

BY-LAWS

OF

**LAKEVIEW KNOLLS OF THE CORALVILLE
RESERVOIR OWNERS ASSOCIATION, INC.**

Dated this 27 day of June 2018.

BYLAWS
OF
LAKEVIEW KNOLLS OF THE CORALVILLE
RESERVOIR OWNERS ASSOCIATION, INC.,

ARTICLE I.

OFFICES AND REGISTERED AGENT

Section 1.1 **Principal Office.** The location of the principal office of the corporation in the State of Iowa will be identified in the corporation's biennial report filed with the Iowa Secretary of State.

Section 1.2. **Registered Office and Registered Agent.** The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE II.

MEMBERS

Section 2.1. **Classes of Members.** The corporation shall have one class of members. A Member is a lot owner of a lot located in Parts I, II, or III, Lakeview Knolls of the Coralville Reservoir.

Section 2.2. **Voting Rights.** At all meetings of this corporation, each member shall be entitled to one vote for each lot that is owned. A member is not entitled to vote at any meeting unless and until they have paid in full all of their dues and charges owing to the corporation.

Section 2.3. **Suspension of Membership.** The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend a member for cause after providing not less than thirty (30) days' notice to the member of the proposed suspension and reasons therefore and an opportunity for a hearing. The suspension shall not relieve the member of the obligation to pay any dues, assessments or other charges.

Section 2.4. **Resignation.** Any member may resign by filing a written resignation with the secretary upon transfer of the property, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges.

Section 2.5. **Reinstatement.** Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 2.6. **Transfer of Membership.** A person shall cease to be a Member when they are no longer an owner of a lot located in Parts I, II, or III, Lakeview Knolls of the Coralville Reservoir. Upon transfer of ownership of a lot, the new lot owner shall be a Member.

ARTICLE III.

MEETINGS OF MEMBERS

Section 3.1. **Annual Meeting.** The annual meeting of members shall be held once each year on such other date as the board of directors shall specify. At each annual meeting the election of the directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 3.2. **Special Meetings.** Special meetings of the members may be called by the president or the board of directors, and shall be called by the board of directors upon the written demand, signed, dated and delivered to the secretary not less than one-tenth of the members having voting rights. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the president. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

Section 3.3. **Place of Meeting.** The board of directors may designate any place in Johnson County, Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Iowa.

Section 3.4. **Notice of Meetings.** Notice stating the place, day and hour of any meeting of members shall be sent to each member entitled to vote at such meeting via written form through regular mail or through electronic means not less than ten (10) nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 3.5. Waiver of Notice.

(a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or

these bylaws. Any such waiver shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.6 Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board of directors selects a new record date or unless a new record date is required by law.

Section 3.7 Members' List. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members' meeting. The list must show the address of and number of votes be entitled to be cast at the meeting by the member. The members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The corporation shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 3.8. Quorum and Action. The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

Section 3.9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's authorized agent. The proxy shall be valid for so long as the member designates unless sooner revoked by the member. A member or member's agent may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Article XII (Electronic Transmission) of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member's agent, or the member's attorney-in-fact authorized the electronic transmission.

Section 3.10. **Ballot Voting.** An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 3.8. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with Article XII (Electronic Transmission) of these bylaws.

Section 3.11. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least sixty-seven (67) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with Article XII. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.1. **General Powers.** The affairs of the corporation shall be managed by its board of directors.

Section 4.2. **Number, Tenure and Qualifications.** The number of directors of the Corporation shall be at least three (3) but no more than six (6) and each shall serve for a term of three (3) year(s) commencing with his or her appointment or until his or her successor shall have been appointed and qualified.

Section 4.3. **Regular Meetings.** The regular meeting of the board of directors shall be held on such date as the board of directors shall by resolution specify. The board of directors may provide by resolution the time and place, within Johnson County, Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4.4. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place within Johnson County, Iowa, as the place for holding any special meeting of the board called by them.

Section 4.5. **Notice.** Notice of any special meeting of the board of directors shall be given at least ten (10) days previously by written notice delivered personally or sent by mail, fax or other electronic means to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 4.6 **Place of Meetings, etc.** The board of directors may hold its meetings at such place or places within Johnson County, Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.7. **Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 4.9 **Resignation.** Any director of the corporation may resign at any time by delivering written notice to the president, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4.10. **Vacancies.** Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 4.11. **Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 4.12. **Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director's consent may be transmitted electronically in accordance with Article XII (Electronic Transmission) of these bylaws. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the directors.

ARTICLE V.

OFFICERS

Section 5.1. **Officers.** The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person.

Section 5.2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 5.3. **Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. **President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general 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.

Section 5.6. **Vice-President.** In the absence of the president or in event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) 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. The vice-president shall perform such other duties as may be assigned by the president or by the board of directors.

Section 5.7. **Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII

(Contracts, Checks, Deposits and Gifts) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the board of directors.

Section 5.8. **Secretary.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

Section 5.9. **Assistant Treasurers and Assistant Secretaries.** If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VI.

COMMITTEES

Section 6.1. **Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 6.2. **Other Committees.** Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6.3. **Term of Office.** Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 6.4. **Chair.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.6. **Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII.

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 7.1. **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.

Section 7.2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 7.3. **Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 7.4. **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.

ARTICLE VIII.

CERTIFICATES OF MEMBERSHIP

Section 8.1. **Certificates of Membership.** The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

Section 8.2. **Issuance of Certificates.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in

such member's name and delivered by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of this section.

ARTICLE IX.

BOOKS AND RECORDS

Section 9.1 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 9.2. Members' Right to Information

(a) Provided the member shall have given the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy, a member of the corporation is entitled to inspect and copy, during reasonable times and places, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current directors and officers; and (vi) the corporation's most recent biennial report delivered to the Iowa Secretary of State.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the board of directors, records of any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the board of directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.

Section 9.3. **Director's Access to Records.** A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE X.

FISCAL YEAR

The fiscal year of the corporation shall be designated by resolution of the board of directors. In the absence of such resolution, the fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI.

DUES

Section 11.1. **Annual Dues.** The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 11.2. **Payment of Dues.** Dues shall be payable in advance on the first day of each month in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 11.3. **Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of thirty days from the beginning of the fiscal year or period for which such dues become payable, such member's membership may be suspended by the board of directors in the manner provided in Article II (Members) of these bylaws.

ARTICLE XII.

ELECTRONIC TRANSMISSION

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XIII.

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE XIV

INDEMNIFICATION

Indemnification. No person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the Corporation or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit.

Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504, Code of Iowa, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent 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 proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (such serving as a Member, director, officer, employee or agent of the Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The indemnification provided herein shall continue as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized herein upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein.

If a Member, director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding as referenced, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses.

Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1; such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- b) in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- c) by the vote of 67% of the Members at a meeting.

Approved as to Content and Form:

Dated this _____ day of _____, 2018.

Sandra Cronbaugh –
Director / Chairperson

R. Dean Macken –
Director / Treasurer

Chris Martin –
Director / Secretary

James Leighton -
Director

Grant Brown –
Director

Jenny Wick –
Director