

BYLAWS
OF
IDAHO SHERIFFS' ASSOCIATION, INC.

Versions: 9/1989 9/1995 9/1997 2/2003 8/2007 6/2008 12/2008 2/2010 8/2010 12/2013 7/2014
5/2015 5/2016 11/2017

1. OFFICES.

1.1 Principal Office. The principal office of Idaho State Sheriffs' Association, Inc., an Idaho corporation ("Corporation"), shall be located at 3100 S. Vista Ave. Suite 203, Boise, Idaho 83705. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at 3100 S. Vista Ave. Suite 203, Boise, Idaho 83705, and may be changed from time to time by the Board of Directors.

2. MEMBERS.

2.1 Admission to Membership. Any currently-elected or appointed sheriff within the state of Idaho may be admitted as a member of the Corporation upon payment of the annual membership fee set by the Board of Directors for the fiscal year in which such person is eligible for membership. The Idaho Sheriffs' Association fiscal year begins October 1st and ends September 30th. All fees are due and payable on October 1st of each fiscal year, and such fees shall become delinquent on January 31st of that fiscal year. Each person's membership shall expire upon (i) such individual no longer being a currently-elected sheriff, or (ii) on January 31st if the applicable membership fees have not been paid by such date for the current fiscal year.

2.2 Annual Meeting. The annual meeting of the members shall be held on such date and at such time as the Board of Directors shall fix each year for the purpose of transacting such business as may come before the meeting.

2.3 Special Meetings. The President or the Board of Directors may call special meetings of the members for any purpose or purposes. The President shall call a special meeting of the members upon the written request of members having at least 9 of the votes entitled to vote at such meeting.

2.4 Place of Meeting. Meetings of the members shall be held at a place designated by the President with the consent of the Board of Directors.

2.5 Notice of Meetings. It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the President or members

of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following: (1) United States first class mail; (2) word-of-mouth; (3) e-mail; (4) texting; or (5) website posting. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Corporation or such other last known address of which the Corporation may have notice, with postage thereon prepaid.

2.6 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Act or under the provisions of the Articles of Incorporation of the Corporation ("Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.7 Officers of the Members' Meetings. The presiding officer at members' meetings shall be the President of the Corporation or, in the absence of the President, the First Vice President or, in the absence of both the President and First Vice President, the Second Vice President, or, in the absence of the President, Vice President, and Second Vice President, a chairperson designated by the President or in the absence of a person designated by the President, a person elected by the members present at the meeting. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a members' meeting.

2.8 Quorum and Voting Requirements. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles or these Bylaws. A vote of two-thirds of a quorum is necessary to take a position on any legislation.

2.9 Proxies. A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

2.10 Action by Members Without a Meeting. Certain actions required or permitted to be taken at a meeting of the members of the Corporation such as commission or council appointments or legislative support recommendations may be taken using electronic media voting as determined and approved by the President, however the number of votes in each instance must be at least twenty-three (23) and the notice of vote must precede the vote by at least one day to allow for discussion and individual research on the issue to be voted on. A vote of the membership requires a two-thirds majority for a position to be taken on legislation, however a majority vote is required on all other matters. Action taken by the Board using electronic media voting shall in each instance

have at least six (6) votes in the majority to take a position on legislation and five (5) votes majority on all other issues.

2.11 Honorary Members. The Board may designate various categories of honorary members of the Corporation, which shall include, at a minimum: (i) former Idaho sheriffs in good standing as determined by the Board, (ii) the Director of the Idaho State Police, (iii) the Director of the Idaho Peace Officers Standards and Training, (iv) the Director of the Idaho Department of Corrections, (v) the Director of the Idaho Department of Juvenile Corrections, (vi) a corporate affiliate of the Corporation as identified by the Executive Committee, and (vii) the executive director of the Idaho Association of Counties. Such members shall have no voting rights and shall not be “members” within the meaning of the Act, but they shall be invited to attend Member meetings from time to time as determined by the Board.

2.12 Voting on Policies and Procedures. As stated in Section 3.1 below, all corporate powers and business and affairs of the Corporation shall be exercised by the Board of Directors. Notwithstanding this authority, the Members may vote to overrule the Board of Directors on matters designated by the Board of Directors from time to time as corporate policies or procedures and submitted to the Members.

3. BOARD OF DIRECTORS.

3.1 General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (i) except as may be otherwise provided in the Act, (ii) except as may be otherwise provided by the Articles, and (iii) except with regard to certain policies and procedures of the Corporation as provided in Section 2.12 above. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

3.2 Performance. A Director shall perform such Director’s duties as a Director, including such Director’s duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director’s duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person’s professional or expert competence; or

- (c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

3.3 Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.4 Number, Election and Qualification of Directors. The number of Directors serving on the Board of Directors shall be nine (9), except as otherwise fixed pursuant to resolutions adopted by the Board of Directors from time to time. Each Director elected as Second Vice President with the exception of Secretary shall serve a term of four (4) years beginning as Second Vice President, followed by each successive year in the office of First Vice President, President and Immediate Past President. The Director elected as Secretary shall serve a term of two (2) years. Officers of the Board, also known as the Executive Board, shall each year at the annual meeting of the corporation, nominate Directors from the membership to Chair Standing Committees. Members may also nominate from the floor. The membership shall confirm or deny the nomination(s). A Director At Large, due to a Director holding two offices shall be elected by the general membership annually until the position is no longer available. A Director At Large position is a Director that is not an Officer or a Chair of a Standing Committee. The names and addresses of the members of the first Board of Directors have been stated in the Articles. Each Director shall hold office for the term for which such Director is elected, or appointed and until such Director's successor shall have been elected or appointed and qualified. Directors must be members in order to be eligible to serve as a Director of the Corporation.

3.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

3.6 Removal of Directors. At a meeting of the Board of Directors called expressly for that purpose, any director may be removed with cause by a vote of a majority of the Directors then in office. Any Director may be removed at such a meeting without cause by a vote of two-thirds of the Directors then in office.

4. COMMITTEES

4.1 Membership. The President, by resolution adopted by a majority of the Directors may designate and appoint one or more committees, each of which shall consist of two or more Directors or members. The President shall invite recommendations from the Board of Directors for the appointment of individuals to the committees.

4.2 Authority. Committees, to the extent provided in the resolution establishing the committee, shall have and exercise the authority granted to them by the Board of Directors; provided, however, that no Director committee shall have the authority of the Board of Directors in reference to (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any such Director committee and the delegation of authority to a Director committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors, or any individual Director.

4.3 Standing Committees. The Corporation's standing Committees shall consist of the Legislative Committee, the Jail Standards and Inspection Committee, the Operations Committee, and the Training Committee. The President shall recommend, and the Board of Directors shall nominate a chair for each Committee at the annual meeting and membership shall vote on the nomination. Members may also nominate from the floor. Committee chairs shall be Directors of the Corporation. In fulfilling the membership of each committee, the Board shall make an effort to establish representation from different geographic regions of the state.

4.4 Tenure. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation unless (i) the committee is sooner terminated, (ii) such member is removed from the committee, or (iii) such member ceases to qualify as a member of the committee.

4.5 Duty to Serve. Each committee member shall be a member of at least one Standing Committee.

4.6 Committee Membership Change. Any committee member may request to change committees at any time by giving notice to the Board of Directors, the President, or the Secretary of the Corporation.

4.7 Removal. Any committee member may be removed by the Board of Directors with or without cause.

4.8 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, two or more members of a 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.

4.9 Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. All meetings of the Corporation shall be held at a place designated by the President and approved by the Board of Directors.

4.10 Except as otherwise provided in this section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written or verbal notice thereof given to all other Directors or committee members, as the case may be, at least three (3) days before the meeting.

4.11 Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by telephone or any electronic communications method by which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee members.

4.12 The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.13 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting.

4.14 Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

4.15 Quorum and Voting Requirements. A majority of the number of Directors fixed by section 3.3 of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless stated otherwise. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee unless stated otherwise.

4.16 Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by a majority of the Directors, or a majority of the members of the committee, as the case may be.

4.17 Compensation. No Director or committee member shall receive a salary or compensation for services in that capacity but may be reimbursed for actual expenses incurred in the performance of such services.

4.18 Director Conflicts of Interest. Any Director who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such a person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

4.19 No Director shall cast a vote on any matter which has a direct bearing on services to be provided by that Director, or any organization which such Director represents or which such Director has an ownership interest or is otherwise interested or affiliated, which would directly or indirectly financially benefit such Director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contract shall be authorized.

4.20 Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

4.21 Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

4.22 A Director shall not be liable under this section if, in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the President or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

4.23 A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

4.24 A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such

distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively.

5. OFFICERS.

5.1 Number. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, and Immediate Past President. Each Officer elected as Second Vice President shall serve a term of four (4) years beginning as Second Vice President, followed by each successive year in the office of First Vice President, President and Immediate Past President. The Secretary shall be elected by the general membership and serve a two (2) year term. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

5.2 Election and Term of Office. The officers of the Corporation, with the exception of Secretary, shall be elected for a four year term as described in 4.1, at the annual meeting of the Corporation by the general membership. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President for the unexpired portion of the term, subject to the authority of the Board of Directors to appoint an alternate individual to fill the vacancy.

5.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the members of the Board of Directors and meetings of the Members. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time, which shall include, without limitation: (i) providing notice of special meetings called in accordance with these Bylaws, and (ii) serving as an ex-officio, non-voting member of all committees of the Corporation. The President may also appoint Task Forces as needed to examine specific issues as he or she determines.

5.6 First Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the First Vice President by the President or by the Board of Directors.

5.7 Second Vice President. In the absence of the President and the First Vice President or in the event of both or their deaths, inability or refusal to act, the Second Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Second Vice President by the President or by the Board of Directors.

5.8 Secretary. The Secretary shall attend all meetings of the Board of Directors and the Members and shall oversee the preparation and maintenance of proper minutes of those meetings. The Secretary shall oversee the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected, provided that the Secretary may fulfill these duties by causing the Executive Director to carry them out. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

5.9 Immediate Past President. The Immediate Past President shall fulfill any duties assigned to him or her by the Board from time to time.

5.10 Officer Conflict of Interest. Any officer who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

6. STAFF AND CONTRACTORS.

6.1 Employment. The Board of Directors shall have the authority to employ an Executive Director and such other staff as the Corporation may reasonably require from time to time. The Executive Director shall assume all authority, powers, functions and duties as may be delegated to him or her by the Board of Directors except as may be prohibited or otherwise limited by the Act.

6.2 Terms of Employment. All compensation paid to a staff person shall be approved by the Board of Directors. Compensation for staff personnel shall be reasonable and will be based on the following factors: (1) the amount and type of compensation received by others in similar positions, (2) the compensation levels paid in our particular geographic community, (3) the amount of time the individual is spending in their position, (4) the expertise and other pertinent background of the individual, (5) the size and complexity of the organization, and (6) the need of the

organization for the services of the particular individual. If desired by the Board of Directors, the terms and conditions of employment of the staff may be set forth in a written contract approved by the Board of Directors and signed by the Corporation and the staff person.

6.3 Removal. A staff person may be terminated only (i) by the Board of Directors at a special meeting called for such purpose, and (ii) in accordance with the terms of the written employment contract if such contract exists.

6.4 Staff Conflict of Interest. Any staff person who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

6.5 Contractors and Other Engagements. The Board may enter into an agreement or hire an organization, person, or persons to act in the following position(s): Jail Inspector and Jail Standards Coordinator, Legislative Lobbyist (so long as such engagement does not conflict in any way with the Corporation's status as a 501(c)(3) entity), General Counsel to provide legal services, or any other types of professionals or engagements as deemed appropriate by the Board.

7. MISCELLANEOUS.

7.1 Indemnification of Officers, Directors, Employees and Agents. The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the extent permitted by, and in accordance with, the Act. 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 is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

7.2 Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names and addresses of all Members. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The foregoing records may be kept electronically and stored at a remote site so long as they are readily available.

7.3 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.4 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 of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.5 Checks, Drafts, 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, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors. In no case, however, shall there be less than two signatures on each check issued by the Corporation.

7.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.7 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.

7.8 Annual Financial Statements. The officers of the Corporation shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the Directors at each annual meeting of the Board of Directors.

7.9 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year, except that the first fiscal year shall begin on the date of incorporation.

7.10 Regulation of Internal Affairs. The internal affairs of the Corporation shall be regulated as set forth in these Bylaws to the extent that these Bylaws are lawful under the Act. With respect to any matter not covered in these Bylaws, the provisions of the Act shall be controlling so long as such provisions of the Act are not inconsistent with the lawful provisions of these Bylaws.

7.11 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

The undersigned, being the Secretary of the Corporation, does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the 11th day of December, 2017.