committee of the Board of Directors when corporate action is taken, is deemed to have assented to the action taken unless: (1) the Director or committee member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (2) the Director's or committee member's dissent or abstention from action taken is entered in the minutes of the meeting; or (3) the Director or committee member delivers written notice of the Director's or committee member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director or committee member who votes in favor of the action taken.
- 4.13. Proxy Voting by Directors. Any Director or committee member absent from a meeting may not be represented by any other Director or committee member.
- 4.14. Compensation of Directors. Directors shall not be compensated for their service or for attendance at meetings of the Board of Directors or of any special or standing committees thereof, provided, however, that a Director may be reimbursed for expenses incurred in connection with the performance of such person's duties as a Director of the Corporation as may be from time to time determined by resolution of the Board of Directors.
- 4.15. Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the members of the Board of Directors then in office and entitled to vote

on the action in question or by a majority of the members of such committee, as the case may be, or any greater number that may be otherwise required by the Act or the Articles of Incorporation or these Bylaws, and such written consent is delivered to the Corporation for inclusion in the minutes of the proceedings of the Board of Directors or of the committee. The action in question shall be deemed to have been taken on the date the last such written consent necessary to approve the action is signed by a Director or committee member, as the case may be, unless a different effective date is specified in the consents signed.

- 4.16. Conference Call. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of a conference telephone call or any other means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE 5. COMMITTEES

- 5.1. Advisory Committee. The Board of Directors of SUUSI may appoint individuals to serve as members of an Advisory Committee. The Advisory Committee shall act in an advisory capacity to the Board of Directors as to the affairs of the Corporation in order to more fully implement the mission, objectives, and purposes of the Corporation. The resolutions and recommendations of the Advisory Committee are advisory only and shall not be binding on the Board of Directors. The term of office of any member of the Advisory Committee shall be at the pleasure of the Board of Directors of SUUSI. Advisory committee members shall have no liability to the Corporation for advice given to the Corporation. Meetings for the Advisory Committee may be called by the President or the Board of Directors at such times as they deem necessary.
- 5.2. Other Committees. The Board of Directors, by resolution adopted by a majority vote of the members present at a duly called meeting of the Board of Directors, may designate one or more committees, each consisting of one or more Directors or former Directors and other persons appointed by the Board of Directors, if deemed to be appropriate, and each of which, to the extent provided in such resolution or in the Articles of Incorporation or the Bylaws of the Corporation, shall have and may exercise all the authority of the Board of Directors; but no such committee shall have the authority to (i) adopt, repeal, or amend the Articles of Incorporation or the Bylaws of the Corporation; (ii) approve or recommend a merger or dissolution of the Corporation; (iii) approve or recommend the sale, pledge, or transfer of all or substantially all the assets of the Corporation; (iv) authorize distributions (as defined in the Act) or (v) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibilities imposed by the applicable law.
- 5.3. Removal of a Committee Member and Dissolution of a Committee. At any duly called meeting of the Board of Directors (i) a committee member may be removed,

with or without cause, (ii) a vacancy on a committee may be filled, and (iii) a committee may be dissolved.

- 5.4. Record of Proceedings. Committees appointed by the Board of Directors shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Directors for approval. The failure to submit or to receive approval of such minutes shall not invalidate any action previously taken based on any authorization contained in them.

ARTICLE 6. OFFICERS

- 6.1. Number and Qualification. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. Any person may hold two or more offices. The Board of Directors at the Board Annual Meeting shall elect the President, a Secretary, and a Treasurer, with all such officers having to be a member of the Board. The Board may elect such other officers, (including a Vice President), assistant officers, and agents as it shall deem necessary, none of whom except the Vice President need be a member of the Board of Directors; and such other officers, assistant officers, and agents shall hold their offices for such terms and shall exercise such powers and shall perform such duties as from time to time shall be prescribed by the Board.
- 6.2. Term, Removal, and Vacancies. The officers of the Corporation shall hold office for one year, and until their respective successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors at any time, with or without cause. If the office of any officer required by the immediately preceding paragraph becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. Any officer or agent appointed other than by the Board of Directors may be removed, with or without cause, at any time by any officer having such authority to appoint, whenever such officer, in such officer's absolute discretion, shall consider that the best interest of the Corporation will be served thereby.
- 6.3. President. The President (1) shall be the chief executive officer of the Corporation; (2) shall preside at all meetings of the Board of Directors; (3) shall oversee the performance by all the employees and agents of the Corporation of their duties; (4) may execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required by law to be otherwise signed and executed and except where the signing and executing thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation; and (5) shall perform any other duties assigned by the Board of Directors.
- 6.4. Vice President. In the absence or disability of the President, the Vice President (if any) shall have all the powers and shall perform all the duties of the President. The Vice President shall also have such specific powers and shall perform such duties as may be prescribed and directed by the President or the Board of Directors.
- 6.5. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of such proceedings in books to be kept for that

purpose and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, any notice required to be given under the Act or under these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors, under whose supervision the Secretary shall be. The Secretary shall have authority and full power to authenticate records of the Corporation.

- 6.6. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable affects, in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation.
- 6.7. Other Officers and Assistant Officers. Other officers and assistant officers, when appointed or elected by the Directors, shall perform the duties and exercise the powers which shall from time to time be imposed on them by the Board of Directors.
- 6.8. Compensation. The Officers of the Corporation shall not be compensated for the performance of their duties or for attendance at meetings of the Board of Directors or of any special or standing committees thereof, provided, however, that an Officer may be reimbursed for expenses incurred in the course of performing such person's duties as an Officer of the Corporation as may be from time to time determined by resolution of the Board of Directors.
- 6.9. Voting Corporation's Securities. Unless otherwise ordered by the Board of Directors, the President, or in the event of the President's inability to act, the Vice President (if any), shall have full power and authority to attend and to act and to vote on behalf of the Corporation at any meetings of security holders of the corporations in which the Corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Corporation might have possessed and exercised, if present. The Board of Directors by resolution may from time to time confer like powers upon any person or persons.

ARTICLE 7. CONFLICT OF INTEREST POLICY.

- 7.1. Purpose. The purpose of the conflict of interest policy is to protect the interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflicts of interest that are applicable to charitable or other nonprofit organizations.
- 7.2. Definitions.

- 7.2.1. Interested Person. Any Director, officer, or member of a committee with Board of Directors' delegated powers, who has a direct or indirect financial interest, as defined below, or who otherwise has an interest that would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about a particular subject is an Interested Person.
- 7.3. Financial Interest.
- 7.3.1. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family members (including spouses and immediate relatives of spouses of such members):
- 7.3.1.1. An ownership or investment interest in any legal entity or individual with which the Corporation has or is negotiating a transaction or other business arrangement;
- 7.3.1.2. A compensation arrangement with any legal entity or individual with whom the Corporation has or is negotiating a transaction or other business arrangement, or with the Corporation if such compensation arrangement may be affected by such transaction or other business arrangement; or
- 7.3.1.3. A potential ownership or investment interest in, or compensation arrangement with, any legal entity or individual with whom the Corporation has or is negotiating a transaction or other business arrangement.
- 7.3.2. For purposes of this Article, compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors or the committee considering the transaction or arrangement in question decides that a Conflict of Interest exists.
- 7.4. Conflict of Interest. A Conflict of Interest exists when an Interested Person has a Financial Interest or other interest in an existing or proposed transaction or other business arrangement, which interest would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about such transaction or other business arrangement.
- 7.5. Procedures.
- 7.5.1. Duty to Disclose. In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Financial Interest or other interest and all material facts regarding such interest to the Board of Directors, the committee with Board of Directors' delegated powers,

or other decision maker considering the existing or proposed transaction or other business arrangement.

- 7.5.2. Failure to Disclose. If an Interested Person fails to make the disclosure required by the preceding paragraph, or if, after hearing the Interested Person's disclosure and making any further investigation warranted by the circumstances, the Board of Directors, a committee thereof, or an individual decision maker, as the case may be, determines that such person has failed to fully disclose an actual or possible Conflict of Interest, such body or person shall, in the case of the Board of Directors take appropriate disciplinary and corrective action, and in the case of a committee of the Board of Directors or individual decision maker, report their findings to the Board of Directors for its consideration and action.
- 7.5.3. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest or other interest and all material facts regarding it, and after any discussion with the Interested Person, a vote shall be taken by the remaining members of the Board of Directors or the committee thereof, as the case may be, who are not Interested Persons to determine if a Conflict of Interest exists with respect to the existing or proposed transaction or other business arrangement in question. In the case of any other decision maker, such person shall make this determination on their own or may choose to refer the matter to the Board of Directors or an appropriate committee thereof.
- 7.5.4. Procedures for Addressing a Conflict of Interest.
 - 7.5.4.1. If the determination is made that a Conflict of Interest exists, no Interested Person may be present during the discussion of and the vote on the transaction or other business arrangement in question. In the case of an individual decision maker, all Interested Persons shall refrain from further contact with the decision maker concerning the transaction or other business arrangement in question until a decision is made about such transaction or other business arrangement.
 - 7.5.4.2. Pending such a vote or other decision, the President of the Board of Directors or a committee thereof or an individual decision maker (as long as that person is not an Interested Person), as the case may be, may appoint a disinterested person or committee to investigate alternatives to the transaction or other business arrangement in question that would not give rise to a Conflict of Interest.
 - 7.5.4.3. If such investigation reveals that there are no alternatives to the transaction or other business arrangement in question that would be just as or more advantageous to the Corporation, the Board of Directors or a committee thereof, as the case may be, shall determine by a majority vote of the Directors or committee members, as the case may be, who are not Interested Persons

whether the transaction or other business arrangement in question is fair and reasonable to the Corporation and in its best interest. An individual decision maker shall be guided by these same principles in making a determination about such a transaction or other business arrangement.

7.6. Record of Proceedings.

7.6.1. The minutes of the Board of Directors and all committees thereof shall contain:

7.6.1.1. The names of the persons who disclosed or otherwise were found to have an actual or potential Conflict of Interest, the nature of the Financial Interest or other interest that gave rise to the Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the Board of Directors' or committee's decision as to whether a Conflict of Interest in fact existed.

7.6.1.2. The names of the persons who were present for discussions and votes relating to the transaction or other business arrangement in question, the content of the discussion, including any alternatives to such transaction or other business arrangement that were investigated, and a record of any votes taken in connection with the transaction or other business arrangement in question.

7.6.2. An individual decision maker shall make a report to the Board of Directors or an appropriate committee thereof containing all the above information, as well as the decision ultimately made by such person on the transaction or other business arrangement in question and the reasons for such decision.

7.7. Compensation.

7.7.1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services rendered is precluded from voting on matters pertaining to that member's compensation and from serving on any committee whose jurisdiction includes compensation matters.

7.7.2. No voting member of the Board of Directors who receives compensation for services rendered, directly or indirectly, from the Corporation is prohibited from providing information to the Board of Directors or any committee thereof regarding compensation issues.

7.8. Annual Statements. Each Director, officer, and member of a committee with Board of Directors delegated powers, shall annually sign a statement which affirms such person:

7.8.1. Has received a copy of the Corporation's conflicts of interest policy,

- 7.8.2. Has read and understands the policy,
 - 7.8.3. Has agreed to comply with the policy, and
 - 7.8.4. Understands the Corporation is IRC § 501(c)(3) nonprofit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- 7.9. Periodic Reviews. To ensure the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- 7.9.1. Whether compensation arrangements and benefits for the Corporation's Directors, officers, and employees are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - 7.9.2. Whether the Corporation's partnerships, joint ventures, and any other business arrangements in which it may be involved, conform to its written policies, are properly documented, reflect reasonable investments or payments for goods and services provided, as the case may be, further its tax-exempt purposes, and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction under the applicable provisions of the Internal Revenue Code and the regulations promulgated pursuant thereto.
- 7.10. Use of Outside Experts. When conducting the periodic reviews as provided for in preceding Section, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE 8. NOTICES

- 8.1. Form of Notice. Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws or the Act, notice is required, such notice may be communicated in person; by telephone; by cable, telegraph, facsimile transmission, teletype, or other form of written communication; by e-mail or other form of electronic transmission; private carrier; or by mail by depositing the same in the United States mail with first class postage thereon prepaid, addressed to such officer or Director at such address as appears on the books of the Corporation.
- 8.2. Waiver of Notice. Any notice required to be given under the provisions of the Act or the Articles of Incorporation or these Bylaws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the date and time stated therein and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Attendance at or participation in a meeting, either in person or by proxy, shall of itself constitute (i) waiver of objection to lack of notice or defective notice of the meeting, unless the person entitled to notice shall at the beginning of the meeting (or promptly upon such person's arrival) object to holding

the meeting or transacting business at the meeting and does not thereafter vote for or otherwise assent to action taken at the meeting, and (ii) waiver of objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, unless the person entitled to notice objects to considering the matter when it is presented.

ARTICLE 9. BOOKS AND RECORDS

- 9.1. Permanent Corporate Records. The Corporation shall keep as permanent records (i) minutes of all meetings of its Board of Directors and committees of the Board of Directors, (ii) executed consents evidencing all actions taken without a meeting by the Board of Directors and committees of the Board of Directors; and (iii) waivers of notice of all meetings of the Board of Directors and committees of the Board of Directors.
- 9.2. Required Corporate Records. Furthermore, the Corporation shall keep a copy of the following records: (1) its articles or restated Articles of Incorporation and all amendments to them currently in effect; (2) its Bylaws or restated Bylaws and all amendments to them currently in effect; (3) resolutions adopted by its Board of Directors increasing or decreasing the number of Directors or classification of Directors; (4) a list of the names and business or home addresses of its current Directors and officers; and (5) its most recent annual report delivered to the Secretary of State.
- 9.3. Accounting Records. The Corporation shall maintain appropriate accounting records.
- 9.4. Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE 10. CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors may from time to time determine.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Corporation shall correspond to the Fiscal Year of SUUSI as overseen by the Board of Directors of SUUSI.

ARTICLE 12. INDEMNIFICATION

- 12.1. Extent. The Corporation may indemnify or obligate itself to indemnify an individual Officer or Director, or former Officer or Director, in the manner and to the extent permitted by Article 8, Part 5 of the Act, the provisions of which, as the same may be amended from time to time, are incorporated herein by this reference.
- 12.2. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director, Officer, employee, or agent of the Corporation or who, while a Director, Officer, employee, or agent of the Corporation,

is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by such person in that capacity, or arising from such person's status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify or advance expenses to such person against such liability under the Act.

ARTICLE 13. CONFLICT OF LAWS

If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State or the Articles of Incorporation, then it is hereby provided that such fact shall serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws the State or the Articles of Incorporation and shall not affect or impair in any sense the other provisions and portions of the Bylaws.

ARTICLE 14. AMENDMENTS

- 14.1. Amendment. The Articles of Incorporation or the Bylaws may be altered, amended, or repealed and new Articles of Incorporation or Bylaws may be adopted by an affirmative vote of five (5) of the seven (7) Directors voting thereon at a duly called meeting or through a written consent of Directors as authorized herein.
- 14.2. Notice. Any action with respect to the amendment of Articles of Incorporation or Bylaws may be taken at any annual, regular, or special meeting of the Board of Directors, provided, however, notice of the general nature of the proposed change shall have been given in the notice of the meeting.

The above Bylaws were duly adopted on this 19th day of June, 2018.

NAME - Secretary