

BYLAWS

OF

NISWONGER FOUNDATION, INC.

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BYLAWS
OF
NISWONGER FOUNDATION, INC.

ARTICLE I
OFFICES

The principal office of the Corporation shall be located at such place, either within or outside the State of Delaware, as the Board of Directors shall designate from time to time.

The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall maintain a registered office within the State of Delaware at such place as the Board of Directors may designate.

ARTICLE II
MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1: Powers. The Board of Directors of the Corporation shall supervise, manage and control all of the affairs, business activities and policies of the Corporation.

Section 3.2: Number and Appointment. The number of directors constituting the Board of Directors shall be not less than three (3) and no more than fifteen (15). The exact number of directors shall be fixed from time to time by the ~~President~~Chairman of the Corporation. The

initial Board of Directors shall be composed of those directors named in the Certificate of Incorporation. Thereafter, directors shall be appointed by the President Chairman of the Corporation. Each director shall hold office for a term of three (3) years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal (unless the President Chairman determines that there is to be no such immediate successor).

Section 3.3: Resignation. A director may resign at any time by giving written notice of his or her resignation to the President Chairman or to the Secretary of the Corporation, or by presenting his or her written resignation in person at an annual, regular or special meeting of the Board of Directors. Such resignation shall be effective at the date and time specified therein; if no such date and time is specified, such resignation shall be effective upon delivery. Unless otherwise specified in the written notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 3.4: Removal. A director may be removed, with or without cause, at any annual, regular or special meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office. The notice of any such annual, special or regular meeting shall set forth the proposal to remove such director.

Section 3.5: Vacancies and Newly-Created Directorships. A vacancy resulting from the death, resignation or removal of a director or other cause, or by the creation of a new directorship, may be filled by the President Chairman of the Corporation. A director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. (or, for a newly-created directorship, for a term of three (3) years) and until his or her successor has been appointed and qualified (unless the President Chairman determines that there is to be no such immediate successor) or until his or her earlier death, resignation or removal.

Section 3.6: Compensation. Directors may receive compensation for their services as directors. Directors may serve the Corporation in any other capacity and receive reasonable compensation therefor. Directors may be reimbursed for ordinary and necessary expenses they may incur in transacting business on behalf of the Corporation.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1: Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held at such time and such place, within or outside the State of Delaware, as shall be determined by the Board of Directors, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Section 4.2: Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Delaware, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the ~~President-Chairman~~ to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section 4.4 herein.

Section 4.3: Special Meetings. Special meetings of the Board of Directors may be called at any time by the ~~President-Chairman~~ and shall be called by the ~~President-Chairman~~ or the Secretary at the request of any two (2) directors. Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as shall be specified in the notice of meeting.

Section 4.4: Notice. Notice of the time and place of meetings of the Board of Directors shall be communicated to each director by ~~telephone, telegram,~~

~~facsimile email and/or telephone transmission, email or mail~~ or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown by the records of the Corporation. ~~If notice mailed, it shall be deposited in the United States mail at least seven (7) days prior to the date of the meeting.~~ If notice is delivered personally or communicated by telephone, ~~telegram, facsimile transmission~~ or email, it shall be delivered or communicated at least three (3) days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 4.5: Waiver of Notice. Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation or these Bylaws to a director, a written waiver of notice, signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6: Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation or these Bylaws.

Section 4.7: Conduct of Meetings. The ~~President~~ Chairman shall preside over meetings of the Board of Directors. The Secretary or another person chosen at the meeting shall act as Secretary of the meeting.

Section 4.8: Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting; without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.9: ~~Telephonic-Conference Call~~ Meetings. A director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.9 shall constitute presence in person at the meeting. ~~Telephonic-Conference call~~ meetings shall be subject to the same notice requirements, provided in Section 4.4, that apply to other meetings of the Board of Directors.

Section 4.10: General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 4.11: Powers as to Other Documents. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or

instrument, it may be executed on behalf of the Corporation by the ~~President-Chairman~~ or the ~~Executive Director~~President & CEO.

ARTICLE V

COMMITTEES

Section 5.1: Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which shall consist of one (1) or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; provided, however, that no *such* committee shall have power to (i) amend the Corporation's Certificate of Incorporation, (ii) adopt an agreement of merger or consolidation, or (iii) amend the Bylaws of the Corporation. The Board of Directors may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee and his or her alternate, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.2: Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or until his or her earlier death, resignation or removal.

Section 5.3: Chair. One member of each committee shall be appointed Chair of the committee by the ~~President~~ Chairman of the Corporation, or, in the absence of such an appointment, by a majority vote of the members of the committee.

Section 5.4: Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.5: Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws.

Section 5.6: Action by Unanimous Written Consent. Unless otherwise restricted by the Certificate of Incorporation, these Bylaws, or the Board of Directors, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members of the committee. Such consent or consents shall be filed with the minutes of the proceedings of the committee.

Section 5.7: ~~Telephonic-Conference Call~~ Meetings. A member of a committee may participate in a meeting of a committee by means of conference ~~telephone-call~~ or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 5.7 shall constitute presence in person at the meeting.

ARTICLE VI
OFFICERS

Section 6.1: Officers. The officers of the Corporation shall be a ~~President~~Chairman, an ~~Executive Director~~President & CEO, a Secretary, a Treasurer and such other officers as may be appointed by the ~~President~~Chairman. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by resolution of the Board of Directors. Any two or more offices may be held by the same person except ~~President~~Chairman and Secretary.

Section 6.2: Term of Office. The term of office of each officer shall be one (1) year and until his or her successor is chosen or until his or her earlier death, resignation or removal (unless the ~~President~~Chairman determines that there is to be no such immediate successor).

Section 6.3: Resignation. An officer may resign by giving written notice to the ~~President~~Chairman or the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery.

Section 6.4: Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.5: Vacancies. A vacancy in any office by the initial Board of Directors consisting of those directors named in the Certificate of Incorporation. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.

Section 6.6: ~~President~~Chairman. The ~~President~~Chairman shall preside at all meetings of the Board of Directors, perform the duties and exercise the other powers of the ~~President~~Chairman as provided by these Bylaws and perform such other duties as the Board of Directors may prescribe.

Section 6.7: ~~Executive Director~~President & CEO. Subject to the direction and control of the Board of Directors, the ~~Executive Director~~President & CEO shall be the principal operating officer of the Corporation and shall be in charge of the business and affairs of the Corporation and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the ~~President~~Chairman, Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

Section 6.7: Secretary. The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required, and shall perform such other duties as may be prescribed by the Board of Directors or the ~~President~~Chairman, under whose supervision the Secretary shall act.

Section 6.8: Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in financial books of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such bank or depositories as may be designated by the Board of Directors. The Treasurer shall be charged with the disbursement of funds of the Corporation, including, without limitation, distributions authorized by the Board of Directors in furtherance of the charitable purposes of the Corporation. The Treasurer shall render to the ~~President~~Chairman and to the Board of Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 6.9: Compensation. The officers of the Corporation may receive such reasonable compensation for their services as may, from time to time, be fixed by the Board of Directors.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 7.1: Indemnification. The Corporation shall, except as provided in or limited by Sections 7.3 and 7.4 herein, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Delaware General Corporation Law, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

Section 7.2: Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have

the power to indemnify him or her against such liability under the provisions of this Article VII.

Section 7.3: Certain Limitations on Indemnification. No payment shall be made under this Article VII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Sections 4941(d) or 4945(d), respectively, of the Internal Revenue Code of 1986, as amended,, or under the comparable or corresponding provisions of any future United States internal revenue laws.

Section 7.4: Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall end on June 30th of each year.

ARTICLE X
AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the directors then in office. Such action may be taken at an annual, regular or special meeting of the Board of Directors for which written notice of the purpose shall be given.

I certify that necessary revisions to the Bylaws of the Niswonger Foundation were considered, amended, and approved by the Board of Directors on February 14, 2018.

Signature of Secretary

Name of Secretary

Date