



Plan International USA

BYLAWS

Policy Name: Bylaws
Owner: Plan USA Board of Directors
Approved by: Plan USA Board of Directors
Effective Date: February 26, 2021
Version: As of February 26, 2021
Applicable to: Plan USA Board of Directors, Plan USA Executive Team
Related Standing Policies
Documents:
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Table of Contents

Article I. General Provisions	2
Article II. Board of Directors	2
Article III. Committees of the Board	5
Article IV. Officers, international directors, agents and employees	6
Article V. Compensation of officers and directors	10
Article VI. Amendment of Bylaws and Certificate of Incorporation.....	10
Article VII. Indemnification.....	10
Article VIII. Miscellaneous	11

Article I. General Provisions

Section 1. Board Standing Policies and relationship to Bylaws

The Board of Directors (the "Board") of Plan International USA, Inc. (herewith the "Corporation") has, in addition to adopting these Bylaws, adopted policies and procedures called "Board Standing Policies" which relate to the governance and overall management and operations of the Board and of the Corporation. The Board intends to review and, if and when appropriate, supplement, amend or otherwise change the Board Standing Policies from time to time, and, accordingly, such policies are subject to review and change at each meeting of the Board, as the Board may see fit.

It is intended that nothing in these Bylaws be in conflict with or inconsistent with any Board Standing Policy and that the Board will, from time to time, amend these Bylaws to eliminate any such conflict or inconsistency of which it is aware. In the event, however, of any direct, irreconcilable conflict or inconsistency between any Board Standing Policy and a provision of these Bylaws, the relevant Bylaw provision shall prevail. If a provision of these Bylaws and a Board Standing Policy deal with the same subject, but one is more specific than the other, both the Bylaw provision and the Board Standing Policy shall be effective except only to the extent they cannot be interpreted without direct conflict.

Section 2. Non-Membership Organization

The Corporation shall have no members.

Section 3. Affiliation with Plan International, Inc. and other Organizations

The Corporation shall affiliate with Plan International, Inc., a New York corporation, ("P.I.I."), pursuant to the Bylaws of P.I.I. from time to time in force. The Corporation is authorized and directed to enter into such affiliation, membership, trademark or comparable agreements with P.I.I. as P.I.I. may from time to time request and the Board of the Corporation approve. The Corporation may affiliate with other organizations to pursue its goals and objectives.

Article II. Board of Directors

Section 1. Duties and powers of the Board; delegation to Board Committees and Officers

The Board shall be the governing body of the Corporation and have the general power to control, manage, oversee and direct in all respects and at all times the conduct of the affairs of the Corporation. The Board may, by resolution passed by a majority of the Directors at which a quorum is present, establish one or more Committees ("Committee"), each Committee to consist of one or more Directors. Subject to the limitations set forth in Article III below, the Board Standing Policies and any restrictions imposed by law, the Board may delegate to any Committees of the Board and to officers of the Corporation such powers and duties as and on such terms as the Board may from time to time see fit.

Section 2. Number and qualifications of Directors

The number of directors constituting the Board shall be not less than ten (10) or more than twenty-five (25), all of whom shall be at least 18 years of age. The number of directors may be increased above 25 or decreased below 10 by amendment of the Bylaws, except that no decrease shall shorten the term of any incumbent director. No employee of the Corporation shall be eligible to serve on the Board, although the Chief Executive Officer shall be an ex-officio non-voting member of the Board, but may, at the request of the Chair be excluded from being present during any Board meeting, discussion or action. Nothing in these Bylaws is intended either to prevent the Board from inviting others (whether officers or employees of the Corporation or persons younger than eighteen (18) or persons not on the Board) to participate on a non-voting basis in meetings or discussions of the Board or its Committees or to limit the Board's ability to establish advisory or other boards, committees, panels or taskforces with whatever membership or eligibility requirements the Board may determine.

Section 3. Election and term of directors; term limits

Directors shall be elected for terms not to exceed three (3) years (i.e., from the date of election until the end of the third annual meeting subsequent to that election), and the Board shall attempt to stagger (and shall have the authority to do so by setting individual terms shorter than three (3) years) the terms so that at each annual meeting the terms of approximately one-third of the directors will expire. The election or re-election of directors for the directorship terms expiring as of an annual meeting shall be held at that annual meeting, subject to the Board's authority to reduce the number of directors. The election and re-election of directors shall be by secret ballot, unless all directors present at the meeting waive that requirement, in which case voting shall be by show of hands.

A director who has served on the Board for twelve consecutive years shall not be eligible for re-election to the Board until at least one year has elapsed after the end of his or her 12th year, except that a director who has served for twelve consecutive years may be reelected to the Board, without the elapsing of a year, by a two-thirds vote of the members of the Board then present and voting, if that affirmative vote also represents the majority of the entire Board.

Section 4. Resignation and removal

Any member of the Board may resign at any time on written notice to the Chair or the Secretary. Any member of the Board may be removed by a two-thirds vote of the entire Board for conduct determined by the Board to be detrimental to the interests of the Corporation or if he or she has failed to attend three successive regular meetings of the Board. Such action may be taken at any regular or special meeting of the Board on not less than fifteen (15) days' notice in writing to all directors, and the director subject to removal shall have the right to appear and vote at the meeting. Removal of a director shall be by secret ballot. Any member of the Board so removed, if also an officer, shall immediately be deemed to have been removed as an officer.

Section 5. Newly created directorships and vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the Board for any other reason may be filled by a two-thirds vote of the directors present and voting at a meeting, if that affirmative vote also represents the majority of the entire Board.

Section 6. Meetings

There shall be a minimum of three (3) meetings of the Board in each fiscal year, to be held at such times and places in the U.S. or elsewhere as the Board determines. Special Board meetings may be called either by the Chair at any time or shall be called upon the request in writing to the Chair of at least three (3) directors.

Notice of each meeting of the Board together with the proposed agenda shall be sent to all directors not less than ten (10) days prior to each meeting. Any member of the Board may waive notice of any meeting by signing a written waiver, either before or after such meeting, and, in any event, the attendance at a meeting by a member, other than for the purpose of protesting the lack of notice, shall be deemed that member's waiver of notice of that meeting. Any member of the Board may participate in any regular or special meeting of the Board or of any Board Committee thereof by means of conference telephone, video conferencing or any similar communications equipment or technology allowing all persons participating in the meeting to speak and to hear each other at the same time and to vote by voice vote.

Participating by such means shall be deemed to constitute presence in person at that meeting. In the case of any secret ballot taken at a meeting in which persons are participating by any such communications equipment or technology, the votes of such persons shall be deemed validly given by secret ballot if they indicate their vote privately to the Secretary or to any other person present designated by the Chair.

The annual meeting of the Board shall be held not less than forty-five (45) nor more than one hundred-eighty-four (184) days following the end of each fiscal year of the Corporation, the specific date to be determined in each year by the Board or, absent such determination, by the Chair. If for any reason, however, the Chair determines that for good and unexpected reasons, it is impracticable to hold the annual meeting during that period with respect to any fiscal year, the meeting shall be rescheduled to a date as soon thereafter as is practicable. At the annual meeting, the Board shall transact such business as may be required by (and may conduct such other business as it wishes that is not inconsistent with) applicable law, these Bylaws or by the Board Standing Policies.

Section 7. Quorum and meeting procedures

Unless otherwise provided by law or the Certificate of Incorporation of the Corporation, at all meetings of the Board or Board Committees, the presence, whether in person or by proxy, of a majority of the Directors or Board Committee Members, as applicable, entitled to vote shall constitute a quorum. Meetings of the Board may, if the Chair so desires, be conducted with informality (including without formal voting), except that with respect to any formal Board action or other formal decision, the procedure for putting forth and seconding the motion for the action or decision and for the discussion of the proposed action or decision shall, at the request of any Director present, be conducted, insofar as reasonably practicable, in accordance with recognized parliamentary rules of procedure. When a quorum is present at any Board or Board Committee meeting, the vote of a majority of the Directors present, or a majority of the Board Committee Members, as applicable, shall decide any question brought before such meeting, unless a greater number is required by law or these Bylaws. A Director who must

leave a meeting during a vote due to a conflict of interest or related party transaction is still considered "present" at the time of the vote in order to be counted for quorum purposes. Where any action taken by a Board Committee is in conflict with a Board action, or the Corporation's Bylaws, the Board action or the Bylaws, as applicable, shall prevail.

Proxies shall be available to any Director or Board Committee Member, as applicable, who cannot attend a Board or Board Committee meeting. All proxies shall be in writing and signed by the Director or the Board Committee member, as applicable and specifically state the meeting to which the proxy relates. Proxies shall be conveyed to the Board Chair, or the Board Committee Chair, as applicable, with a copy to the Secretary. Proxies shall be counted for purposes of establishing a quorum but shall not be counted for voting purposes.

Section 8. Action without a meeting

Any action required or permitted to be taken by the Board or any Board Committee may be taken without a meeting if all members of the Board or Board Committee consent in writing as long as: (1) the Board or any Board Committee, as applicable, is given full information in order to make an informed decision, and (2) every Director, or Committee Member, as applicable, consents in writing (including, without limitation, by email, facsimile transmission or other written means, but not proxies) or to the adoption of a written resolution authorizing such action. Each resolution so adopted and the written consents thereto shall be filed with the minutes of the meetings of the Board or such Board Committee.

Section 9. Annual financial report of Treasurer to directors

The Treasurer shall present for approval by the Board at the annual meeting a report, previously approved by the Corporation's Audit Committee and reported on by an independent certified public accountant or a firm of such accountants selected by the Board on recommendation of the Audit Committee, showing in appropriate detail the information from time to time required for charitable, non-profit corporations like the Corporation by the Financial Accounting Standards Board of the U.S.A., as interpreted and applied by the independent certified public accounts of the Corporation. The annual report, as approved by the Audit Committee and the Board, shall be filed with the records of the Corporation.

ARTICLE III. Committees of the Board

Section 1. Standing Board Committees

There shall be three (3) Board standing Committees: (i) the Executive Committee, (ii) the Audit Committee and (iii) the Finance Committee. The Board may, by resolution, establish such other standing or special Committees as it, from time to time, determines. Except as otherwise provided in these Bylaws, the membership of each Committee shall serve at the pleasure of the Board and each such Committee shall have such powers and duties as the Board shall prescribe, except that no such Committee shall have authority respecting the following matters (all of which shall be under the authority of the Board as a whole or as otherwise set forth in these Bylaws):

- The election or removal of any Board member or officer, or the filling of vacancies on any standing Committee.

- The amendment or repeal of these Bylaws, any Board Standing Policy, or the Certificate of Incorporation, or the adoption of new Bylaws or any new Board Standing Policy.
- The amendment or repeal of any resolution of the Board or any Board Standing Policy.
- The approval of a merger or plan of dissolution.
- The authorization of any transaction regarding the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation.

Section 2. Executive Committee

The Executive Committee shall consist of the Board Chair, the Vice-Chair, the Secretary, the Treasurer. Up to two additional members of the Board may be nominated by the Chair for appointment to the Executive Committee. In such a case, the additional member(s) shall be appointed upon a majority vote of the full Board.

Any person ceasing to be a member of the Board shall automatically also cease to be a member of the Executive Committee. The Executive Committee shall act by means of meetings to be called by the Chair with a majority of the Committee members constituting a quorum for any such meeting. Except as otherwise provided in Section 1, above, of this Article III, the Executive Committee shall possess all the powers of the Board and may pass resolutions which bind the Corporation at its meetings held between meetings of the Board. The Executive Committee shall keep detailed minutes of each of its meetings and submit them for review by the full Board at the Board's next meeting.

Section 3. Audit Committee

The Board of Directors shall at each annual meeting appoint an Audit Committee of not fewer than three directors. Neither the Chair of the Board nor the Treasurer shall be chair of the Audit Committee. The Audit Committee shall have such authorities and responsibilities as given to it in the Board Standing Policies.

Section 4. Finance Committee

The Finance Committee shall have such authority and responsibilities as given to it in the Board Standing Policies. The Treasurer shall be the Chair of the Finance Committee.

Section 5. Committee membership and Chairs

Except as otherwise provided by these Bylaws, the members and chairs of each Committee shall be appointed by the Chair of the Board with the consent of the Board.

ARTICLE IV. Officers, international directors, agents and employees

Section 1. General Provisions

The officers of the Corporation shall be: a Chair, a Vice-Chair, a Secretary and a Treasurer, all

of whom shall be selected from among the members of the Board;

A Chief Executive Officer, who shall be an ex officio member of the Board, and a Chief Financial Officer, who is not a member of the Board; and

Such other officers as the Board may from time to time determine, who may or may not be members of the Board, as the board determines, and who shall have such powers, responsibilities and authorities as the Board may designate or as the Board may authorize the Chief Executive Officer to authorize.

Two (2) or more offices may be held by the same person, except in the cases of the persons holding the offices of Chief Executive Officer and Chief Financial Officer, but no officer shall execute, acknowledge or verify any instrument binding on the Corporation in more than one capacity.

Each officer shall be elected by the Board at its annual meeting for a term of one year and shall serve until their successors shall have been duly elected or appointed or until their earlier death, resignation or removal, except that the Chief Executive Officer and the Chief Financial Officer, as well as any officers appointed by the Chief Executive Officer in accordance with these Bylaws, shall serve as officers at the pleasure of the Board or, in the case of officers appointed by the Chief Executive Officer, at his or her pleasure. Nothing in the foregoing sentence shall be deemed to prevent the Corporation from entering into an employment contract of more than one year with the Chief Executive Officer, the Chief Financial Officer or any officer who is not a member of the Board, provided that the contract does not prohibit the Board from removing such person from office for cause and under such other circumstances as may be set forth in such contract.

Unless the Board votes otherwise at a meeting where a quorum is present, the vote of a majority of the Board members shall elect the officers of the Corporation by written ballot. If no candidate for a particular office receives a majority of the votes, the voting on the subsequent ballot for that office shall be limited to the two candidates receiving the highest number of votes on the preceding ballot.

Section 2. Powers and duties of the Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors and the Executive Committee at which he or she is present and shall be ex-officio and a voting member of all other Board Committees. The Chair shall have the general oversight of the affairs and property of the Corporation, and shall be authorized to delegate to the other officers such of his or her powers and duties at such times and in such manner as he or she and the Board of Directors may deem to be advisable, and have such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

Section 3. Powers and duties of the Vice-Chair

The Vice-Chair shall assist the Chair in the general supervision of the affairs of the Corporation at such times and in such manner as the Chair may deem to be advisable. The Vice-Chair shall in the event of the absence or disability of the Chair exercise the powers and perform the duties of the Chair. In the event of the absence or disability of both the Chair and Vice-Chair, the powers and duties of the Chair shall be exercised and performed by the

Secretary. The Vice-Chair shall have such other powers and duties as the Board of Directors or the Chair may from time to time prescribe.

Section 4. Powers and duties of the Chief Executive Officer

The Chief Executive Officer shall have the general direction and management of the affairs and property of the Corporation; shall see to it that all resolutions and orders of the Board of Directors are carried into effect; and shall have and exercise all such powers and discharge such duties as usually pertain to such office. Subject to the approval of the Board, the Chief Executive Officer shall be responsible, as required, for appointing and removing the staff, as well as fixing their duties, compensation and terms of employment. Except whereby statute or by order of the Board the signature of another officer of the Corporation is required, the Chief Executive Officer shall have the power to execute all instruments on behalf of the Corporation.

The Chief Executive Officer shall be elected by a majority vote of the directors present at a meeting of the Board at which a quorum is present, if that vote also represents a majority of the entire Board. If he or she is removed, resigns or is unable to exercise the powers and responsibilities of office, the Board or the Executive Committee shall designate another officer or management person to exercise them until further action by the Board.

Section 5. Powers and duties of the Chief Financial Officer

The Chief Financial Officer shall report to the Chief Executive Officer and shall be responsible for responding to requests for information from the Finance Committee, and the Audit Committee. The Chief Financial Officer shall be generally responsible for the provision to the Corporation's auditors and to the Board of accurate and complete information relating to the finances, accounts, financial audits and internal and external financial reports of the Corporation and for the establishment and maintenance, consistent with any of the Board Standing Policies, of controls, systems and procedures to best assure the integrity and accuracy of such information and to best prevent any financial misdoings (including, without limitation fraud, misappropriation or embezzlement) involving the Corporation or its funds by any person or entity.

Section 6. Powers and duties of the Secretary

Unless otherwise directed by the Chair or the Board, the Secretary shall:

- i. Cause the minutes of all proceedings of the Board to be kept.
- ii. Cause all notices to directors as may be required by these Bylaws to be given.
- iii. Have charge of the seal of the Corporation and attest the same by his or her signature whenever required.
- iv. Conduct the correspondence of the Board.
- v. Have charge of the records of the Corporation and of such other books and papers of the Corporation. Copies of all such correspondence and records shall be available for review by each member of the Board. The Secretary shall also have such other powers and duties as generally pertain to the position of secretary of a non-profit corporation and as may be assigned to him or her by the Chair or the Board.

Section 7. Powers and duties of the Treasurer

The Treasurer shall be responsible for the care and custody of all funds and securities of the Corporation, which care he or she shall cause to be exercised by the Chief Financial Officer or others in accordance with applicable law and the Board Standing Policies. To the extent required by law, third parties or the Board Standing Policies, or as designated by the Board, he or she shall endorse all commercial documents requiring endorsements for deposit or negotiation on behalf of the Corporation, or may delegate that function to an appropriate officer of the Corporation. He or she shall have all such other powers and duties as generally are incident to the position of treasurer of a non-profit corporation with a separate chief financial officer and as may be assigned to him or her by the Chair or the Board. The Treasurer shall render financial statements to the Board, as provided for in Section 9 of Article II, above ("Annual Financial Report of Treasurer to Directors") or as otherwise required by the Board.

Section 8. International Members Assembly Delegates and alternates

The Board shall send delegates to the Members Assembly of P.I.I., in the number allotted from time to time to the Corporation by the Bylaws of P.I.I. If only one (1) Delegate is allotted, that Delegate shall be the Board Chair unless the Chair is serving on P.I.I.'s International Board, in which case, the Board shall elect another Delegate. If two (2) are allotted, the second Delegate shall be the Board Vice-Chair or any other member as determined by a vote of the Board. In the event that more than two (2) Delegates are allotted to the Corporation, any additional Delegates shall be elected from among the remaining Board Members. In addition, the Board shall elect another nominee as an alternative for such Member Assembly Delegates in the event one or more Members Assembly Delegates is unable to attend. At the Board's discretion, but subject to any contrary provisions in the Bylaws of P.I.I. or the Corporation's Members Agreement with P.I.I., it may elect two (2) alternates for each Members Assembly Delegate, one (1) alternate for all Members Assembly Delegates as a group, or a first alternate, a second alternate, etc. (up to the number of Board Delegates allotted to the Corporation) for the Members Assembly Delegates as a group. Subject to any contrary determinations by P.I.I., persons elected as nominees of the Members Assembly of P.I.I. and as alternates shall serve for terms of one year commencing as of the second meeting of the Members Assembly of P.I.I. following the annual meeting of the Corporation at which they were elected until their successors have been duly elected (or until their earlier removal, resignation or disqualification). They shall be eligible for reelection as Delegates. Vacancies may be filled for any unexpired term at any regular or special meeting of the Board.

Any person nominated by the Corporation and elected as a member of the Members Assembly of P.I.I. and any alternate may be removed from office prior to the end of such member's term by resolution of a majority of the entire Board. Any such action shall be communicated promptly to the Corporate Secretary of P.I.I. with a request that the P.I.I. Membership be asked to take appropriate action to remove that Members Assembly Delegate from the P.I.I. Members Assembly or from alternate status. The nominations or removals of persons for election to the Members Assembly of P.I.I. and their alternates shall, unless all Directors eligible to vote at the relevant meeting so decide, be by secret ballot.

Section 9. Terms, resignation and removal of officers and vacancies

The election of officers shall occur at the annual meetings (except in the cases of election of officers to fill vacancies occurring between annual meetings, including those resulting from the creation of new officer positions between annual meetings) and shall be for terms lasting until their re-election or their successors take office at or following the next annual meeting. Any officer, however, may resign by delivering to the Chair or Secretary a written resignation, and any officer may be removed, with or without cause, at any time by a two-thirds vote of the entire Board. If any office elected by the Board becomes vacant, the Executive Committee shall have the power to designate a person to fill that office on an acting basis until the next meeting of the Board.

ARTICLE V. COMPENSATION OF OFFICERS AND DIRECTORS

The compensation of the Chief Executive Officer shall be fixed by resolution of the Board, but the Board may authorize the Chief Executive Officer to fix the compensation of all employees of the Corporation under his or her direction or control. Directors and officers (other than the Chief Executive Officer, the Chief Financial Officer and any other officers who are employees of the Corporation and not members of the Board) shall receive no compensation in their capacities as directors or officers as such, except as the Board may specifically approve otherwise. Nothing in this section is intended to prevent reimbursement of expenses or compensation for the provision of materials or services beyond those that are part of the expected responsibility of the officer or a Director, so long as such reimbursement or compensation is in accordance with the Corporation's policies.

ARTICLE VI. AMENDMENT OF BYLAWS AND CERTIFICATE OF INCORPORATION

These Bylaws and the Corporation's Certificate of Incorporation may be amended or repealed and new Bylaws or Certificate of Incorporation, as applicable, may be adopted by a two-thirds vote of the members of the Board present and voting at a meeting at which a quorum is present if such affirmative vote also represents a majority of the entire Board; provided, that the notice of the meeting included mention that amendment of the Bylaws or Certificate of Incorporation, as applicable, is on the agenda.

ARTICLE VII. INDEMNIFICATION

Section 1. Derivative Actions

Every person made a party to any action, suit or proceeding by or in right of the Corporation to

procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation and served at the request of the Corporation shall be indemnified by the Corporation to the full extent permitted by law from and against any and all claims and liabilities of every kind or nature arising out of or in connection with such action, or in connection with an appeal therefrom, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director has breached his or her duty to the Corporation and, in addition, such officer or director shall be reimbursed by the Corporation for all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her as a result of such action.

Section 2. Non-derivative actions

Every person made a party to any action, suit or proceeding other than one by or in right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in right of any other Corporation of any type or kind, domestic or foreign, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he or she, his or her testator or intestate was a director or officer of the Corporation, shall be indemnified by the Corporation to the full extent permitted by law against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therefrom, if such person acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

Section 3. Advance payment of expenses

Expenses incurred in defending any action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the officer or director to repay such amount, unless it shall be ultimately determined that the officer or director is entitled to be indemnified as authorized in this Article.

Section 4. Insurance for indemnification of directors and officers

The Corporation may purchase and maintain such insurance in accordance with, and subject to the provisions of Section 727 of the New York Not-for-Profit Corporation Law, as the Board of Directors may from time to time determine.

ARTICLE VIII. MISCELLANEOUS

Section 1. Corporate seal

The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "New York" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

Section 2. Checks, notes, drafts, etc.

The Board of Directors shall determine, including by Board Standing Policies, who shall be

authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money, to enter into contracts, or to execute and deliver other documents and instruments binding on the Corporation. Such authority may be general or specific.

Section 3. Fiscal year

The fiscal year of the Corporation shall begin on the first day of July and terminate on the last day of June in each calendar year.

Section 4. Office

The offices of the Corporation shall be located in such place in or outside of the state of New York as the Board may from time to time determine.

Section 5. Books and Records

There shall be kept at the office of the Corporation up-to-date and accurate books of account of the activities and transactions of the Corporation.

End of document.