

**BYLAWS OF
CENTRAL REGION USERS GROUP
A NON-PROFIT CORPORATION**

**ARTICLE I.
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation is 4150 Kimball Ave., Waterloo, Iowa 50701.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places where it is qualified to do business, within the sixteen states that make up the central region of the Corporation, which are: Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, and Wisconsin, and as the Board of Directors may, from time to time, designate.

**ARTICLE II.
NONPROFIT PURPOSES**

The specific objectives and purposes of this Corporation shall be to:

- A. develop a network of support and share information among Members;
 - B. formulate and pursue common goals for the Corporation;
 - C. share knowledge, techniques, and experience to improve the effectiveness and efficiency of each Member's ambulatory EHR dissemination project using Allscripts' products;
 - D. communicate to Allscripts Healthcare Solutions (AHS) the business, clinical, and technical needs and concerns of the Corporation's Members;
 - E. build a partnership with AHS in the development of the Allscripts' systems;
- and

F. represent Allscripts Central Region users as a unified voice to ensure system enhancements are evaluated and considered by AHS.

ARTICLE III. DIRECTORS

SECTION 1. NUMBER

The Corporation shall have four to six Directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be a Voting Member of the Corporation, as hereafter defined in Article IV.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

- A. perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- C. supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- D. meet at such times and places as required by these Bylaws;
- E. register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each Director shall hold office for a period of one year, with a possibility of re-election, or until his or her successor shall be elected and qualified by a majority vote of the Voting Members.

SECTION 6. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the office of Corporation, at 4510 Kimball Ave., Waterloo, Iowa 50701, unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be as needed.

Directors shall be elected by a majority vote of the Voting Members at the first meeting after January 1 each year, and each Director shall hold office for a period of one year, with a possibility of re-election, or until his or her successor shall be elected and qualified by a majority vote of the Voting Members.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President if the President is absent, any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board of Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

A. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

B. Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice

may be oral or written, may be given personally, by first class mail, via email, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

C. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state and the Bylaws.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE IV.
MEMBERS**

SECTION 1. ELIGIBILITY FOR MEMBERSHIP

The following are eligible to become a Member of the Corporation:

A. any organization that is a client of Allscripts Healthcare Solutions (AHS), and holds a contract with Allscripts or intends to contract to purchase Allscripts license within the central region states listed in Article 1.3 herein;

B. Allscripts personnel serving the Corporation; and

C. by invitation, by the President of the Corporation, or being a developer, consultant, or vendor serving needs common to the Corporation.

SECTION 2. ANNUAL DUES

All Members must pay dues, if any, as discussed in Article IX herein.

SECTION 3. PROFESSIONAL CONDUCT

All Members shall hold harmless Corporation and its Officers, committee members, sponsors, volunteers, speakers, meeting hosts and other Members of any actions of or misrepresentations by any of the above.

SECTION 4. PLACE OF MEETINGS

Meetings shall be held at the office of Corporation, at 4510 Kimball Ave., Waterloo, Iowa 50701, unless otherwise provided by the Members or at such other place as may be designated from time to time by resolution of the Voting Members.

SECTION 5. REGULAR MEETINGS

Regular meetings of Members shall be held when needed, and generally by conference call once per month. Face to face meetings will be held from time to time according to the needs and interests of the Members.

SECTION 6. SPECIAL MEETINGS

Special meetings of the Members may be called by the Chairperson of the Board, the President, the Vice-President if the President is absent, any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Members. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 7. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Members:

A. Regular Meetings. No notice need be given of any regular meeting of the Members.

B. Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Member of each special meeting of the Members. Such notice may be oral or written, may be given personally, by first class mail, via email, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

C. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 8. VOTING

Each Voting Member, as hereafter defined, shall have one vote, and shall designate one representative from their organization to be its voting representative. The voting representative must identify via email to the Corporation's Secretary, that he or she is the voting representative. A Voting Member is any Member that holds a contract with Allscripts or intends to contract to purchase Allscripts license within the central region states listed in Article 1.3 herein, as defined in Section 1(A) above. The Voting Member's vote will be forfeited if its membership application and dues are not current. The Corporation shall also have Non-Voting Members. A Non-Voting Member is any Member that does not hold a contract with Allscripts or intends to contract to purchase Allscripts license within the central region states listed in Article 1.3 herein, as defined in Section 1(A) above.

When the Voting Members are required to vote, the voting representative should send the Voting Member's vote to the Corporation's Secretary via email or by delivering it in person, and voting via email will be accepted according to the following terms and conditions:

- A. one week will be permitted for voting via email;
- B. if an announcement of the vote goes out by email at least one week prior to the meeting, voting via email may be cast in advance; and
- C. if the announcement of the vote is announced at the meeting, voting via email will be permitted for one week after the meeting.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the Voting Members.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 10. MAJORITY ACTION AS MEMBER ACTION

Every act or decision done or made by a majority of the Voting Members present at a meeting duly held at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Members.

ARTICLE V. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The Officers of the Corporation shall be a President, Vice President, a Secretary, Treasurer, Webmaster, and Past President. The Corporation may also have other such Officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Each Officer shall be from a different contract holder that is qualified to be a Voting Member of the Corporation as discussed in Article IV herein.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Voting Members at the first meeting after January 1 each year. If there is no contest for an Officer position, a majority vote of the Voting Members present at the meeting shall elect the Officer. If there is a contest of an Officer position, email votes will be accepted to the nominating committee of the Corporation, for one week after the first meeting after January 1 each year when the election is held, and a majority vote of the Voting Members shall elect the Officer. Each Officer shall hold office for a period of one year, with a possibility of re-election, or until his or her successor shall be elected and qualified by a majority vote of the Voting Members.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a majority vote of the Board of Directors for the remainder of the Officer's term as discussed in these Bylaws.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall organize and preside at all meetings of the Board of Directors and, if this Corporation has Members, at all meetings of the Members. The President shall also serve as the liaison between the Corporation and AHS, and extend invitations to potential Members for membership into the Corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall also assist in coordinating meetings, prepare the meeting agenda, and be responsible for making following up on recommendations made by the Corporation to AHS. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Collect all Member dues, if any.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. WEBMASTER

The Webmaster shall be responsible for maintaining the Corporation's website, and perform all duties incident to the office of Webmaster and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 11. PAST PRESIDENT

The Past President shall be responsible for coaching the current President, and serve as a resource on the history and process of the Corporation, and perform all duties incident to the office of Past President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Past President shall not be elected, but is reserved for the immediate Past President of the Corporation.

**ARTICLE VI.
COMMITTEES**

SECTION 1. NOMINATING COMMITTEE

A nominating committee for the Officers of the Corporation will be appointed by a majority vote of the Board of Directors, in the fourth quarter of each year. The nominating committee will be responsible for recruiting and nominating the Officers for the Corporation. Nominations for Officer positions will be distributed via email to the Members of the Corporation at least four weeks prior to the first meeting after January 1 each year when the election of Officers is held. Nominations for Officer positions will be accepted at the first meeting after January 1 each year when the election is held, or via email to the nominating committee anytime before the meeting is held. Email votes from the Voting Members will not be accepted prior to the meeting.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE VII.
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation for \$500 or greater shall be signed by at least two Officers of the Corporation.

SECTION 3. DEPOSITS

All funds of the Corporation 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.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE VIII. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

A. Minutes of all meetings of Directors, committees of the board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

C. A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;

D. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of

this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 4. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE IX ASSESSMENT OF DUES

Dues from time to time, may be assessed to Members to support the fiscal needs of the Corporation. For dues to be assessed to the Members the following must occur:

- A. The Board of Directors will first make a recommendation to the Members.
- B. An announcement shall be sent to the Members that assessing dues to the Members will be discussed at the next meeting.
- C. The proposal to assess dues to the Members shall be discussed at the meeting of Members.
- D. The vote on assessing dues to the Members shall be announced as an agenda item for the next meeting.
- E. The vote shall be held at the next meeting of the Members, and shall occur at least fifteen minutes after the scheduled start of the call of the meeting. The proposal to assess dues to the Members will pass if accepted by a majority vote of the Voting Members.
- F. Votes submitted by email anytime after the announcement and prior to the end of the call will be accepted by the Voting Members.

ARTICLE X. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws may from time to, be amended. For an amendment to the Bylaws or Articles of Incorporation to happen the following must occur:

- A. The Board of Directors will first make a recommendation to the Members.

B. An announcement shall be sent to the Members that amending the Bylaws and/or Articles of Incorporation will be discussed at the next meeting.

C. The proposal to amend the Bylaws and/or Articles of Incorporation and editing of the same, shall be discussed at the meeting of Members.

D. The vote on amending the Bylaws and/or Articles of Incorporation shall be announced as an agenda item for the next meeting.

E. The vote shall be held at the next meeting of the Members, and shall occur at least fifteen minutes after the scheduled start of the call of the meeting. The proposal to amend the Bylaws and/or Articles of Incorporation will pass if accepted by a majority vote of the Voting Members.

F. Votes submitted by email anytime after the announcement and prior to the end of the call will be accepted by the Voting Members.

ARTICLE XI. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Bylaws shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation.

Dated: February 4th, 2009.

Christine Piper

Rochelle A. Herbert

Tom Taylor

Kaye Schroeder