-

5KT9>0>JTFJ;9 ';FTN9H 2G<<N;;99HV %N 0>JTFJ;9 H;FT9K; LG<<N;;99 <9<=9>H J>9 ;G =9 9N9L;9T =P ;E9!- ( ' !0>JTFJ;9!H;FT9K;H IK 0GGT H;JKTIKOV

- %/\*32\$, @ -, . %/\*O, 1\*%\$ /, \$%\*3(1'+3.'\*((\*+, /5136, /'3\*#513\*'
  - @VB \*E9 9: J>; < 9K; JN "PNJSH JKT TJP\_;G\_TJP G: 9>J;MGKH GI ;E9 9: J>; < 9K; GI ' GLNGNGOP HEJN MK KG SJP LGKIML; SM;E ;E9 2GN909 "PNJSH7 5KMX9>HM;P 2GT97 JT < MKH;>J;MX9 : >JL;ML9H7 G> "GJ>T!GI / 909K;H] T9LMHMGKHV
- %/\*32\$, `/,'. (1'3"3\$3\*3,'() \*+, -,.%/\*O, 1\*%\$/,./,', 1\*%\*36,'
  - \*E9 IJLFN;P JKT ;E9 H;FT9K; >9: >9H9K;J;MX9H GI ;E9 -9: J>; <9K; EJX9 ;E9 >9H: GKHN≡MM;P IG> <J\MK0 >9LG < <9KTJ;MGKH GK! ;E9 IGNGSMK0 89YL9: ;! SE9>9 MI<M;J;MGKH J>9 H: 9LMM9T 9NH9SE9>9!MK ;E9!=PNJSHDZ
    - JV = -9: J>; < 9K; JN LF >>MLFNF < JKT : >GO>J < HV
    - =V %KKFJN 9: J>; < 9K;JNIFKTNKO >9^F9H;HV
    - LV %NGLJ;NGK JKT 9Y: 9KTN;F>9 : >NG>N;N9H SN;ENK ;E9 -9: J>; < 9K;JN!=FT09; J1;9> IFKTNK0!=P ;E9 2GN909V
    - TV +N=NK07>9;9K;NGK7>9JHHNOK9T;N<97<9>N;JSJ>TH7:>G<G;NGK7JKT;9KF>9 GI IJLFN;P<9<=9>H7 JKT!JKP IJLFN;PG>H;FT9K;JSJ>TH7G>KG<NKJ;NGKH IG>!JSJ>TH7 ONK9K =P7G>!NHHFNK0I>G<7;E9-9:J>;<9K;!JHJLGN9L;NK9 =GTPV
    - 9V 2GN909 JKT!FKIK9>HILP < J;;9>H SEILE JII9L;!;E9 9: J>; < 9K;V
- %/\*32\$, C , \$, 2\*3(1 ()!\*+, !2+%3/., /' (1 ()!\*+, !-, . %/\*O, 1\*
  - CVB \*E9 ;9>< GI GIINL9 SIM =9 ;E>99 P9J>HV 3; IH FKT9>H;GGT JKT 09K9>JNP J0>99T ;EJ; KG : 9>HGK SIM H9>X9 <G>9 ;EJK ;SG LGKH9LF;INS9 ;9>< HV
  - CV@ \*E9 K9SNP 9N9L;9T!LEJN>: 9>HGK!HEJN!JHHF < 9!G1IM\_9!GK!aFNP B!G1!;E9!9N9L;MGK!P9J>V
  - CV` F>IKO ; E9 IUH; ; SG S99\H IK OJ>LE GI ; E9 9I9L; IIGK P9J>7 J H: 9LIUN < 99; IKO GI ; E9 IJLFN; P HEJIN = 9 E9ITT IG> ; E9 : F>: GH9 GI >9L9IK/IKO KG < IKJ; IIGKH! IG> LEJII>: 9>HGKV
  - CVC , N9L;NGK HEJNI=9 LGKTFL;9T =P S>N;;9K =JNG; TF>NK0 ;E9 INH; ;E>99 S99\HGI %: >NN! , N9L;NGK HEJNN >9^FNb9 J HN<: N9 < JNG>N;P GI ;E9 - 9: J>;<9K; IJLFN;PV
  - CV? \*E9 LEJN: 9>HGK < JP =9 >9LJNN9T =P J!;SG\_;EN>TH XG;9 GI!;E9 IJLFN;P JKT H;FT9K;! >9: >9H9K;J;NX9HV , JLE H;FT9K;!>9: >9H9K;J;NX9!SMNEJX9!GK9 EJNI XG;9 GK!;ENH < J;;9>V
- %/\*32\$, ? /, '. (1'3"3\$3\*3, ' () \*+, -, . %/\*O, 1\* 2+%3/., /' (1
  - ?VB \*E9 2EJII≥: 9>HGK HEJIN H9>X9 JH ;E9 JT < IKIH;>J;G> IG> ;E9 -9: J>; < 9K;V
  - ?V@ \*E9 2EJ№: 9>HGK G> EIH[E9> T9HIDKJ;9 HEJN >9: >9H9K; JKT =9 ;E9!H: G\9H: 9>HGK IG> ;E9! -9: J>;<9K; GK LGN909 JKT FKIK9>HMP <J;;9>HV
  - ?V` \*E9 2EJM: 9>HGK G> EMF[E9> T9HIOKJ;9 HEJN LGKTFL; JN T9: J>; < 9K; < 99; IKOHV
  - \*E9 2EJIb: 9>HGK!HEJN!ONK9!TF9!LGKHMT9>J;MGK!;G!;E9!>9LG<<9KTJ;MGKH!GI!;E9!IJLFN;P!JKT

## **ByLaws**

;E9 H;FT9K;I>9:>9H9K;J;IX9H>9IU;IX0 ;G ;E9 J>9JH MK %>;ILI9 `VB JV!=V!LV!TV!JKT 9V! 31 ;E9 2EJJJ: 9>HGK!TG9H KG; LGKLF> SM;EI;E9 < JWG>MP>9LG < 9KTJ;IMGKIG1 ;E9 -9: J>; < 9K;7G>GI J -9: J>; < 9K;7G>;E9 G> HE9 HEJNLG < FKMLJ;9 ;E9 2EJJJ]H G: IKMGK JKT>J;IMGKJN9 ;G ;E9 -9: J>; < 9K;7G>;E9 LG < M;997 E9 G> HE9 HEJNLG < FKMLJ;9 ;E9 2EJJJ]H G: IKMGK JKT>J;IMGKJN9 ;G ;E9 -9: J>; < 9K;7G>;E9 LG < M;99 < J\MK0 ;E9 >9LG < 9KTJ;IMGK 31 ;E9 TH: F;9 MH KG; >9HGIX9T SM;EIK ;E9 -9: J>; < 9K;7 ;E9 2EJJJ]: 9>HGK HEJNJ;;JLE J H;J;9 < 9K;IG1!;E9 < JWG>M;P >9LG < 9KTJ;IMGK ;G ;E9 2EJJJ]: 9>LG < 9KTJ;IMGK SE9K M;INH HF = < M;9T ;G ;E9 J: :>G: >NJ;9 JT < MKM;JJ;MX9!G> IJLFN;P FKM; IG> J: :>GXJN

- ?V? \*E9 2EJIII»: 9>HGK GI ;E9 9: J>; < 9K; HEJINIH: 9LMP JKP TIKIHIIGK GI G: IKIIGK IK ;E9 9: J>; < 9K; SE9K IG>SJ>TIKO ;G ;E9 JT < IKIH;>J;IGK ;E9 2EJIII]H>9LG < 9KTJ;IGKH LGKL9>KIKO ;E9 IHHF9H H: 9LIMI9T IK %>;ILI9 `!GI!;E9H9!"PIJSHV
- %/\*32\$, b -, 23'3(1!O%c314
  - bvb
     /9:>9H9K;J;IX9H
     GI
     ;E9
     -9: J>; < 9K;</td>
     IKLINET9
     JIN
     IFINL;M<9</td>
     IJLEN;P
     SM;E
     LGK;IKENKO

     J:::GIK;
     9K;H
     JKTH;ET9K;>9:>9H9K;J;IX9H
     TENP
     9N9L;9T
     G>J:::GIK;9T
     FKT9>;E9!:>GXIHINGKH

     GI %>;ILI9
     BAV
  - bV@ %!<JWG>M;PGI;E9IJLFN;P!SWNLGKH;M;F;9J^FG>F<NKT9:J>;<9K;JN<99;NKOHV
- %/\*32\$, d ./(e#!/,./,',1\*%\*3(1
  - dVB %!IJLFN;P <9<=9> SEG!<FH; <NHH J T9: J>;<9K;JN G> LG<<N;;99 <99;NKO HEJN EJX9 ;E9 G: ;NGK!GI ONKNKO J S>N;;9K!:>GYP ;G!JKG;E9> 'GLNGNGOP IJLFN;P <9<=9>V
  - dv@
     %!0>JTFJ;9!H;FT9K;>9:>9H9K;J;IX9!SEG < FH; < NHH J!T9: J>; < 9K;JNG>LG< < N;99 < 99;IK0</td>

     HEJNWOIK9 J S>N;9K :>GYP;G JKG;E9> 0>JTFJ;9 H;FT9K; IK OGGT
     < 99;IK0HV</td>
     %!0>46H;EDENC

## **ByLaws**

\*E9H9 J: : GIK; < 9K; H J>9 HF=W9L; ;G >J; MILJ; IIGK =P ;E9 IJLFII; P JKT H; FT9K; >9: >9H9K; J; IIX9H TF>IK0 ;E9 T9: J>; < 9K; JI >9; >9J; !9JLE!) JN!! 9 < 9H; 9>V

- fVC \*E9 -9: J>; <9K; SIN EJX9 ;E9 IGNGSIKO H; JKTIKO LG < < M; ;99HZ
  - $$\label{eq:fvcvb} \begin{split} & \frac{"PIUSH 2G < < M; ;99!SMNILGKTFL; IJK!JKKFJN!>9XNPS!GI!; E9!"PIUSH!JKT!HF= < M!; E9N >>9LG < < 9KTJ; NGKH ;G ;E9 9: J>; < 9K; V *ENH LG < < M; ;99 SMN = 9 LG < : GH9T!GI J; N9JH; I; SG!IJLFN; P! < 9 <= 9>HV \end{split}$$
  - fvcv@
     \*9LEKGNGOP[2G<<FKM\_J;NGKH!2G<<N;99!NH!;G!<JNK;JNK!;E9!-9:J>;<9K;JN!S9=</th>

     : J09H JKT!IJLMM;J;9 LG<<FKM\_J;NGKH SM;ENK JKT GF;HMT9;E9-9:J>;<9K;V</td>

     !\*ENH!LG<<M;;99!SMN!=9!LG<:GH9T GI J;N9JH;;SG IJLFN;P<9<=9>HV
  - - JV , Y9LF;  $MY92G < < M_{2}$ ; 99 IFKL; MGKH JKT TF; MPH MKLNFT9Z
      - BV \*G H9>X9 JH JTXNHG>P =GJ>T ;G ;E9 2EJN≥:9>HGK NK -9: J>;<9K; JT<NKNH;>J;NGKV
      - @V \*G LGKHFN; SME ('!2EJN▷ JKT :>9: J>9 J09KTJ!IG> T9: J>;<9K;JN <99;IKOH</pre>
      - \*G JL; IG> ;E9 9: J>; <9K; IK 9<9>09KLP < J;;9>H JKT ;G >9: G>;!;G IJLFII;P GK JL;IIGKH HG ;J\9KV
      - CV \*G J::GNK; H;JII <9<=9>H ;G XJ>NGFH H;JKTNKO LG<<N;;99H!JKT GIINL9H!SE9>9 9N9L;NGK NH!KG; G;E9>SNH9:>GXNT9T!IG>V
      - ?()Tj/TT21Tf1.162OTd[(;J)-2(\)-2(9)Tj/TT21Tf6.941OTd[(9)

>9LG<<9KT LGF>H9H7 LEJK09H IK LGF>H9H7 JKT HLE9TFINK0 GI LIJHH9H!0

>9LG<<9KTJ;NGKH LGKL9>KNK0 :>G:GHJNH IG>! LEJK09H!NK <JNG>JKT <NKG>>9^FN>9<9K;HV

- `V \*G >9XN9S JKT <J\9 >9LG<<9KTJ;NGKH LGKL9>KNKO ;E9 ;9JLENKO HLE9TFN9 IG> JNN LGF>H9H!KF<=9>9T FKT9> dAAV
- CV \*G =9 LGKL9>K9T SM;E ;E9 JT9^FJLP GI ;E9 -9: J>; <9K;]H : J>;MLM: J;MGK MK ;E9 09K9>JN 9TFLJ;MGK :>G0>J < GI ;E9!2GN909!JKT GI ;E9! H9>XML9 LGF>H9H!GI19>9T!;G!H;FT9K;H!MK!G;E9> HLEGGMH!GI ;E9 5KM\$9>HM;PV
- ?V \*E9 LG < <\k; 99 MH JNHG LEJ>09T SM;E G>0JKMINK0FKT9>0>JTFJ;9>9L>FM; <9K; 911G>;H ;G < JNK;JNK G>!NKL>9JH9;E9;G;JN KF <=9>!G1! 'GLNGNG0P < JNG>H JKT <NKG>HV
- bV \*G S>M;9 JKT TH;>M=F;9 ;E9 >9^F№9T JHH9HH <9K;H!GI!;E9!FKT9>0>JTFJ;9!:>G0>J <7 MKLNFTNK0 =G;E >90FNJ> :>G0>J < JHH9HH <9K; JKT 09K9>JN 9TFLJ;MGK >9^F№9<9K; JHH9HH <9K;HV

- %/\*32\$, h –,.%/\*O,1\*%\$O,,\*314'
  - hVB \*E9 -9: J>; <9K; HEJN <99; J; N9JH; GKL9 9JLE H9<9H;9>7 =F; ;P: M\_JNP GKL9 9JLE <GK;E TF>IK0 ;E9 )JN JKT!' : >IK0!H9<9H;9>HV
  - hV@ O99;NKOHGI;E9-9:J>;<9K;<JP=9LJN9T9N;E9>=P;E92EJN>:9>HGKG>JKP;E>99,Y9LF;NK9 2G<<N;;991JLFN;P<9<=9>HV
  - hV` )JLFN;P <9<=9>H HEJNØ 9YL9: ; SE9K : >9LNFT9T =P 9Y;>JG>TNKJ>P LN>LF < H;JKL9H7 =9 KG;MN9T MK S>M;NK0 GI ;M<97 : NJL9 JKT J09KTJ GI T9: J>;<9K; <99;NK0H J; N9JH; ;E>99 SG>\NK0 TJPH : >NG> ;G!;E9 HLE9TFN9T!<99;NK0V
- %/\*32\$, BA '\*5-, 1\*!/, . /, ', 1\*%\*36, '!
  - BAVB \*E9>9 HEJIN =9 ;SG XG;IKO 0>JTFJ;9 H;FT9K; >9: >9H9K;J;IK9H!IK!T9: J>; <9K;JN! <99;IKOHV \*E9>9 HEJIN JHG =9 GK9 0>JTFJ;9 H;FT9K; >9: >9H9K;J;IK9 GK!;E9 - (' 4>JTFJ;9 ';FTIPH 2G < <k;997 JKT!GK9 0>JTFJ;9 H;FT9K; >9: >9H9K;J;IK9 GK!;E9 - (' 5KT9>0>JTFJ;9 ';FTIPH 2G < <k;99V \*E9 0>JTFJ;9 H;FT9K; >9: >9H9K;J;IK9H IG> T9: J>; <9K;JN <99;IKOH <JP =9 ;E9 HJ <9 H;FT9K;H!JH!9N9L;9T IG> ;E9 4>JTFJ;9 JKT!5KT9>0>JTFJ;9 ';FTMPH 2G < <k;99 8IG> J ;G;JN GI!;SG >9: >9H9K;J;IK9HD!G>!0>JTFJ;9 H;FT9K;!>9: >9H9K;J;IK9H <JP LGKHHH;!GI!IGF>! TMI9>9K; H;FT9K;H 8;SG!IG> T9: J>; <9K;JN <99;IKOH7 GK9 IG> 4>JTFJ;9 ';FTMPH 2G < K;997 JKT GK9!IG> 5KT9>0>JTFJ;9!';FTMPH 2G < K;997 G> JKP LG <=IKJ;IGK!;E9>9GIDV
  - BAV@ ';FT9K;>9:>9H9K;J;IK9H SIM EJX9!9^FJN XG;IK0 >IDE;H SM;E IJLFN;P GK JN IHHF9H SM;E ;E9! IGNGSIK0 9YL9: ;IGKHZ
    - BAV@VB ';FT9K;>9:>9H9K;J;IX9H SINI KG;XG;9!IK;E9!9N9L;NGK GI;E9!2EJIIA:9>HGKV
    - BAV@V@ ';FT9K;b9:>9H9K;J;IMX9H SIMEJX9GK9\_EJNIXG;99JLENKIT9:J>;<9K;JN<99;IK0HGK JN: 9>HGKK9N<J;;9>H7!9YLNFTIK0>9;9K;IGK7;9KF>9JKT!:>G<G;IGKV
  - 84V \*E9 9II9L;G>J;9 GI 0>JTFJ;9 H; FT9K;H MK HGLIGIGOP HEJIN =9 LG <: GH9T GI JIN LF>>9K;IP 9K>GN9T