

**THIRD AMENDED AND RESTATED BYLAWS
OF
ASFIP FOUNDATION, INC.**

(Revised as of April 14, 2021)

ARTICLE 1
Purposes and Governing Instruments

1.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

1.2 Charitable Purposes. The purposes of the Corporation are exclusively educational, scientific, and charitable purposes, as may qualify it for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”). More specifically, the Corporation promotes and supports activities that are designed to provide life-long learning and development in financial and investment knowledge to contribute to the lives of individuals and families in our surrounding community, and any such related activities as are desirable and proper within the limitation of section 501(c)(3) of the Code. The Corporation is not organized and shall not be operated for the pecuniary gain or profit of any private individual.

1.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(3) of the Code.

ARTICLE 2
Principal Office and Registered Agent

2.1 Principal Office. The principal office of the Corporation shall be located in Atlanta, State of Georgia. The Corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the Corporation may require or make desirable.

2.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

ARTICLE 3
Board of Directors

3.1 General Powers. The Corporation shall not have members. The governing body of the Corporation shall be the Board of Directors. All corporate powers of the Corporation conferred by the Articles of Incorporation, these Bylaws, the Georgia Nonprofit Corporations Code or otherwise, shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight of, the Board of Directors.

3.2 Authority and Responsibility

3.2.1 The Board of Directors of the Corporation shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives and shall supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to committees as specified in Article Six. The Board of Directors may adopt rules and regulations that are not inconsistent with law or these Bylaws for the conduct of their meetings and the management of the affairs of the Corporation.

3.2.2 Notwithstanding any other provision of these Bylaws or the Articles of Incorporation:

(i) the Board of Directors shall not permit any part of the net earnings, capital or other property of the Corporation to inure to the benefit of or be distributable to, any member, directors, officer, or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws;

(ii) no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

(iii) the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code. or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code; and

(iv) the affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to section 501(c)(3) of the Code.

3.3 Number of Directors. The Board of Directors shall consist of no less than nine (9) and not more than fifteen (15) directors, the precise number thereof to be determined from time to time by resolution of the Board of Directors.

3.4 Term of Office and Qualification. Beginning in June 2021, each director shall serve for a three-year period and thereafter until his or her successor shall have been elected and qualified or until his or her earlier death, resignation, disqualification, or removal. Beginning in June 2021, each director may serve a maximum of two (2) consecutive three (3) year terms and must then have a minimum one-year break in service before again being eligible to serve as a director. Terms of service shall be staggered as best as possible so that an equal number of the directors' terms shall end or be up for re-election in any given year. The Board of Directors may adjust any member's initial term, or for a director serving prior to June 2021 such member's current term to ensure that nearly as possible, one-third (1/3) of the Board members' terms shall end or be up for re-election in any given year.

3.5 Manner of Election and Term of Office. Directors, whose terms have expired shall be elected at each annual meeting of the Board ("Annual Meeting"). Two months prior to the Annual Meeting, the Corporate Governance and Nominating Committee (which shall be established as provided in these Bylaws) shall open the slate for nominations. Any director may make a nomination. Directors completing their first term may nominate themselves for a second term. At least seven (7) days prior to the Annual Meeting, the Corporate Governance and Nominating Committee shall present to the Board of Directors, a proposed slate of directors approved by such Committee (after consideration of all nominations received). Voting shall be held at the Annual Meeting for each position. Directors shall be elected by majority vote of the current Board at the Annual Meeting and shall begin their service at the next meeting of the Board.

3.6 Chairperson of the Board. The Chairperson of the Board shall be nominated by the Corporate- Governance and Nominating Committee and elected by a majority of the Board of Directors at the Annual Meeting.

3.7 Removal. Any director may be removed for cause at any special, regular, or annual meeting of the Board of Directors, by the affirmative vote of at least two-thirds of all of the directors then in office.

3.8 Resignation. Any director may resign at any time by delivering notice in writing, which may be electronic, to the Board of Directors, or to the Chairperson of the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

3.9 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including removal, resignation or the authorization of an increase in the number of directors, may be filled for the unexpired term of such vacant position, where applicable, at any meeting of

the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office for the unexpired term of such vacant position or, in the event of a vacancy resulting from an increase in the number of directors, such director shall be assigned an initial term in accordance with Section 3.4.

3.10 Compensation. No Director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director, although the reasonable expenses of a directors actually incurred in the performance of the director's duties may be paid or reimbursed by the Corporation.

3.11 Standards of Conduct. All directors shall conduct their duties, including duties as a member of a Committee, in accordance with the standards of conduct prescribed in Section 14-3-830 of the Official Code of Georgia Annotated.

3.12 Qualification of Directors. All directors shall be natural persons who are eighteen (18) years of age or older. A director may be, but need not be, a resident of the State of Georgia. No person shall be qualified to serve as a director if by virtue of such person's service as a director, the Corporation or the person would violate any applicable federal or state law or regulation. A minimum of 75% of the Board members must also be members of the CFA Society Atlanta Inc.

ARTICLE 4

Meetings of the Board of Directors

4.1 Annual Meeting. The Annual Meeting of the Board of Directors shall be held at such place, and on such day and such time as the Chairperson shall designate. Notice of the place, date and time of such Annual Meeting shall be given by the Secretary not less than fourteen (14) days before such meeting.

4.2 Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time between Annual Meetings at such times and at such places as the Chairperson may prescribe. Notice of the place, date and time of each such regular meeting shall be given by the Secretary not less than fourteen (14) days before such regular meeting if not otherwise scheduled and noticed to directors further in advance. The Board Chairperson shall use his/her best efforts to schedule regular Board meeting out on an annual basis.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Board Chairperson or by any two of the directors in office at that time. Notice of the purpose of the special meeting, as well as the place, date, and time, of any special meeting of the Board of Directors shall be given by the Secretary at least forty-eight (48) hours before such meeting.

4.4 Attendance and Quorum. Directors shall be expected to use all reasonable efforts to attend all meetings. If a director fails to attend any part of three consecutive meetings, that director shall be deemed to have resigned from the Board of Directors unless the majority of the directors determines that due to the circumstances this requirement should be waived. At all meetings of the

Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

4.5 Vote Required for Action. The Board shall strive to achieve consensus decisions when possible. If consensus is not possible, and except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Each Board member shall have one vote. At any meeting of directors, a director entitled to vote may vote by proxy executed in writing by that director.

4.6 Action by Directors Without a Meeting. 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 a majority of all directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee in accordance with applicable law. Such written consent shall have the same force and effect as a vote at a meeting duly called and held.

4.7 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone, videoconference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.8 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

ARTICLE 5

Officers

5.1 Number and Qualifications. The officers of the Corporation shall consist of a Chairperson, who, unless otherwise determined by the Board of Directors, shall also be the President of the Corporation, a Secretary, and a Treasurer. The officers of the Corporation may include one or more Vice Presidents, one or more Assistant Secretary(ies) and Assistant Treasurer(s) and such other officers as determined by the Board of Directors from time to time. One person may not hold more than one of the offices of Chairperson, Secretary and Treasurer.

5.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the first meeting following the Annual Meeting and shall hold office for a

term of two years or until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

5.3 Powers and Duties

5.3.1 Chairperson. The Chairperson shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Secretary shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

5.3.2 Secretary. The Secretary will attend all meetings of the Board of Directors and record or cause to be recorded, all votes, actions, and the minutes of all proceedings and will perform like duties for the executive and other committees when required. The Secretary will prepare or cause to be prepared minutes and proceedings of the Board of Directors. The Secretary will give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary will keep an accurate list of the address of record of each director for the purpose of delivery of notice. The Secretary will attest the signature of any other officer when required. The Secretary will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.3.3 Treasurer. The Treasurer shall oversee the financial affairs of the Corporation. The Treasurer will maintain custody of the corporate funds and will keep full and accurate accounts of transactions of the Corporation conducted at financial institutions designated by the Board of Directors. The Treasurer will prepare financial statements each month or at such other intervals as the Board of Directors directs. The Treasurer will perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

1.1 Resignation. Any officer may resign at any time by delivering notice in writing, which may be electronic, to the Board of Directors, or to the Chairperson of the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

1.2 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal will be without prejudice to the contract rights, if any, of the officer or agent so removed.

1.3 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

1.4 Standards of Conduct for Officers. All Officers will conduct their duties in accordance with the standards of conduct prescribed in Section 14-3-842 of the Official Code of Georgia Annotated.

1.5 Compensation. Except in their capacities as employees of the Corporation, no officer of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such officer, although the reasonable expenses of officers actually incurred in the performance of the officer's duties may be paid or reimbursed by the Corporation.

ARTICLE 2 Committees of Directors

2.1 Committees. Committees will be formed in accordance with the following and shall be designated as standing committees or special committees (collectively referred to as "Committees.").

2.1.1 6.1.1 Standing Committees: The Board of Directors shall have those standing committee listed and described in Schedule A hereto("Standing Committees"), as the same may be amended from time to time by the vote of two-thirds of the members of the Board of Directors. Each Standing Committee will consist of a chairperson recommended by the Corporate Governance and Nominating Committee and elected by the Board of Directors.

2.1.2 6.1.2 Special Committees: The Board of Directors or the Executive Committee may establish special committees ("Special Committees") to perform specific services not assigned to another Committee. The chair of a Special Committees will be appointed by the Chairperson and approved by a vote of the Board. Other members will be appointed by the Chairperson and the chair of such Special Committees. Special Committees will have a term not to exceed one year unless extended by the Board.

2.2 Committee Minutes and Members: The Committee chair will designate one member at each meeting to serve as the secretary for recording or causing to be recorded all actions and votes of the Committee and preparing minutes, which will be available to all Board members upon request. The Committee chairperson and each of the members will serve for a term of one year, until their successors have been qualified. Except for the Corporate Governance and Nominating Committee and the Finance and Audit Committee, Committee members need not be directors.

2.3 Duties: Standing Committees shall have such duties as outlined on Schedule A hereto, and Special Committees shall have such duties as may be designated upon the creation of the Special Committee. All Committees will provide recommendations for action to be voted upon by the Board of Directors and will have and may exercise the powers of the Board of Directors, but

only to the extent specifically delegated to such Board Committee by resolution of the Board. The designation and appointment of any such Committee and the delegation of authority thereto does not operate to relieve the Board of Directors, or officer, or any individual director, of any responsibility imposed by law. Notwithstanding anything herein to the contrary, Committees may be added or removed as a Standing Committee; and the duties of such Committees may be amended by a vote of two-thirds of the directors. No Committee other than the Executive Committee will enter any contract or incur any indebtedness or financial obligations of any kind on behalf of the Corporation, except under the express written authority of the Board of Directors.

2.4 Action of Committees: A majority of the members of the Committee will constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the Committee.

ARTICLE 3 Notice and Waiver

3.1 Notice. Whenever notice is required by law, the Articles of Incorporation, or these Bylaws to be given to any director, the notice must be in writing and will be deemed to have been duly given only if delivered in person or if sent by registered or certified mail, courier or by commercial overnight delivery, or via email delivery to the directors address of record or through any other on-line board portal or communication software utilized by the Board for communication purposes. All notices will be deemed to have been received on the actual date of delivery for personal delivery or the receipt date indicated by U.S. Postal Service, courier or overnight delivery company or by the send date of an email or other electronic communication. The Secretary will keep an accurate record of both the mailing and email addresses of record of each director; provided however, it is the duty of each director, upon any change in his or her mailing or email address, to promptly give notice to the Secretary of such new address of record.

3.2 Waiver. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a written waiver signed by the director entitled to such notice shall be deemed equivalent thereto, whether before or after the meeting to which the waiver pertains. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

ARTICLE 4 Contracts, Checks, Deposits and Funds

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

4.2 Checks, Drafts, Notes, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

4.3 Deposits. All funds of the Corporation will be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select and approve.

4.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 5 Indemnification and Insurance

5.1 Indemnification of Directors. The Corporation shall indemnify to the fullest extent permitted by the Georgia Nonprofit Corporation Code, any individual who is a party to a proceeding because he or she is or was a director of the Corporation against liability incurred in the proceeding if such individual (a) conducted himself or herself in good faith; and (b) reasonably believed: (i) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Corporation; (ii) in all other cases that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any director (i) in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct as set forth in this Section or (ii) in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that personal benefit was improperly received by the director, whether or not involving action in the director's official capacity.

5.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.1 above shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

5.3 Insurance. To the fullest extent permitted by Georgia law, 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, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent,

whether or not the Corporation would have power to indemnify or advance expenses to the individual against the same liability under this part.

5.4 Advances for Expenses.

5.4.1 The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because the director is a director if the director delivers to the Corporation:

(i) A written affirmation of the director's good faith belief that the director has met the relevant standard of conduct described in Section 14-3-851 of the Georgia Nonprofit Corporation Code or that the proceeding involves conduct for which liability has been eliminated under a provision of the articles of incorporation as authorized by paragraph (4) of subsection (b) of Section 14-3-202 of the Georgia Nonprofit Corporation Code ; and

(ii) the director's written undertaking to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this part. The undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to the financial ability of the director to make repayment.

5.5 Determination of authorization. The Corporation may not indemnify a director under this Article Nine unless authorized hereunder and a determination has been made for a specific proceeding that indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct under these Bylaws and the Georgia Nonprofit Corporation Code. Such determination shall be made:

5.5.1 if there are two or more disinterested directors, by a majority vote of all the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or

5.5.2 if there are fewer than two disinterested directors, by special legal counsel selected by the Board of Directors, in which selection directors who do not qualify as disinterested directors may participate.

5.6 Court-Ordered Indemnification and Advances for Expenses. A director who is a party to a proceeding shall have the rights to court-ordered indemnification and advances for expenses as provided in section 14-3-854 of the Georgia Nonprofit Corporation Code.

5.7 Indemnification of Officers, Employees and Agents.

5.7.1 The Corporation will indemnify and advance expenses under this Article Nine to an officer of the Corporation who is not a director to the same extent and subject to the same conditions that it would for an individual who is a director; provided, however, that the Corporation shall not indemnify any such officer under this Article Nine for any liability incurred in a proceeding in which the officer is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation for: (i) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) the types of liability set forth in Section 14-3-831 of the Georgia Nonprofit Corporation Code or (iv) any transaction from which he or she received an improper personal benefit.

5.7.2 The Corporation may indemnify and advance expenses under this Article Nine to an employee or agent of the Corporation who is not an officer or director to the same extent and subject to the same conditions that it would for an individual who is an officer, or to any lesser extent (or greater extent if permitted by law) determined by the Board of Directors in each case consistent with public policy and the Georgia Nonprofit Corporation Code.

5.8 Indemnification Not Contingent on Current Status. The indemnification provided in this Article Nine will continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

5.9 Effect of Indemnification and Amendments. Pursuant to O.C.G.A., Section 14-3-858(f), the provisions of Part 5 of Article 8 of the Georgia Nonprofit Corporation Code are hereby incorporated by reference into these Bylaws. It is the intent of the Corporation to indemnify and advance expenses to its directors and officers to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as amended from time to time. To the extent that the Georgia Nonprofit Corporation Code is hereafter amended in a way which permits the Corporation to provide its directors and officers greater rights to indemnification or advancement of expenses than those specifically set forth above, this Article Nine will be deemed amended to require such greater indemnification or more liberal advancement of expenses to the Corporation's directors and officers in each case consistent with the Georgia Nonprofit Corporation Code as so amended from time to time. No amendment, modification, or rescission of this Article Nine or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

ARTICLE 6 Conflict of Interest

6.1 The Corporation will at all times have a current conflict and disclosure policy that complies with (i) the disclosure, approval and other requirements of the Georgia Nonprofit Corporation Code applying to conflicting interest transactions and (ii) the Internal Revenue Service guidelines for conflicts of interest policies applicable to nonprofit corporations that are exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 7
Amendments

7.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws at a meeting, where a quorum is present, by a two-thirds vote of directors then in office. The Chairperson shall cause a copy of any proposed change to be sent to each director no less than thirty (30) days prior to the meeting.

ARTICLE 8
Tax-Exempt Status

8.1 The affairs of the Corporation at all times shall be conducted in such a manner as to qualify for exemption from tax pursuant to section 501(c)(3) of the Code.

ARTICLE 9
Miscellaneous

9.1 Books and Records. The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors. The Corporation's books and records will be made available to any director(s) upon request.

9.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) will be in such form as the Board of Directors may from time to time determine.

9.3 Fiscal Year. The fiscal year of the Corporation will be from July 1 through June 30. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

9.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

9.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible (a) the remainder of these Bylaws shall be considered valid and operative and (b) effect shall be given to the intent manifested by the portion held invalid.

9.6 Headings. The headings are for organization, convenience and clarity only and do not affect the meaning or construction of any of the terms hereof.

9.7 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

9.8 Dissolution. In the event of a dissolution of this Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and all of the proceeds distributed to, another charitable organization organized and operated for the same or similar purpose for which this Corporation in organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes which shall be selected by the Board of Directors of the Corporation, provided, however, that any such recipient organization(s) shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

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SCHEDULE A

Standing Committees

EXECUTIVE COMMITTEE

SECTION 1. Appointment. The Board will appoint an Executive Committee to act on its behalf when it is not in session, except the Executive Committee does not have authority to alter the mission of the Corporation or take action on the membership of the Board of Directors. The officers of the Board shall serve as the Executive Committee along with such other members as the Board shall elect. The Executive Committee will consist of no less than three (3) committee members.

SECTION 3-4. Meetings. The Executive Committee shall meet from time to time as necessary to conduct the business of the Corporation.

FINANCE -AND AUDIT COMMITTEE

SECTION 1. Appointment. The Board will create a Finance and Audit Committee to oversee the financial operations of the Corporation and ensure its major risks are being identified and managed appropriately. The Finance and Audit Committee will be chaired by the Treasurer and other members will be appointed by the Chairperson of the Board in consultation with the Treasurer based on the recommendation of the Corporate Governance and Nominating Committee, provided that at least one member of the Committee must be deemed financially literate by the Chairperson.

SECTION 2. Duties. The Finance and Audit Committee will set and monitor annual budgets, advise on day-to-day financial transactions, as needed, and provide financial status reports to the full Board at regular Board meetings as requested by the Chairperson. Additionally, if applicable, the Finance and Audit Committee will be responsible for 1) management of the selection, work and recommendations of the independent auditor for approval by the full Board; 2) review and implementation of the recommendations for improving the internal controls as noted in the auditors' management letter; 3) enduring compliance with all reporting requirements and 4) evaluation of management of the Corporation's resources.

SECTION 3. Meetings. The Finance and Audit Committee will meet on a quarterly basis at a minimum and more often as deemed necessary.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

SECTION 1. Appointment. The Board will create a Corporate Governance and Nominating Committee which will be charged with ensuring the Board is comprised of qualified members with a diversity of experience and expertise and with ensuring the smooth and efficient functioning of the Board. Such Committee will have oversight of the By-law policies and practices of the Corporation and responsibility for the development of Board members. The chair of the Corporate Governance and Nominating Committee will be appointed by the Chairperson of the Board and approved by a vote of the Board. Other members will be appointed by the Chairperson of the Board in consultation with the chair of the Corporate Governance and Nominating Committee.

SECTION 2. Duties. The Corporate Governance and Nominating Committee duties shall include, but not be limited by, 1) determining the qualifications and characteristics needed by directors and developing a succession plan; 2) identifying, vetting and recruiting potential directors; 3) recommending candidates for election to the Board and for Committee assignments, 4) orienting new Board members, providing continued education of all existing Board members and conducting evaluations of the Board; 5) overseeing and periodically reviewing the Corporation's By-laws, policies and procedures; and 6) ensuring compliance with all state and federal requirements related to the governance of the Corporation and ensuring that due consideration is given to adopting best practices as they evolve within the industry.

SECTION 3. Meetings. The Corporate Governance and Nominating Committee will meet from time to time as deemed necessary.

DEVELOPMENT AND COMMUNICATIONS COMMITTEE

SECTION 1. Appointment. The Board will create a Development and Communications Committee which will be responsible for developing messaging about the Corporation and its activities and planning and conducting fundraising efforts of the Corporation. The chair of the Development and Communications Committee will be appointed by the Chairperson of the Board and approved by a vote of the Board. Other members will be appointed by the Chairperson of the Board in consultation with the chair of the Development and Communications Committee.

SECTION 2. Duties. The Development and Communications Committee duties will include, but not be limited by, 1) the development and implementations of a

communications plan, including messaging, audience segmentation and timeframes; 2) the creation of a fundraising plan, including determination of goals, timeframes and methods; 3) managing annual external fundraising and Board solicitation efforts; and 4) encouraging Board members to be involved in the development efforts and serving as educated advocates of the Corporation.

SECTION 3. Meetings. The Development and Communications Committee will meet from time to time as deemed necessary.