

**BYLAWS
OF
RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE**

**ARTICLE I
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation shall have the power to conduct all lawful affairs not required to be specifically stated in the Corporation's Articles of Incorporation for which corporations may be incorporated under the Virginia Nonstock Corporation Act; provided that it may engage only in activities that may be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law and by a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

**ARTICLE II
BOARD OF DIRECTORS**

2.1 General Powers. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors (“Board”).

2.2 Number of Directors. The number of directors shall be not less than two (2) nor more than thirty-five (35), except that if no directors elected by the Board as provided in Section 2.4 below are serving, the number shall be not less than one (1) nor more than three (3).

2.3 Ex-officio Director. The person, if any, holding the position of President and Chief Executive Officer of the Corporation, from time to time shall be a director, *ex officio*. If this position is vacant, but an “acting” holder of that position has been duly designated by the applicable organization, the acting official shall serve as an *ex-officio* director of the Corporation.

2.4 Elected Directors.

(a) The remaining Directors shall be elected by the incumbent Board of Directors from time to time for terms of three (3) years, except that (i) a director elected to fill a vacancy arising when a predecessor fails to complete a three-year term shall have a term comprised of the remaining unexpired term of the predecessor whom the newly elected director has replaced; (ii) the terms of directors elected by the Board may be staggered as provided in paragraph (b) below; and (iii) the initial directors shall be as provided in Section 2.14 below. Despite the expiration of a director's term, unless sooner removed, directors elected by the Board shall serve until successor directors of that director's group (as described in paragraph (b) below) have been elected and have qualified.

(b) The directors elected by the Board of Directors shall be divided into three groups of approximately equal number. Among the directors first elected by the Board, directors of one group shall serve an initial term of one (1) year, directors of another group shall serve an initial term of two (2) years, and directors of the third group shall serve an initial term of three (3) years. Successor directors shall be elected to three-year terms, but in the event that the number of directors is increased by the Board's election of a larger number of directors permitted by Article 2.2 above, a new director designated for a group of directors who have already commenced their three-year terms shall have an initial term limited to the remaining unexpired term of the other directors of that group.

(c) No director may be elected for more than three (3) consecutive terms except that: (i) any director serving for a period of less than three (3) years pursuant to Article 2.4(a) above may subsequently be elected for three (3) additional three (3) year terms, and (ii) at any given time the Board of Directors may approve up to three (3) directors having a fourth consecutive term. After a director serves the maximum number of consecutive terms, he or she may be elected to the Board again so long as such election takes place not sooner than the annual meeting of the Board following the annual meeting at which the director's last term expired.

2.5 Compensation. No director elected by the Board of Directors shall be compensated for service as a director. However, nothing contained in the Articles of Incorporation or Bylaws of the Corporation shall be construed to prevent any director from receiving reasonable compensation for other services rendered to, and in, furtherance of the purposes of, the Corporation.

2.6 Resignation. Any director may resign from office by delivering a written statement of resignation to the Chair or the Secretary. Any such resignation shall take effect immediately upon its receipt by such officer, unless a later effective time or date for the resignation is specified in the notice of resignation. Resignation as a director shall also cause the forfeiture of such director's position as an officer, if any.

2.7 Removal. Any director elected by the Board of Directors may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of two-thirds of the directors then serving on the Board, if notice of intention to act on the removal shall have been included in the notice of the meeting. Removal as a director shall also terminate the director's position, if any, as an officer.

2.8 Annual and Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such times as the Board may designate from time to time, and the Board shall establish one of its meetings each year as the annual meeting of the Board. Regular meetings may be held without notice of time, place or purpose thereof.

2.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the President and Chief Executive Officer of the Corporation, or any two directors. Notice of the time and place of each special meeting shall be given orally or in writing to each director. Such notice, if given in person, by private carrier, telegram, electronic mail, or telephone, must be received at least twenty-four hours prior to the meeting, and, if given by mail, must be mailed postpaid and correctly addressed and postmarked at least six days prior to the meeting; provided that if the notice is sent by certified mail, the notice is sufficient if the recipient is signed by or on behalf of the addressee at least twenty-four hours prior to the meeting. Any director may waive notice of any meeting, and attendance at or

participation in any meeting shall constitute a waiver of notice of the meeting unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. For purposes of this Article 2.9 notice to a director by facsimile transmission or electronic mail shall be effective, even if not actually received by the director, if the director has consented (and has not revoked the consent) to receive notice by facsimile at the telephone number to which the notice is directed or to receive notice at the electronic mail address to which the electronic mail is directed. A director will be deemed to have revoked the director's consent to notice by facsimile or electronic mail if the Corporation is unable to deliver by facsimile or electronic mail, as the case may be, two consecutive notices given by the Corporation pursuant to the director's consent and that inability becomes known to the Secretary or other person responsible for the giving of notice.

2.10 Quorum. A majority of the number of directors serving at the time of any meeting shall constitute a quorum for the transaction of business by the Board of Directors. If a quorum is not present, a majority of those in attendance may adjourn the meeting from time to time until a quorum is obtained.

2.11 Manner of Acting. Except as otherwise expressly provided herein, the act of the majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a signed consent, including signed consent by electronic mail or facsimile transmission, setting forth the action so taken (and, if signed at a time other than at the time such action is to be effective, the consent states the dates on which each director signed) shall be signed before or after such action by all of the directors. Such signed consent shall have the same force and effect as a unanimous vote.

2.12 Presumption of Assent. A director who is present at a meeting of the Board of Directors when any action is taken is deemed to have assented to the action taken unless the director votes against or abstains from the action taken, or has objected at the beginning of the meeting, or promptly upon the director's arrival, to the holding of the meeting or transacting specified business at the meeting. Any such dissenting votes, abstentions or objections shall be entered in the minutes of the meeting.

2.13 Manner of Participation. Directors may participate in and hold a meeting by means of telephone or other communications equipment by means of which all persons participating in the meeting may hear each other.

2.14 Initial Directors. The initial directors and their periods of service shall be as set forth in the articles of incorporation.

ARTICLE III

ADVISORY BOARD

3.1 General Powers and Number and Term of Advisory Board Members. Upon a vote of the majority of the Directors, the Corporation shall also have an Advisory Board of Directors ("Advisory Board"), which Advisory Board shall support the Corporation and, from time to time, provide advice and guidance to the Board and its Officers. The number of Advisory Board members ("Advisory Board Members") shall be not less than twenty-five (25) nor more than one hundred twenty-five (125). The Advisory Board shall be comprised of individuals who are leaders and very knowledgeable and engaged in the RVA and/or Hampton Roads communities. The Advisory Board Members shall be selected by the Board from time to time for terms of 3 (three) years, except that (i) an Advisory Board Member elected to fill a vacancy arising when a predecessor fails to complete a 3-year term shall have a term comprised of the remaining unexpired term of the predecessor whom the newly directed director has replaced; and (ii) the term of the Advisory Board Member elected by the Board may be staggered in a similar manner to the procedure provided in Section 2.4(b) above. No Advisory Board Member elected by the Board shall be compensated for service as an Advisory Board Member. However, nothing contained in the Article of Incorporation or Bylaws of the Corporation shall be construed to prohibit any Advisory Board Member from receiving reasonable compensation for other services rendered to, and in, furtherance of the purposes of the Corporation.

3.2 Resignation. Any Advisory Board Member may resign from office by delivering a written statement of resignation to the Chair of the Advisory Board and the President of the Corporation. Any such resignation shall take effect immediately upon its receipt, unless a later effective time or date for the resignation is specified in the notice of resignation.

3.3 Removal. Any Advisory Board Member elected by the Board may be removed with or without cause at any meeting of the Board by the affirmative vote of a majority of Directors then serving on the Board, if notice of intention to act on the removal shall have been included in the notice of the meeting.

3.4 Annual and Regular Meetings. The Advisory Board shall meet at least annually at least three days in advance of the annual Board Meeting. Additional meetings of the Advisory Board may be called by or at the request of the Chair of the Advisory Board or the President of the Corporation. Notice of the time and place of each meeting shall be given in writing to each Advisory Board Member. Such notice, if given by private carrier, telegram, or electronic mail, must be received twenty-four hours prior to the meeting, and, if given by mail, must be mailed postpaid and correctly addressed and postmarked at least six days prior to the meeting; provided that if the notice is sent by certified mail, the notice is sufficient if the receipt is signed by or on behalf of the addressee at least twenty-four hours prior to the meeting. Any Advisory Board Member may waive notice of any meeting, and attendance at or participation in any meeting shall constitute a waiver of notice of the meeting unless the Chair of the Advisory Board objects at the beginning of the meeting.

3.5 Chairman of the Advisory Board. The Chairman of the Advisory Board shall preside at all meetings of the Advisory Board. The Chairman of the Advisory Board shall perform such other duties and shall have such other powers as may be incidental to the office of the Chairman of the Advisory Board or as the Board or the Executive Committee may from time to time prescribe.

ARTICLE IV **COMMITTEES**

4.1 Executive Committee. An Executive Committee may be nominated each year by the Chair and elected by the Board of Directors, by vote of a majority of the directors in office, and (if constituted) shall include the Chair, the Secretary/Treasurer, and two (2) other directors who are nominated by the Chair and elected by the Board of Directors, by vote of a majority of the directors in office. The Executive Committee shall, to the extent consistent with law, exercise the authority of the Board of Directors between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings which are consistent with law, the Articles of Incorporation and these Bylaws. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

4.2 Other Committees. In addition to the Executive Committee, the Board of Directors may appoint such standing or ad hoc committees as the Board may deem advisable from time to time. Each committee of the Corporation shall be composed of a Chair and at least two (2) other directors who shall be nominated by the Chair and elected by the Board of Directors. The Board shall determine the authority and duties of such committees; provided, however, that committees all of whose members have not been elected by a majority of the directors in office shall not possess or exercise authority of the Board of Directors under Section 13,1-853 B of the Code of Virginia (or any successor provision). A committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except such as is specifically conferred by the Board.

4.3 Meetings. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

4.4 Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of the majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

4.5 Resignation. Any member of a committee may resign at any time by giving written notice of his intention to do so to the Chair or the Secretary/Treasurer.

4.6 Vacancies. Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board of Directors.

ARTICLE V **OFFICERS**

5.1 Officers. The officers of the Corporation shall be a Chair of the Board ("Chair"), a President and Chief Executive Officer ("President") and a Secretary/Treasurer. In addition, the Corporation shall have such other officers as may be elected from time to time by the Board of Directors. Assistant Secretary/Treasurers may be appointed from time to time by the President.

5.2 Terms of Office and Removal. All officers shall be elected annually by the Board of Directors, except that (a) the Chair shall be elected for a three (3) year term, to be extended by one additional year for extenuating circumstances if so determined and approved by the Board, (b) rather than having a fixed term, the President shall serve at the pleasure of the Board without a fixed term, and (c) officers appointed by the President pursuant to Article 5.1 shall serve at the pleasure of the President. Upon being elected as Chair, the Chair (if elected as a director by the Board of Directors) shall be placed in the class of directors whose term begins at the annual meeting of the Board in which his or her term as Chair begins. Election of an officer or agent shall not create any contract right. Any officer or agent may be removed, with or without cause, at any time when the Board of Directors, in its absolute discretion, shall consider that the best interests of the Corporation would be served thereby. Any officer may resign at any time. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

5.3 Chair. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair of the Board shall perform such other duties and shall have such other powers as may be incidental to the office of Chair or as the Board or the Executive Committee may from time to time prescribe.

5.4 President. The President, operating under the supervision and direction of the Board of Directors, shall be the chief executive officer of the Corporation and shall supervise the operation of the business and affairs of the Corporation on a daily basis and in accordance with the policies and procedures established by the Board and the Executive Committee. The President shall have such duties and responsibilities as may be assigned or delegated by the Board and the Executive Committee, including, without limitation, the hiring, termination and supervision of the professional staff and other employees of the Corporation, the establishment of operating procedures for the Corporation, the development of operating budgets for the Corporation to present to the Board for approval, and the supervision of the expenditures of funds by the Corporation within an approved budget. The President shall make such reports and perform such other duties as may be incidental to the office of President or as the Board or the Executive Committee may from time to time prescribe.

The President shall keep the Board of Directors fully apprised of the operations of the Corporation and shall consult with the Board, the Executive Committee and the other committees of the Board on all matters that require their approval. The President shall attend all meetings of the Board of Directors and the Executive Committee and of any other committees of the Board when requested to do so.

5.5 Secretary/Treasurer. The Secretary/Treasurer shall serve as secretary of the Board of Directors and the Executive Committee. The Secretary/Treasurer shall keep the minutes of all meetings of the Board and the Executive Committee, attend to serving and giving all notices of the Corporation; and have charge of the corporate seal and such books, records and papers as the Board may direct. The Secretary/Treasurer shall also keep or cause to be kept full and accurate accounts of all receipts and disbursements in books belonging to the Corporation; shall have the care and custody of all funds and securities of the Corporation; shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President of the corporation. The Secretary/Treasurer shall perform such other duties as may be incident to the office or as may be prescribed by the President. If Assistant Secretary/Treasurers are appointed, each such officer shall be authorized to perform the functions of the Secretary/Treasurer upon the request or absence of the Secretary/Treasurer.

5.6 Other Officers. Other officers of the Corporation elected or appointed in accordance with these Bylaws shall have such authority and duties as may be prescribed by the Board or by the officer appointing them or as may generally pertain to their respective offices.

5.7 Agents and Employees. Subject to the authority of the Board of Directors, the President or any other officer authorized by the President may employ such agents and employees, other than officers, as such officer may deem advisable for the prompt and orderly transaction of the business of the Corporation. Any officer so doing may define the duties of such agents and employees, fix their compensation and dismiss them. Such officer is authorized, on behalf of the Corporation, to execute any agency, employment, or other such agreements that may be necessary and proper to effect the employment of such agent or employee.

5.8 Compensation. The Board of Directors shall have authority to fix the compensation, if any, of all officers of the Corporation.

ARTICLE VI

INDEMNIFICATION AND INSURANCE

6.1 Indemnification. To the fullest extent permitted and in the manner prescribed by the Articles of Incorporation of the Corporation, the Corporation shall 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 (including an action or suit by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that the person 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, partner, manager, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against judgments, fines and amounts paid in settlement in connection with such action, suit or proceeding.

6.2 Advances. Expenses incurred in defending an action, suit or proceeding, whether civil, criminal or administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the Articles of Incorporation of the Corporation.

6.3 Other Persons. The Board is empowered to cause the Corporation to indemnify, or contract in advance to indemnify (and advance reasonable expenses to) any person not specified in Article 6.1 who was or is a party to any proceeding by reason of the fact that the person is or was an 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, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Article 6.1.

6.4 Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this ARTICLE VI and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from the person's status as such, whether or not the Corporation would have power to indemnify that person against such liability under the provisions of this ARTICLE VI.

6.5 Successors and Non-Exclusivity. Every reference in this ARTICLE VI to a director, officer, employee or agent shall include former directors, directors, officers, employees and agents, and their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director, director, officer, employee or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation should not have power to indemnify the director, director, officer, employee or agent under the provisions of this ARTICLE VI.

6.6 Amendments. Any amendment to or repeal of this ARTICLE VI shall not adversely affect any right or protection of any director, officer, employee or agent of the Corporation for or with respect to any acts or omissions of the director or officer occurring prior to the amendment or repeal.

ARTICLE VII

GIFTS TO THE CORPORATION

7.1 Gifts. Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation in any will, deed or other instrument legally operative to transfer title to the gift to the Corporation. Gifts shall vest in the Corporation upon receipt and acceptance by the Corporation. The Corporation need not accept a gift if the Board of Directors determines that the gift is not in the Corporation's best interests. The Board may provide that any gift to the Corporation be accepted by an entity wholly-owned by the Corporation.

7.2 Designation of Trustee, Custodian or Agent. Anything in these Bylaws to the contrary notwithstanding, the Board of Directors shall be authorized in each case so far as necessary to designate one or more trustees, custodians or agents to have custody of and administer any gift, and if more than one, the portions to be so held and administered by each. The Corporation may enter into agreements with trustees, custodians or agents having custody of funds of the Corporation, specifying additional terms of such custody. The Board shall have the power to remove and/or replace any trustee, custodian or agent, with or without cause.

7.3 Commingling of Funds. No gift shall be required separately to be invested or held unless the donor so directs and the Corporation agrees to such a requirement in writing, or it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. In the absence of contrary instructions of the donor to which the Corporation has agreed in writing, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name accounts reflecting appropriately the interest of the fund in each common investment or in the trust as a whole or by commingling the funds with other funds, but referring in the Corporation's literature and other commemorative publications to the name designated by the donor of the gift at the time it was received by the Corporation.

ARTICLE VIII

FINANCIAL MATTERS

8.1 Accounting Year. The accounting year of the Corporation shall begin on January 1 and end on December 31 of each year.

8.2 Annual Audit. The books of the Corporation and, so far as is applicable to the funds of the Corporation, the books of each authorized custodian of the funds of the Corporation, shall be audited not less frequently than once each year. The Board of Directors shall select the certified public accountant or accounting firm that will conduct the audit. A copy of the report of the audit shall be furnished to each director as soon as reasonably possible after the end of each fiscal year, and a copy of the report shall be maintained with the Corporation's records.

8.3 Establishment of Accounts. The funds of the Corporation shall be deposited in such financial institutions as the Board of Directors shall designate, and all payments so far as practicable, shall be made by checks. Checks and drafts as well as notes, bonds or other instruments creating or evidencing an obligation for the payment of money shall be signed by the President of the Corporation in the name of the Corporation or as the Board shall direct.

8.4 Investment Powers. The Board of Directors shall have the right, power, authority and discretion to invest and reinvest the assets of the Corporation, and to sell or otherwise dispose of all assets of the Corporation, provided that proper credit is given to the Corporation or any fund of the Corporation of the proceeds of any such investments, sales or dispositions.

8.5 Investment Oversight. The Board of Directors shall have the power to replace any trustee, custodian or agent holding funds of the Corporation for any reason, including breach of fiduciary duty or the failure to provide a reasonable return of net income or appreciation (when not inconsistent with the need of the Corporation for current income), with due regard to the safety of principal, over a reasonable period of time (all as determined by the Board). If the Board believes that there may be grounds for exercising this power due to a breach of fiduciary duty, the Corporation shall notify the trustee, custodian or agent involved and provide a reasonable opportunity for explanation or correction.

ARTICLE IX MISCELLANEOUS

9.1 Voting of Interests in Other Entities. The President is authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares or other equity interests of any other corporation or other entity standing in the name of the Corporation. The authority herein granted to the President to vote or represent on behalf of the Corporation any and all shares or other equity interests held by the Corporation in any other corporation or other entity may be exercised either by the President in person or by any person authorized so to do by proxy or power of attorney duly executed by the President. Notwithstanding the above, however, the Board, in its discretion, may designate by resolution any additional person to vote or represent the shares or other equity interests of other corporations or other entities.

9.2 Execution of Instruments. Unless the Board of Directors shall otherwise generally or in any specific instance provide, any bill, note, check or other negotiable instrument shall be made, signed, accepted or endorsed in the name and on behalf of the Corporation, and any other contract or written instrument shall be signed, sealed, acknowledged and delivered, in the name of and on behalf of the Corporation, by the Chair, the President, or the Secretary/Treasurer. Such signature may be a facsimile.

9.3 Execution of Certifications. Any action taken by the Board of Directors or any committee elected by the Board may be certified by the officer of the Corporation whose duty it

is to keep the minutes of the meeting at which such action was taken or by the director or officer keeping the records of, or presiding at, the meeting. Any such certificate shall be conclusive evidence for all purposes that the certified action was taken.

9.4 Seal. The seal of the Corporation shall be in such form as may be approved from time to time by the Board of Directors and the seal, or a facsimile thereof, may be imprinted or affixed by any process or in any manner reproduced. The Secretary/Treasurer, any Assistant Secretary/Treasurer and any other officer authorized by resolution of the Board shall be empowered to affix and attest the corporate seal on all documents.

9.5 Annual Report. A report containing a summary of the corporation's activities for the preceding year shall be prepared by the corporation each year, and shall be made available for distribution to donors, prospective donors and other persons in the community who express an interest in receiving it.

9.6 Use of Pronouns. Whenever used herein, the masculine pronouns shall include the feminine, the feminine shall include the masculine, the singular shall include the plural, and the plural shall include the singular.

ARTICLE X **DISSOLUTION**


If the Corporation is dissolved, its assets shall be distributed to one or more organizations selected by the Board of Directors that are organized and operating exclusively for charitable, educational or scientific purposes and that at the time qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

ARTICLE XI **AMENDMENT**

Unless otherwise provided by law or indicated herein, these Bylaws or any of them may be altered, amended, or repealed and new Bylaws made by the Board of Directors at any regular meeting, at any special meeting of the Board where such action has been announced in the call and notice of the meeting or by unanimous consent of the Board of Directors in writing in lieu of a meeting.

[SIGNATURE PAGE FOLLOWS]

I hereby certify that this is a true and correct copy of the Bylaws of RVA-HAMPTON ROADS MEGA-REGION COLLABORATIVE, adopted by the Board of Directors on this 29th day of JANUARY, 2020.

By: 
Jim Spore, Secretary

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