BYLAWS OF THE IRONMEN FOUNDATION

A PENNSYLVANIA DOMESTIC NONPROFIT CORPORATION

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I. ORGANIZATION

- 1.01 <u>Name of Organization</u>. The name of this organization shall be **THE IRONMEN FOUNDATION** (hereafter referred to as "**FOUNDATION**").
- 1.02 <u>Definition of Bylaws</u>. These Bylaws constitute the code of rules adopted by the **FOUNDATION** for the regulation and management of its affairs.
- 1.03 <u>Powers of the Organization</u>. The powers of the **FOUNDATION** shall be as stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation, and shall be applied consistent with the provisions of Section 501(c)(3) of the United States Internal Revenue Code.
- 1.04 <u>Structure</u>. This Nonprofit Corporation is organized on a nonstock basis.
- 1.05 <u>Registered Office</u>. The registered Office of the **FOUNDATION** shall be located at 733 Ironmen Lane, Danville, Pennsylvania 17821.

II. PURPOSES

2.01 <u>Purposes</u>. The **FOUNDATION** is organized to develop, promote and finance education programs, activities and projects for the benefit of the community of the Danville Area School District.

III. MEMBERS

3.01 Members. This Corporation shall have no members

IV. BOARD OF DIRECTORS

- 4.01 <u>Definition of Board of Directors</u>. The Board of Directors is that group of persons vested with control and governance of the business and affairs of the **FOUNDATION**.
- 4.02 <u>General Powers</u>. The Board of Directors shall have the authority to manage the business and affairs of the **FOUNDATION**, including but not limited to fundraising, financial oversight, and the execution of its mission as stated in Article II.
- 4.03 <u>Qualification of Directors</u>. The qualifications for becoming and remaining a Director of the **FOUNDATION** are as follows. (1) Directors must be personally committed to the support of the Danville Area School District, its

families, and its community. (2) Directors must be at least 21 years of age. (3) Directors must not be employed by the Danville Area School District or serving on the Danville Area School District School Board during the term of their Directorship.

- 4.04 <u>Number of Directors</u>. The number of directors of the **FOUNDATION** shall be no fewer than seven (7) persons and no more than fifteen (15) persons.
- 4.05 <u>Composition of Board</u>. The Board shall be representative of the individual, families, businesses, and organizations of the community necessary to provide guidance to the **FOUNDATION**.
- 4.07 Removal. The Board, by a two-thirds vote, shall have the authority to remove a Director of the **FOUNDATION** who has been absent from three (3) consecutive, immediately prior Regular or Annual meetings properly advertised as per ARTICLE VI. The Director must be provided notice of absence as per paragraph 6.09. The Board, by a three-fourths vote, may at any time, at a meeting expressly called for that purpose, and after due notice of at least fourteen (14) days to all Directors, remove any Director for misconduct, malfeasance in office, or for other good cause.

- 4.08 <u>Vacancies</u>. Except as otherwise stated in these Bylaws, any vacancy occurring among the Board of Directors shall be filled by a majority vote of the Directors then in office.
- 4.09 <u>Term of Office</u>. The term of office for the initial Board will be two (2) years for one more than fifty percent (50%) of the initial Board members and four (4) years for the remaining Board members. Initial terms of two and four years shall be assigned to Directors at random. From then on, the term of directorship for all Board members shall be four (4) years.
- 4.10 <u>Term Limits</u>. Directors shall not serve more than two consecutive terms except initial Directors selected for a two (2) year term. Directors selected for an initial two (2) year term shall be eligible for three consecutive terms in their first three terms.
- 4.11 <u>Initiation of Board of Directors</u>. The initial Directors shall be selected by the guidelines set forth by the Board of Directors of the Danville Area School District. The Board of Directors of the Danville Area School District shall receive applications from qualified members of the public to serve as Directors. The Board of Directors shall select a minimum of seven (7) of the applicants to form the initial Board of Directors. If the Board of Directors of the Danville Area School District selects fewer than fifteen (15) Directors, then the selected Directors may choose to fill the remaining vacancies at the first Annual Meeting.

4.12 <u>Election of Directors</u>. Following the initial term of Directors, allDirectors shall be elected to Directorship by a vote of the remaining Directors.The vote shall occur at the Annual Meeting.

V. OFFICERS DEFINED

- 5.01 Number. The officers of the FOUNDATION shall consist of aChair, Vice Chair, a Secretary, a Treasurer, and such other officers as theFOUNDATION Directors may from time to time appoint.
- 5.02 <u>Eligibility</u>. The officers of the **FOUNDATION** shall be members of the Board of Directors or the Advisory Board. The Chair and Vice Chair must be members of the Board of Directors.
- 5.03 Election and Term of Office. The officers of the FOUNDATION shall be elected annually by the FOUNDATION Board of Directors, immediately following the election of Directors, at a regular meeting. Vacancies may be filled at any meeting of the FOUNDATION Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified, and each shall be eligible to succeed himself or herself in office.
- 5.04 <u>Chair</u>. Subject to control of the Board of Directors, the Chair shall have general supervision of the affairs of the **FOUNDATION**. The Chair shall preside at all meetings of the **FOUNDATION** Board of Directors, and shall

have such other duties as may be prescribed by the **FOUNDATION** Board of Directors. The Chair shall serve as an ex-officio member of all Committees, with the exception of the Nominating Committee.

- 5.05 <u>Vice Chair</u>. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and duties as may be assigned by the **FOUNDATION** Board of Directors.
- 5.06 Secretary. The Secretary shall keep minutes of the proceedings of all meetings of the FOUNDATION Board of Directors. The Secretary shall have custody of the seal of the FOUNDATION and shall have authority to cause such seal to be affixed to, or impressed or otherwise reproduced upon all documents the execution and delivery of which on behalf of the FOUNDATION shall have been authorized. The Secretary shall keep current records of the name, mailing address and telephone numbers of all FOUNDATION Directors and Advisory Board Members. The Secretary shall perform all duties and have such other powers as may from time to time be assigned by these bylaws, by the FOUNDATION Board of Directors or by the Chair.
- 5.07 <u>Treasurer</u>. The Treasurer shall have custody of **FOUNDATION** funds and securities and shall keep full and accurate records of all receipts and disbursements in books belonging to the **FOUNDATION**. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the

FOUNDATION in such depositories as may be designated by the FOUNDATION Board of Directors. The Treasurer shall cause the funds of the FOUNDATION to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the Chair and the FOUNDATION Board of Directors whenever requested, an account of all his transactions as Treasurer and of the financial condition of the FOUNDATION. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and have other powers as may from time to time to be assigned by these Bylaws, by the FOUNDATION Board of Directors.

5.08 Removal. Any Officer may be removed at any time for cause by a three-fourths vote of all **FOUNDATION** Directors then in office. The Board, by a two-thirds vote, shall have the authority to remove an Officer of the **FOUNDATION** who has been absent from three (3) consecutive, immediately prior regular or annual meetings properly advertised as per ARTICLE VI. The removal of an individual from the role of an Officer shall not necessitate the removal of the individual as a member of the Board of Directors or Advisory Board.

VI. MEETINGS

- 6.01 <u>Annual Meeting</u>. The Annual Meeting of the **FOUNDATION**Board of Directors shall be held in the third quarter of the calendar year in the months of July through September at such date, time and place as they shall determine.
- 6.02 <u>Regular Meetings</u>. In addition to the Annual Meeting, Regular Meetings, at a minimum, shall be held in January and March. Additional Regular Meetings may be scheduled as the **FOUNDATION** Directors deem necessary.

 The schedule for all Regular Meetings will be set at the Annual Meeting for the period from July 1st to June 30th.
- 6.03 <u>Notice of Meetings</u>. Written notice of the Annual Meeting and Regular Meetings shall be given to the **FOUNDATION** Directors at least five (5) days before the meeting.
- 6.04 Quorum. A majority of all **FOUNDATION** Directors then in office shall constitute a quorum. All action of the Directors, except as otherwise provided in the Bylaws, shall be by majority vote of those present and voting at any meeting.
- 6.05 <u>Special Meetings</u>. A Special Meeting of the **FOUNDATION**Board of Directors may be called upon written request of the President, or any two Directors. Written notice of such a Special Meeting shall be given to the Directors

not less than five (5) days before such special meeting. The Chair may provide notice via electronic means or via certified mail as he or she deems appropriate. If a Special Meeting is called by any two Directors, written notice must be provided via both electronic means and via certified mail to all Directors.

6.06 <u>Waiver of Notice</u>. Any **FOUNDATION** Director may waive notice of any meeting in writing signed by said Director. The waiver of notice of a special meeting must include a statement of the proposal of said special meeting. Attendance by a Director at any meeting of the Board is construed as a waive of notice thereof.

6.07 <u>Consent of Directors in Lieu of Meeting</u>. Any action required or permitted to be taken at any meeting of the **FOUNDATION** Board of Directors may be taken without a meeting if all members of the Board consent in writing, and the writing or writings are filed with the minutes of the Board.

6.08 Electronic and Telephonic Access to Meetings. All meetings of the FOUNDATION Board of Directors shall be conducted in a manner that provides electronic or telephonic access to the Directors. Directors may attend meetings of FOUNDATION remotely. Technological difficulties which result in the absence of a Director from a meeting shall not be construed as an absence from the meeting. The Board of Directors shall select the platform for remote meetings at each Annual Meeting.

6.09 Notice of Absence. A Director that is absent from two consecutive Annual or Regular meetings shall be provided written notice of said absences. The Director shall be notified that upon three consecutive absences from Annual or Regular meetings, the Board of Directors of the **FOUNDATION** may choose to exercise their power to remove the Director as per paragraph 4.07.

VII. VOTING

- 7.01 <u>Procedure</u>. Each Director shall have one vote. At all meetings, all votes shall be via voice after deliberations. However, upon request of any member, any vote shall be by roll call.
- 7.02 <u>Conflict of Interest</u>. Whenever a Conflict of Interest may exist for a Director of the **FOUNDATION**, the Director shall abstain from voting.

VIII. REMOVAL OF DIRECTORS AND OFFICERS

8.01 <u>Termination of Directorship</u>. Directorship shall be terminated upon receipt by the Board of the written resignation of a Director, by the death of a Director, by action pursuant to paragraph 4.07, or for cause detrimental to the **FOUNDATION** as may be determined by the Board.

- 8.02 <u>Failure to Disclose a Conflict of Interest</u>. A Director that knowingly votes on an item in which he or she has a conflict of interest has committed an act of misconduct as it pertains to paragraph 4.07.
- 8.03 <u>Removal Procedures</u>. With respect to termination for cause, the Chair, or Vice Chair if the removal involves the Chair, with approval of the Board by vote, shall appoint a Disciplinary Committee to investigate charges against the accused member and to prepare a report of recommendations to the Board. All proceedings for the removal of any Director shall only be brought before the Board of Directors.

IX. ADVISORY BOARD

- 9.01 <u>Definition of Advisory Board</u>. The Advisory Board is that group of persons with interest and expertise in the business and affairs of the **FOUNDATION** who are willing to serve in an advisory capacity or on special projects as needed. Advisors shall receive the same materials, mailings, and electronic communications as the Board of Directors but shall not vote.
- 9.02 <u>Appointment and Election</u>. Advisory Board members shall serve for one year and may be re-appointed annually by vote of the Board of Directors.

9.03 Number of Advisors. The minimum number of Advisors for the FOUNDATION shall be eight (8) composed of at least six (6) independent ex-officio advisors and two (2) permanent Danville Area School District representatives. The DASD representatives shall be the DASD Superintendent and the President or designated representative of the DASD School Board of Directors. If one of the DASD representatives is unable to attend a meeting, they shall designate an alternate to a meeting on their behalf.

X. COMMITTEE DEFINITIONS

10.01 <u>Definition of Committees</u>. The **FOUNDATION** may have certain committees, each of which shall consist of one (1) or more Directors. However, with the exception of the Executive Committee as described in paragraph 10.03, no such Committee shall have the authority of the Board.

10.02 Establishment of Special Committees. The Chair may, with approval of the Board of Directors, establish Special Committees and designate a charge to the Committees regarding their scope of work. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law. Such Committees shall be chaired by an Officer, Director, or Advisor as

designated by the Chair. The Board may terminate any such Committee by resolution.

and advise the Board on the subject areas assigned. Meetings shall be as determined by the members. Signed minutes shall be kept for all meetings.

Robert's Rules of Order may be used as guidance to govern all meetings.

EXECUTIVE COMMITTEE

10.04 Executive Committee. There shall be an Executive Committee of the Board, composed of the Chair, Vice Chair, Treasurer, and Secretary. Up to two additional members of the Board may be appointed to the Committee by the Chair at the annual meeting, i.e. the Chair-Elect and Past Chair. Appointees to the Executive Committee are non-voting members of that committee. The Executive Committee shall meet at the call of the Chair and shall act in the interim between regular **FOUNDATION** meetings. The Executive Committee has the authority to do the business of the Board when necessary, with the exceptions noted in 10.01. The Board of Directors shall ratify all decisions of the Executive Committee at each regular meeting. A majority of its voting members shall constitute a quorum at any regular or special meeting of the Executive Committee.

XI. OPERATIONS

- 11.01 <u>Written Notice</u>. The **FOUNDATION**, when required to provide written notice to Directors, may do so through electronic means unless the Bylaws expressly indicate otherwise.
- 11.02 Execution of Instruments Generally. All **FOUNDATION** documents, instruments or writings of any nature shall be signed by the Chair in his or her capacity, and shall be verified, acknowledged or otherwise attested by the Secretary.
- and all written securities of the **FOUNDATION** shall be signed by the Chair and by the Treasurer in such manner as the **FOUNDATION** Board of Directors may from time to time determine. All checks and drafts on accounts and transfers of funds of the corporation shall be signed by the Chair and by the Treasurer.
- 11.04 <u>Corporate Seal</u>. The **FOUNDATION** may have a corporate seal, which may be used in the execution of any of the **FOUNDATION** instruments, documents and other writings. The seal shall be circular in shape with the name of the **FOUNDATION**, and the year of incorporation, 2025, on the outside and the word Seal in the center. Corporate Seal is an option of the **FOUNDATION**.

- 11.05 <u>Fiscal Year</u>. The fiscal year of the corporation shall be the fiscal year of the Danville Area School District beginning on July 1 and concluding on June 30.
- 11.06 <u>Annual Audit</u>. The books of the **FOUNDATION** and of its Treasurer shall be audited annually by an independent public accountant. Copies of each annual audit shall be filed with the Board.
- shall perform such duties as set out elsewhere in these Bylaws. In the performance of these duties he or she shall be in charge of the funds of the **FOUNDATION**. The treasurer shall be bonded annually throughout his term as Treasurer, and the bond shall be in an amount set by the Board exceeding the total value of funds controlled by the Treasurer during the next preceeding fiscal year.
- 11.08 <u>Liability Insurance</u>. The Board may provide liability insurance for all Directors and Officers. Liability insurance shall be in such amounts as the Directors deem requisite for the position and function of the individuals insured. It is the purpose of this section to insure Directors, Officers, and employees from pecuniary loss or liability for carrying out their duties and responsibilities as assigned by the Board.

- 11.09 <u>Rules</u>. Robert's <u>Rules of Order</u> (the most recent edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors.
- 11.10 <u>Report to Directors</u>. The Chair, as appropriate, shall furnish a written report annually or biannually to all Directors. The Chair shall furnish the same report to the Danville Area School Board of Directors as well.
- 11.11 <u>Non-Corporation Law</u>. As to all matters not inconsistent with the Bylaws, the provisions of the Pennsylvania Non-Corporation Law shall be applied for the purpose of governing the actions of this Foundation.
- 11.12 <u>Designated Gifts and Donations</u>. Any gift or donation made to the **FOUNDATION** from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the **FOUNDATION** or may be designated to a particular purpose of the **FOUNDATION**. Any designated gift, if accepted by the **FOUNDATION**, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gifts which it deems inappropriate.
- 11.13 <u>Substantial Designated Gifts and Donations</u>. Any gift or donation made to the **FOUNDATION** in an amount above \$2,000 from any person, business or corporation, and provided on the basis of designation shall be considered a substantial designated gift or donation. The **FOUNDATION** shall

only accept substantial designated gifts for purposes that have been approved by the Danville Area School District Board of Directors at a meeting of the Danville Area School District School Board.

- 11.14 <u>Undesignated Gifts and Donations</u>. Any gift or donation received by the **FOUNDATION** which is not designated for a particular purpose shall be used in such manner as the Board deems best. Undesignated gifts may be merged by the **FOUNDATION** with other undesignated gifts and used as a single unrestricted fund.
- 11.15 <u>Naming Rights or Promotional Signage</u>. Any fundraising effort by the **FOUNDATION** related to naming rights or promotional signage of the Danville Area School District shall follow the guidelines of the Danville Area School District.

XII. EXECUTIVE DIRECTOR AND EMPLOYEES

Executive Director who shall serve at the pleasure of the Board. He or she shall have general supervision over the administration of the business and affairs of the **FOUNDATION**, subject to the direction and control of the Board. The Executive Director shall serve as a non-voting member of the Board and ex-officio member of all committees of the **FOUNDATION**.

12.02 <u>Employees</u>. The **FOUNDATION** may hire employees who serve at the pleasure of the Board in order to further the mission of the **FOUNDATION**.

12.03 <u>Hiring and Salaries</u>. The Board of Directors, at its discretion, shall hire and set the salaries of the Executive Director. The Board of Directors shall approve the annual budget and Compensation Chart that outlines the ranges of salaries for all other positions. The Executive Director shall hire employees and set salaries in accordance with the approved budget and Compensation Chart.

XIII. AMENDMENTS OF BYLAWS

- 13.01 <u>Amendments of Bylaws</u>. The Bylaws of the Foundation may be altered, amended, repealed or added to by a three-fourths roll call vote of the members of the Board of Directors.
- 13.02 Amendment Procedure. The Amendment Procedure shall be as follows. The proposed amendment shall be brought to the Board at the Annual Meeting, a Regular Meeting, or a Special Meeting by any Director. The Board of Directors shall vote on the amendment. This will be the acceptance of the amendment for "First Read". At the next Regular Meeting or Annual Meeting, whichever comes first, the Board of Directors shall vote on the amendment a second time. This will be the approval of the amendment for "Second Read". If

the amendment is accepted for "First Read" and adopted for "Second Read", then the amendment is approved.

13.03 <u>Notification of Amendment</u>. Upon the approval of an amendment for "Second Read", the Secretary shall distribute an updated copy of the Bylaws to all members of the Board of Directors and the Advisory Board. A copy of the amended Bylaws shall also be submitted to the Danville Area High School Library, or if not operational, a local community library.

XIV. DISSOLUTION

14.01 <u>Dissolution</u>. Upon the dissolution of the **FOUNDATION**, assets shall be distributed for one or more tax-exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Danville Area School District.

FOUNDATION shall occur as follows. At the Annual Meeting after the appointment of the Board of Directors, a Director shall motion for the dissolution of the FOUNDATION. This shall be called the First Dissolution Motion. The First Dissolution Motion may only occur at the Annual Meeting. If the First Dissolution Motion receives a second, a period of a minimum of one hour of discussion shall follow. This shall be called the Dissolution Discussion. Following

the Dissolution Discussion, a roll call vote will be taken. A three-fourths vote of the Directors is required for the First Dissolution Motion to pass. If the First Dissolution Motion fails, the Chair of the **FOUNDATION** shall provide written notice of the vote to the Superintendent of the Danville Area School District and the President of the Danville Area School District and attach the draft of the minutes of the Annual Meeting. This written notice shall be provided within two weeks of the Annual Meeting concluding. If the First Dissolution Motion passes, the process continues as follows.

Motion shall be considered approval by the Board of Directors for the Chair to select a Dissolution Committee. The Dissolution Committee shall include at least five (5) members of the Board of Directors. Any Director may request to be a member of the Dissolution Committee and the Chair shall grant the request. The Dissolution Committee shall meet no sooner than one month following the Annual Meeting. The purpose of the Dissolution Committee shall be to provide a report to the Board of Directors regarding the Dissolution Process.

14.04 <u>Written Notice of First Dissolution Motion Passing</u>. The Chair shall see that written notice of the vote is provided to the Superintendent of the Danville Area School District and the President of the Danville Area School Board of Directors and attach the draft of the minutes of the Annual Meeting. The Chair

shall also see that public notice is made within two papers of circulation in the Danville Area School District. The Chair shall provide written notice of the vote to all members of the Advisory Board in the current year and the prior three years. The Chair shall provide written notice of the vote to all current Directors and Directors whose terms concluded in the prior three years excepting Directors removed from the role as per paragraph 4.07.

least two months following the Annual Meeting, the Dissolution Committee Report shall be provided to the Board of Directors. A period of discussion at least one hour long will be provided for the Board of Directors to discuss the Dissolution Committee Report. The Chair shall ensure that all Directors and Advisors receive a copy of the Dissolution Committee Report. The Dissolution Committee Report shall be made publicly available for review at the Administrative Offices of the Danville Area School District.

Dissolution Committee Report, a Director may make a motion for the Board of Directors to convene a Special Meeting for the purpose of Dissolution at a date no sooner than two months following the Regular Meeting at which the Dissolution Committee provided their report. A three-fourths vote shall be required for approval to hold the Dissolution Meeting. The only agenda item for the

Dissolution Meeting shall be Final Dissolution. If the Final Dissolution Motion passes, a second agenda item will be in order to select beneficiaries of the remaining assets of the **FOUNDATION**. The Dissolution Meeting shall not be scheduled on any holiday of any of the members of the Board of Directors.

14.07 Final Dissolution Motion. All Directors of the **FOUNDATION** must be present at the Special Meeting for the Purpose of Dissolution. If all Directors are not present, the Special Meeting for the Purpose of Dissolution shall be rescheduled to the following day. Any Director not present at the rescheduled Special Meeting for the Purpose of Dissolution shall be removed as a Director of the **FOUNDATION**. At the Special Meeting for the Purpose of Dissolution, a Director may make a motion for Final Dissolution of the **FOUNDATION**. If the motion has a second, a period of discussion of two hours must be provided prior to a vote being cast. A roll call vote shall be taken. Four-fifths of all Directors shall be required to be in favor of Final Dissolution for the motion to pass. The Chair shall provide written notice of the Final Dissolution Motion vote to the Superintendent of the Danville Area School District and the President of the Danville Area School Board. If the motion fails, the Dissolution process is complete and no further action is required. If the motion passes, Dissolution shall proceed as per paragraph 14.01. The Board of Directors shall

immediately establish by roll call vote the beneficiaries of the remaining assets of the **FOUNDATION**.

14.08 <u>Dissolution Hiatus</u>. If the Dissolution process is initiated at an Annual Meeting and fails at any point, a First Dissolution Motion may not be brought forward at an Annual Meeting for a period of at least three years. This shall be the Dissolution Hiatus period. This period shall be provided to ensure the **FOUNDATION** is not engaging in the process of dissolution on an annual basis.

14.09 <u>Dissolution Removal</u>. If the Dissolution process fails at any point, the Director that moved the First Dissolution Motion shall be removed from Directorship and shall be ineligible for a role as a Director or Advisor with the **FOUNDATION** from that point forward unless three successive Boards of Directors vote unanimously by roll call vote at the Annual Meeting to reinstate said individual's eligibility.

14.10 <u>Conflict of Interest and Dissolution</u>. For the purpose of the Dissolution process, all Directors may vote at all stages of the process even if the Director has a conflict of interest. The Director must announce the conflict of interest to all present at the meeting in the discussion period provided prior to the votes related to dissolution. Additionally, the Director shall provide a conflict of interest form stating the nature of the conflict of interest to the Secretary to be filed with the minutes.

14.11 <u>Amendments to Dissolution Process</u>. Amendments to the dissolution process outlined in ARTICLE XIV shall follow the process outlined in ARTICLE XII but shall require unanimous roll call votes rather than the three-fourths majority specified in paragraph 13.01. Amendments to the Dissolution Process may only be accepted for "First Read" at the Annual Meeting.

CERTIFICATION

Ι,	, the duly elected Secretary of THE		
IRONMEN FOUNDATION, do	hereby certify the	above as the Bylaws of	ГНЕ
IRONMEN FOUNDATION as 1	ast amended and	adopted by unanimous vo	te of
the Board of Directors on this	day of	, 2025	
	Printed Name	e	
	Secretary		

THE IRONMEN FOUNDATION