

# **Triangle Wildlife Rehabilitation Clinic, Inc.**

## **BYLAWS**

**Established June 28, 2009**

### **ARTICLE I.** **The Corporation**

#### **Section 1. Name**

The name of this corporation shall be the Triangle Wildlife Rehabilitation Clinic, Inc., hereafter referred to as TWRC.

#### **Section 2. Principal Office**

The principal office of TWRC shall be located at 639 Windy Ridge Rd., Chapel Hill NC 27517.

#### **Section 3. Mission**

TWRC is dedicated to providing care for sick, injured, and orphaned native North American wildlife in need of assistance and to promoting the value and importance of preserving native wildlife and its habitat to the public.

#### **Section 4. Purpose**

The purposes of TWRC shall be:

- A. To provide medical and supportive care for orphaned, injured and sick native North American wildlife with the goal of returning healthy individuals back to their natural habitats.
- B. To disseminate information to the public in order to foster an understanding and appreciation of wildlife that will lead to the preservation of native species and their ecosystems.

#### **Section 5. Legal Status**

- A. Nonprofit: The TWRC shall operate as a nonprofit organization. TWRC shall neither authorize nor issue shares of stock. No part of any net earnings and no dividends or other profits shall accrue to the benefit of any member or individual.
- B. Incorporation: The TWRC shall be incorporated under the laws of the State of North Carolina governing nonprofit educational and charitable corporations.
- C. Dissolution: In the event that TWRC is dissolved:
  - 1) All liabilities and obligations of TWRC shall first be paid and discharged or adequate provisions be made.
  - 2) All assets held by TWRC upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

- 3) The residual assets of TWRC shall be turned over to one or more organizations that are exempt as organizations described in Section 501(C)(3) of the Internal Revenue Code of 1986, or the corresponding sections of any subsequent Internal Revenue Service Code, for the exclusive use for exempt purposes as outlined in the above-referenced Code.

## Section 6. Operations

- A. Equal Opportunity: The TWRC shall not discriminate on the basis of race, religion, sex, age, national origin, disability, sexual orientation, or gender identification with regard to membership, employment practices, or provision of services.
- B. Fiscal Year: The fiscal year for TWRC shall be the calendar year.
- C. Indemnification: Every member of the Board of Directors, officer, or employee of TWRC may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which s/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or willful misconduct in the performance of her/his duties. However, in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, officer or employee is entitled.
- D. Staff: Should the Board deem to hire an Executive Director. The Executive Director shall:
  - 1) Report to the Board as a whole, but not to individual Directors or Officers, and shall receive direction from the Board through the President.
  - 2) Serve as an ex-officio member of all standing committees.
  - 3) Have the authority and responsibility to manage the personnel, volunteers, and affairs of the organization within the limits prescribed by the Articles of Incorporation and Bylaws of the TWRC, agency policy, and local, state, and federal laws and regulations.
  - 4) Evaluate all staff on an annual basis.
  - 5) Be evaluated by the Board on an annual basis (no later than March 31st for the preceding calendar year), with performance measured against the stated mission, purpose, and strategic plan/goals of the organization; stated policies and principals/ethics of the organization; and the job description of the Executive Director.
- E. Authorization: Prior Board approval shall be required for any contract, loan, note, payment, or other indebtedness that obligates TWRC funds or assets for an amount exceeding five thousand (\$5,000.00) dollars in value. The Board shall determine any other levels of approval required.
- F. Official Books and Records:
  - 1) Account records: TWRC shall keep accurate and complete records of accounts. Until such time as TWRC has established a physical administrative office and staff, the account records shall reside with, and be maintained by, the Treasurer. Once an administrative office and staff have been established, the account records shall reside at the administrative office and be maintained by staff, within the policies established by the Board and guidance of the independent auditor.
  - 2) Official Minutes and Corporate Documents: TWRC shall keep official minutes of all Membership Meetings, meetings of the Board of Directors (excluding personnel and other sensitive discussions), and any committee meetings in which a decision was made or action taken, having the authority of the Board of Directors. Any actions taken without a meeting shall also be recorded. Until

such time as TWRC has established a physical administrative office and staff, the official minutes shall reside with, and be maintained by, the Secretary. Once an administrative office and staff have been established, the minutes and documents shall reside at the administrative office and be maintained by staff, within the policies established by the Board.

- 3) TWRC shall also maintain a record of members, in a form that permits written preparation, within a reasonable length of time, of a list in alphabetical order, by class, including the member's name and address and the number of votes each member is entitled to exercise at the annual meeting.
- 4) TWRC shall maintain at its principal office a copy of the Articles of Incorporation and all revisions, the Bylaws and all revisions, a list of the Directors of the Board with their notification addresses and office held, all written communications to the general membership within the past three (3) years and any financial statements requested by a member during the past three (3) years.

## **ARTICLE II.** **The Members**

### **Section 1. Membership**

Any individual, organization, or corporation may become a voting member of the TWRC upon satisfying the eligibility criteria for membership:

- A. Payment of the annual dues as established by TWRC, and
- B. Commitment to the mission, purpose, values and philosophy of the TWRC.
- C. Action by the Board of Directors of TWRC may designate an individual as a member of TWRC.

### **Section 2. Dues**

The Board shall establish the date by which members must pay dues. For the purposes of dues and benefits, the Board shall have the authority to establish or revise classes of membership and to fix or change the dues.

### **Section 3. Membership Rights, Responsibilities and Benefits**

- A. Members shall have the right to:
  - 1) Vote for the election of Directors to the Board.
  - 2) Participate in the Annual Meeting.
  - 3) Submit the names of eligible candidates for the election of the Board of Directors. Eligibility criteria for nominees, in addition to those stated in these Bylaws, shall be determined by the Board.
  - 4) Call a special meeting of the membership to address a specific issue, provided that members submit to the President, or President's designee, a petition requesting a special meeting signed by no less than 10% of the membership.
  - 5) Inspect certain records of TWRC upon written request at least five (5) business days prior to visiting the office, and to copy records as outlined in the NC statute. A reasonable cost may be charged for inspection and/or producing copies.
  - 6) Request, with 30 days notice, that the board add an agenda item to the next board meeting. Requests will be considered by the Executive Committee of the board within 14 days. Requests may only be rejected by a unanimous decision of the Executive Committee and the rejection will be accompanied by the committee's rationale for rejecting the request.

7) All members shall have the same rights, regardless of class of membership.

B. Members are responsible for:

- 1) Paying membership dues on time if they wish to maintain active membership.
- 2) Ensuring that candidates being submitted for election to the Board of Directors meet the eligibility criteria established by the Board.
- 3) Upholding the mission, purpose, values and philosophy of the TWRC.
- 4) All members shall have the same responsibilities, regardless of class of membership.

C. Benefits:

- 1) For the purposes of dues and benefits, classes of membership may be established by the Board.
- 2) All members of a particular class of membership shall have equal access to the benefits associated with that level/class.

D. Termination of Membership: Membership may be terminated by an affirmative vote of not less than two-thirds of the members of the Board of Directors.

#### **Section 4. Election of the Board of Directors**

A. All voting shall be conducted by written, or electronic, ballot.

B. Ballots for electing Directors shall be sent to the Membership no later than November 1st and will be due back by December 1st.

C. For the election of Directors, each member will be allowed (but is not required) to vote FOR or AGAINST each candidate. Each candidate's vote count will be equal to the number of votes FOR the candidate, minus the number of votes AGAINST the candidate. Winning candidates will be those with the highest vote count that is greater than zero (0).

- 1) In the event of fewer candidates with non-negative vote counts than there are open seats, excess open seats will remain open.
- 2) In the event of a tie that involves more candidates than remaining open seats, there will be a runoff election that will include only those candidates that tied for the remaining open seat or seats.

D. Each member shall be entitled to one vote, regardless of class of membership.

#### **Section 5. Annual Meeting**

The membership shall meet annually for the purpose of receiving the Annual Report for TWRC and to vote on issues put to the membership by the Board.

A. Date: The Annual Meeting of the membership shall be held each year in February.

B. Location: The Board shall determine the location for the Annual Meeting.

C. Record date: The Board shall fix or provide the manner for fixing the record dates for the purpose of determining the members who are entitled to notice of a membership meeting and the members entitled to vote at the Annual Meeting.

D. Notice:

- 1) Content: Notice shall include the agenda for the meeting and any ballot issues to be put to the membership.

- 2) Delivery: Notice of the Annual Meeting shall be posted on the TWRC website, e-mailed to all members able to receive such notice, and mailed to all other members no less than thirty (30) days nor more than sixty (60) days prior to the Annual Meeting.
- 3) Single address: In the case of members who are residents of the same household and who have listed the same notification address, a single notice shall be sent.

E. Quorum: The physical presence of ten (10) or more members, including no less than fifty percent (50%) of the Board, shall constitute a quorum for the transaction of business at the Annual Meeting. Once a member is present for any purpose at the meeting, he/she is deemed present for quorum purposes for the remainder of the meeting.

F. Voting:

- 1) For votes on motions on which the Board chooses to have the membership vote, a plurality of the vote shall decide the motion. In the case of a tie, the Board shall break the tie. In the event of a tie in the Board vote, the President shall break the tie.
- 2) Each member shall be entitled to one vote, regardless of class of membership.
- 3) Cumulative voting shall not be permitted.
- 4) Voting by proxy shall not be permitted.
- 5) Voting by absentee ballot shall not be permitted.

## **Section 6. Special Meeting of the Membership**

Special meetings of the membership may be called by the President, a majority (51%) of the Board, or by members having no less than 10% of the outstanding votes. When being called for by the members, the meeting shall be called by the Secretary, upon receipt of a written request that includes the purpose(s) for which the meeting is being requested, signed and dated by the members requesting the meeting.

A. Date: The special meeting shall be held within thirty (30) days of receipt of the written request.

B. Notice:

- 1) Content: The written notice shall include the date set for the special meeting, the purpose(s) for the special meeting, and by whom the special meeting was requested.
- 2) Delivery: Notice shall be e-mailed to all members able to receive such notice and mailed to all other members. Notice shall be emailed/mailed at least ten (10) days, but not more than thirty (30) days, prior to the special meeting.
- 3) The Board shall fix or provide the manner for fixing the record date for the purpose of determining the members who are entitled to notice for the special meeting.

C. Agenda: No business other than that specified in the written notice may be transacted at the special meeting.

## **ARTICLE III.** **The Board of Directors**

### **Section 1. Composition**

A. Number: The Board shall consist of not less than three (3) or more than seventeen (17) Directors.

- B. Geographic representation: Not less than fifty-one percent (51%) of the Directors shall be residents of the Triangle Region of North Carolina, which shall include the counties of: Alamance, Chatham, Durham, Johnston, Orange, and Wake.

## **Section 2. Eligibility**

- A. To be eligible for election to the Board of Directors, nominees:
  - 1) Must be an active member of TWRC. Active is defined as current in payment of the annual membership dues.
  - 2) Shall not be a member of the Board committee that prepared the Board's slate of nominees for the election.
  - 3) Shall not be current employees, immediate relatives of employees (including parents, children, spouse or siblings by blood or marriage), or independent contractors of TWRC. Exceptions may be approved by a majority vote of the board.
  - 4) May be volunteers of TWRC. When a volunteer is elected to the Board and continues to volunteer, he/she must be clear at all times that when serving as a volunteer he/she is not acting as a Director of the Board.
  - 5) Shall not have a record of any conviction or civil judgment against him/her relating to animal neglect or cruelty.
  - 6) Must meet other eligibility criteria as established by the Board.
- B. The Board shall establish any additional eligibility criteria for the next election of Directors no later than one hundred and eighty (180) days prior to the election.

## **Section 3. Terms**

- A. Initial Board: The initial Board shall be established with each Director serving a two-year term.
- B. The Board: Once the Board is established, all Directors shall be elected to a two-year term. Terms begin January 1 and run through December 31. Directors filling a vacancy created between votes by the Membership shall be eligible for election during the next vote of the Membership in accordance with the provisions of this section.
- C. Limits: Directors shall be eligible for three two-year terms. A Director serving three consecutive two-year terms shall not be eligible for re-election for one full year. This one year ineligibility may be waived by a two-thirds majority vote of the Board.
- D. Vacancies: When a vacancy occurs prior to the next election for that term, the Board may elect by majority vote (51%) a Director to fulfill the term. A Director so elected shall only fill the vacancy until the next vote of the membership, at which time the Director may be eligible for immediate re-election to a successive two-year term on the Board in accordance with the provisions of Section C. The Board may NOT elect a Director who had a negative vote count in the most recent election of Directors by the Membership.

## **Section 4. Nominations**

Nominations to the Board may be submitted in one of two ways:

- A. At the first scheduled meeting of the Board in the new year, the Board shall assign to a standing or ad hoc committee of not less than three (3) members the responsibility for preparing for the Board's approval a slate of nominees the Board wishes to present at the next election. This slate must be approved by a majority (51%) of the full board.

- B. Members may submit a completed Board-approved nominations form to the Secretary or Secretary's designee no later than October 1st.

## Section 5. Removal

- A. A Director may be removed at any meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the Board, provided that notice of the action was e-mailed or mailed to all Directors not less than fourteen (14) days prior to the meeting at which the action is to be taken. The Director shall have the right to attend the meeting and to address the Board prior to the vote.
- B. A Director shall be deemed to have resigned from the Board if he/she is absent unexcused for more than three (3) meetings in one (1) year. The Board shall determine what circumstances constitute an unexcused absence.

## Section 6. Meetings

- A. Number: The Board shall meet no less than six (6) times a year, excluding the Annual Meeting.
- B. Notice:
  - 1) The Board shall establish the schedule for the next year of Board Meetings prior to the start of the calendar year.
  - 2) The schedule shall be immediately posted at the administrative office and on the web site of TWRC.
  - 3) The Agenda for each Board Meeting shall be posted at the administrative office and on the web site of TWRC and electronically mailed to the Directors and staff, not less than seven (7) days prior to each meeting.
  - 4) Notice for any Board meeting not regularly scheduled shall be e-mailed/mailed to the Directors and staff no less than seven (7) days prior to the meeting.
- C. Participation:
  - 1) Regularly scheduled meetings shall be conducted at a designated location in person. An absent Director may participate in the meeting through a conference call or other means that permit all persons participating to hear each other at the same time. Such means shall constitute presence in person.
  - 2) The Board may conduct a meeting that was not regularly scheduled by conference call or other means that permit all persons participating to hear each other at the same time. Such means shall constitute presence in person.
  - 3) Any action of the Board not prohibited by law or these Bylaws may be taken without a meeting provided all Board members sign and date a unanimous written consent specifying the action and their affirmative vote.
- D. Quorum: The presence of fifty-one percent (51%) of the Board shall constitute a quorum for the transaction of business.
- E. Voting: Each Director is entitled to one (1) vote. Voting by proxy shall not be permitted.
- F. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern TWRC Board meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws.
- G. Guests: Board Meetings shall be open to members, volunteers, and staff except when the Board moves to close the meeting for discussions related to personnel, salary or budget planning.

## **Section 7. Authority/Powers**

The corporate powers, property, and affairs of the corporation, except as otherwise provided by law or these Bylaws, shall be vested in, exercised, conducted, and controlled by the Board. The Board may delegate any of its powers that it deems judicious, and that are not in violation of the law and these Bylaws, but the Board is ultimately responsible for the corporation and it must ensure proper accountability.

## **Section 8. Charge**

The Board shall:

- A. Be responsible for the overall planning of the organization and work in partnership with the Executive Director (if any) to achieve the organization's mission and goals,
- B. Ensure that the community's input is sought and incorporated into the organization's planning,
- C. Ensure the organization's compliance with the conditions of all funding sources, laws, regulations, these Bylaws, and agency policies,
- D. Ensure the fiscal health of the organization,
- E. Develop and maintain organizational policies, and
- F. Approve the annual operating budget prior to the start of the organization's fiscal year and all capital budgets.

## **Section 9. Conflict of Interest**

Directors shall read, sign, and follow the policies set out in TWRC's Conflict of Interest Policy. Failure to abide by these policies may be grounds for immediate termination from the Board.

## **Section 10. Remuneration**

No Director of the Board shall receive any remuneration for services as a Director of the Board. When authorized by the Board of Directors, Directors may be reimbursed for expenses incurred directly by attending meetings of the Board of Directors or otherwise discharging official duties as prescribed by the Board of Directors.

## **Section 11. Whistleblower Policy**

Directors and employees shall read, sign, and follow the policies set out in TWRC's Whistleblower Policy. Failure to abide by these policies may be grounds for immediate termination from the Board or employment.

## **Section 12. Document Retention and Destruction Policy**

Directors and relevant employees as determined by the Board shall read, sign, and follow the policies set out in TWRC's Document Retention and Destruction Policy. Failure to abide by these policies may be grounds for immediate termination from the Board or employment.

## **ARTICLE IV.** **The Officers**

### **Section 1. Offices**

The Officers of TWRC shall be the:

- A. President: The President shall preside at all Board Meetings, the Annual Meeting, and any special meetings of the Board or membership; serve as an ex-officio member of all committees except the committee designated to nominate Directors during that process; with input from the Board and the Executive Director (if any), set the initial agenda for all Board and Membership meetings, subject to revision by a majority vote of the board at the start of the meeting; and perform any other duties as assigned by the Board.
- B. Vice-President: The Vice-President shall perform the duties of the President in the absence or disability of the President; and support the president and perform such duties as are delegated to him/her by the President.
- C. Secretary: The Secretary shall have or oversee custody or control of the corporate seal, corporate documents, and other records as outlined by these Bylaws; cause a record to be kept and proper distribution made of all membership and board meetings and actions; cause to be made notice as required by these Bylaws; and preside over the election of officers.
- D. Treasurer: The Treasurer shall oversee all of the financial transactions of TWRC. The Treasurer shall see that adequate financial books, records, and policies are instituted and maintained; oversee all revenues, expenditures, funds, and securities; oversee all budgets; and cause to be furnished a financial accounting to the Board not less than four (4) times per year. Should the Board institute a Finance Committee or other such committee related to finance, The Treasurer shall sit on, but not chair, the committee.

## **Section 2. Eligibility**

Excepting the initial board, Directors shall become eligible for all offices except the President after serving one (1) year as a Director. Directors become eligible for the office of the President after serving one (1) year as an Officer.

## **Section 3. Nominations**

The standing or ad hoc committee assigned the responsibility for preparing the Board's slate of nominees for the Membership vote may also be responsible for preparing the slate of nominees for Officers, provided committee members will not be in consideration for nomination. This slate must be approved by a majority (51%) of the full board.

## **Section 4. Elections**

The Board shall elect the Officers at the first regularly scheduled Board Meeting of the year. The Secretary shall preside over the election of all positions for which the Secretary is not a nominee.

## **Section 5. Terms**

Terms of office shall be one year for all Officers and shall begin on January 1 and end on December 31.

## **Section 6. Limits**

Officers may serve for an indefinite number of terms, subject to annual election by the full board.

## **Section 7. Vacancies**

The Board shall fill a vacancy by electing a Director to the office by a majority (51%) vote. An Officer elected to fill a vacancy shall be elected for the unexpired term of the previous Officer.

## **Section 8. Removal**

Any Officer may be removed from Office at any meeting of the Board by an affirmative vote by not less than two-thirds (2/3) of the Board, provided notice of the action has been e-mailed or mailed to all Directors at least fourteen (14) days prior to the meeting at which the action is to be taken. The Officer shall have the right to attend the meeting and to address the Board prior to the vote.

## **Section 9. Appeal**

Appeal of the removal of an Officer shall not be permitted.

# **ARTICLE V.** **The Committees**

## **Section 1. Board Committees**

The Board shall maintain an Executive Committee and may create other standing and ad hoc committees by a majority (51%) vote.

### A. Board Committee membership:

- 1) Each board committee shall have not less than three (3) members.
- 2) The Chair of the board committee may recruit to the committee additional Directors and Members.
- 3) At least one committee member shall be a current Director.
- 4) The President shall be an ex-officio member of all board committees, except Executive Committee.
- 5) The Executive Director (if any) or his/her staff designee shall be an ex-officio member of all board committees.

### B. Authority and powers:

- 1) With the exception of the Executive Committee, Committee Chairs shall be elected by the Committee, or the Board as a whole, at (or prior to) the first committee meeting of the calendar year.
- 2) Each board committee shall have the authority to adopt its own governance not inconsistent with these Bylaws or the rules adopted by the Board.
- 3) Any board committee except the Executive Committee shall not be empowered to act on behalf of the Board or TWRC except under direction specific to such action by the Board. Any board committee shall not under any circumstances:
  - a) Authorize distributions.
  - b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the organization's assets.
  - c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any committees.
  - d) Adopt, amend, or repeal the Articles of Incorporation, Bylaws, or rules established by the Board.
- 4) Action properly taken by the board committee has the same force and effect as action by the Board. Minutes of all actions shall be taken and shall be presented to the Board no later than at the next scheduled or special meeting of the Board.

## **Section 2. Standing Committees**

Executive Committee:

- A. Membership: The Executive Committee shall include the President, Vice-President, Secretary, and Treasurer. The Executive Director shall serve as ex-officio member of the committee. The President may also recruit additional committee members such as the immediate past President or other committee chairs. All committee members shall be current Directors. The President shall chair the Executive Committee.
- B. Authority and powers: The Executive Committee shall be empowered to act on behalf of the Board or TWRC under direction specific to such action by the Board or in an emergency as defined in Article V, Section 4. Action properly taken by the Executive Committee has the same force and effect as action by the Board. Minutes of all actions shall be taken and shall be presented to the Board no later than at the next scheduled or special meeting of the Board.
- C. Committee charge: The charge of the Executive Committee shall be to coordinate the work of the organization and keep the work focused on the mission, vision, and strategic plan of TWRC. The Executive Committee shall also be responsible for ensuring that the Board completes the performance evaluation of the Executive Director in a timely manner annually.

### **Section 3. Ad Hoc Committees**

The Board may establish ad hoc committees by a majority (51%) vote. Ad hoc committees shall be given a specific charge for the work to be done or product to be produced and a time frame within which the work is to be accomplished.

### **Section 4. Emergency Powers**

An emergency exists if a quorum of the Board cannot be readily assembled because of some catastrophic event. In anticipation of or during an emergency as defined here, the Executive Committee may:

- A. Modify the lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent of TWRC,
- B. Relocate the principal office or designate alternative principal offices,
- C. Take any action necessary to safeguard the well being of staff, volunteers, and wildlife and to protect property,
- D. During an emergency, unless otherwise specified by these Bylaws, notice of a meeting of the Executive Committee need be given only to those Directors it is practicable to reach and may be given in any practicable manner, including by publication and radio, and
- E. One or more of the Officers of TWRC present at a meeting of the Executive Committee may be deemed to be Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum and conduct business.

## **ARTICLE VI.** **Amendment of Bylaws**

### **Section 1. Amendment or Repeal**

These Bylaws may be amended or repealed and new Bylaws adopted by no less than a two-thirds (2/3) affirmative vote by the Board.

### **Section 2. Notice**

Triangle Wildlife Rehabilitation Clinic, Inc.

Any Director may propose an amendment or change to the Bylaws at any regularly scheduled meeting of the Board. The President shall table the proposal for consideration at the next scheduled meeting of the Board. The Board shall notify the Directors by including the proposal as an agenda item for action for the next two scheduled Board Meetings.

### **Section 3. Vote**

The Board shall approve the proposal by an affirmative vote by no less than two-thirds (2/3) of the Board at the two (2) scheduled meetings for which notice was given for action on the proposal. Unless directed otherwise by the proposal, amendments shall be effective immediately.

These Bylaws were adopted as the inaugural Bylaws for the Triangle Wildlife Rehabilitation Clinic, Inc., at a meeting of the incorporators on the 28th day of June 2009.

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Pamela Bayne  
President

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Christopher E. Cramer, Ph.D.  
Secretary