

Federation of Americans for Consumer Choice, Inc.

A Texas Non-profit Corporation

BYLAWS

ARTICLE I

NAME AND LOCATION

1.01 Name

The name of this corporation shall be the Federation of Americans for Consumer Choice, Inc., herein referred to as FACC, a non-stock corporation incorporated in the State of Texas.

1.02 Location

The corporation shall have its principal place of business in Austin, Texas, and may conduct its activities in other locations as determined by the Board of Directors.

ARTICLE II

PURPOSES AND POWERS

2.01 Mission

The corporation is dedicated to supporting and advancing the cause of independent distribution of fixed insurance and annuity products as provided through insurance-licensed professionals in all appropriate and lawful ways and giving its members opportunities for education, advancement, and improvement in all aspects of their independent agent and agency businesses.

2.02 Purpose

FACC is a non-profit corporation and shall be operated exclusively to advance the professional interests of its members within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and the Texas Business Organizations Code. The corporation is organized to represent and give voice to the interests of its membership in seeking:

- (a) Recognition of the value of fixed insurance and annuity products and related services offered through the independent distribution channel; and,
- (b) Preservation of freedom of choice for consumers who seek products and services of independent agents and agencies that provide fixed insurance and annuity products on behalf of multiple carriers.

Recognizing that access to fixed insurance and annuity products available through qualified and knowledgeable insurance-licensed professionals is a cornerstone of the financial well-being of consumers, FACC will work with:

- Regulators and policymakers to ensure an accessible, fair, and competitive insurance marketplace;

- Members to promote high standards of compliance, care and service to consumers through education and training especially as it relates to relevant insurance legislation and regulation; and,
- Insurance companies and industry as a whole to promote manufacture and distribution of fixed insurance and annuity products through independent distributors in order to meet consumer needs and preferences.

2.03 Powers

The corporation shall have all of the powers, duties, authorities, and responsibilities as provided in the Texas Nonprofit Corporation Act (as defined in the Business Code) to effect the purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. These activities shall be carried out to the extent and in such manner that they further business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

2.04 Nonprofit Status, Exempt Activities Limitation, and Dissolution

Nonprofit Legal Status. FACC is a Texas non-profit corporation, organized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code and the Texas Nonprofit Corporation Act .

Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Formation and these Bylaws.

Distribution upon Dissolution. Determination to dissolve the organization is a power vested with the Board of Directors. Upon termination or dissolution of FACC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(6) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which have a purpose similar to FACC.

The organization to receive the assets of FACC hereunder shall be selected in the discretion of a majority of the Board of Directors, or if its Board members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against FACC by one or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this

section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to which has a purpose, which, at least generally, includes a purpose similar to FACC, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.01 Voting Members

The corporation shall have Voting Members. Voting membership in the Corporation is available to persons or firms that are (i) independently owned and operated as a marketing intermediary engaged in the distribution of fixed insurance and annuity products, and (ii) are not subsidiaries of or controlled by any insurance company, bank, securities firm, or other similar financial institution. “Independently owned and operated” means that no other business entity has an ownership interest of more than 49% in the marketing intermediary. No member shall have any right to title or interest in or to the corporation, its property or its affiliates. Membership is not transferable.

3.02 Non-Voting Members

The Board of Directors may approve classes of Non-Voting Members with rights, privileges, and obligations established by the Board of Directors. Non-Voting Members may be individuals, businesses, and other organizations that seek to support the mission of the corporation. At no time shall Non-Voting Member information be shared with or sold to other organizations or groups without consent of the affected Non-Voting Member. At the discretion of the Board of Directors, Non-Voting Members may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Non-Voting Members have no voting rights.

3.03 Annual Meetings

- (a) Annual Membership Meeting. The corporation will hold an annual meeting of the members at such place and on such date as the Board of Directors determines.
- (b) Special Meetings. Special meetings of the members may be called by the Board of Directors at any time.
- (c) Notice. The Board of Directors shall give members written notice of the date time and place of each annual and special meeting. Such notice shall be given either personally or by mail, no less than ten (10) nor more than sixty (60) days before the date of the meeting except that notice of a members’ meeting to act on an amendment of the Certificate of Formation, a plan of merger, or the dissolution of the corporation will be given not less than twenty-five (25) nor more than sixty (60) days before the meeting.

- (d) **Voting.** A quorum for the transaction of any item of business at any meeting shall consist of ten (10) percent of the Voting Members of the corporation, present in person or by proxy, unless otherwise provided by the Certificate of Formation or these Bylaws. A majority of the Voting Members where a quorum is present is necessary to make a decision except where a larger number or percentage is required by law, the Certificate of Formation, or by these Bylaws. If a quorum is not present, a majority of those Voting Members present may adjourn the meeting from time to time without notice. Participation by members in annual or special meetings is not permitted by teleconference or other electronic means unless approved in advance by the Board of Directors and so indicated in the notice to such meeting as described above.
- (e) **Date of Record.** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may fix, in advance, a date as the record date for any such determination of membership. Such record date shall not be more than sixty (60) days before the date of such meeting. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of Voting Members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held.

3.04 Dues

Dues for Voting Members & Non-Voting Members shall be determined by the Board of Directors.

3.05 Member Guidelines

- (a) **Applications for Membership.** All applicants for membership must complete and sign the application form provided by the Corporation and submit the application to the principal office of the Corporation.
- (b) **Admission of Members.** Admission to membership is by majority vote of the Board of Directors based upon a determination that an applicant has met the Corporation's criteria for membership.
- (c) **Resignation.** Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.
- (d) **Expulsion.** Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for any other reason shall be given advance written notice, at least two weeks prior to the Board meeting at which the expulsion will be considered, including the reason for the proposed expulsion, and the opportunity to contest the proposed expulsion in writing or in person

before the Board of Directors. Final written notice of the Board's decision will be provided within two weeks following the meeting.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Number of Directors

FACC shall have a Board of Directors consisting of at least 3 and no more than 7 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of FACC shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- (a) All Directors, except the Officers, shall be elected to serve a two-year term; however, the term either may be extended by vote of at least 2/3rds of the remaining Board of Directors or until a successor has been elected. The initial term will be the remaining portion of calendar year plus two additional years.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended or until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be 18 years of age and a Voting Member of the corporation. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal, or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.06 Removal of Directors

A Director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, if:

- (a) the Director is absent and unexcused from three or more meetings of the Board of Directors in a twelve-month period. The Board president is empowered to excuse Directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board vice president shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings.

- (a) **Place of Meeting.** Meetings of the Board of Directors shall be held at such places, within or without the State of Texas, as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.
- (b) **Annual Meetings.** An annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors of the corporation and communicated to all Directors. At such annual meeting, the Directors shall transact such business as shall be included in the notice and agenda for the meeting. Written notice of the place, date and time of each annual meeting of the Board of Directors shall be given to each Director who on the record date for notice of the meeting is entitled to vote thereat, at such Director's address as it appears on the books of the corporation at the time such notice is given.
- (c) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated by written notice to all Directors. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, any and all business may be transacted at any regular meeting
- (d) **Special Meetings.** Special meetings of the Board of Directors may be called by the President upon not less than one (1) nor more than sixty (60) days' notice to each Director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more Directors. Except as otherwise provided by law, by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting
- (e) **Waiver of Notice.** Any Director may waive notice of any meeting. A waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- (f) **Proxies Prohibited.** Proxy voting is not permitted for purposes of meetings of the Board of Directors.

4.08 Manner of Acting.

- (a) Quorum. A majority of the Board of Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the Certificate of Formation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Hung Board Decisions. On the occasion that Directors of the Board are unable to decide based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Certificate of Formation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.
- (e) Informal Action by the Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board of Directors may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board of Directors meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE V
OFFICERS

The Officers of the corporation shall be President, Vice President, Secretary and Treasurer. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by

resolution of the Board of Directors or by direction of an Officer authorized by the Board of Directors to prescribe the duties and authority of other Officers. The Board may also appoint additional vice-presidents and such other Officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more officer positions, but no Officer may act in more than one capacity where action of two or more Officers is required.

5.01 Term of Office

Each Officer shall serve a minimum of a one-year term of office and may not serve more than three (3) consecutive terms of office unless unanimously elected by the Board of Directors at the end of his/her three (3) one-year terms. Board Officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected. The Board of Directors may vote to determine the Director to fill any unexpired term.

5.02 Removal and Resignation

The Board of Directors may remove an Officer at any time for cause. Any Officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.03 President

The President shall be the chief Officer of the corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5.04 Vice President

In the absence or disability of the President, the ranking Vice President or vice-president designated by the Board of Directors shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President.

5.05 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Board of Directors and committees or advisory boards. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of the Board of Directors and committees as

required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board of Directors, a Director to assist in performance of all or part of the duties of the Secretary.

5.06 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board of Directors informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5.07 Non-Director Officers

The Board of Directors may designate additional Officer positions of the corporation and may appoint and assign duties to other non-Director Officers of the corporation.

ARTICLE VI

Notices

6.01 Manner of Giving Notice

Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any Director or committee member of the Corporation, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by email or other form of electronic communication permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to such Director or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission or email or other form of electronic communication shall be deemed to be delivered upon successful transmission of such facsimile or email or other form of electronic communication.

6.02 Waiver of Notice

Whenever any notice is required to be given to any Director or committee member of the Corporation under the provisions of any law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII
COMMITTEES & ADVISORY BOARDS

7.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Board of Directors then in office, designate one or more committees, each consisting of two or more Board of Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee may:

- (a) take any final action on matters which also requires Board of Directors approval.
- (b) fill vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;
- (c) amend or repeal Bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for Director; or
- (g) approve any transaction;
 - a. to which the corporation is a party and one or more Directors have a material financial interest; or
 - b. between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

7.02 Advisory Boards.

The Board of Directors by resolution may establish an advisory board and designate members thereto. The advisory board shall be composed of individuals who possess professional knowledge, skills, influence, positions, or experience in insurance or financial services or allied industries in order to provide insight and assistance in promoting the mission and purposes of the corporation. The Advisory Board shall act strictly in an advisory capacity and exercises no official authority for the corporation.

7.03 Meetings and Action of Committees & Advisory Boards

Meetings and action of the committees and advisory boards shall be governed by and held and taken in accordance with, the provisions of Article 4 of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee or advisory board and its members for the Board of Directors and its members, except that the time for regular meetings may be determined either by resolution of the Board of Directors or by resolution of the committee or advisory board. Special meetings may also be called by resolution of the Board of Directors. Notice of special meetings shall also be given to any and all alternate members, who shall have the right to attend all meetings. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee or advisory board not inconsistent with the provisions of these Bylaws.

ARTICLE VIII
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the President of the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

8.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

8.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

8.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8.05 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, employee or

- agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents and Employees. An Officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE IX **MISCELLANEOUS**

9.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Certificate of Formation and Bylaws as amended to date.

9.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

9.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board delegated powers.

9.04 Nondiscrimination Policy

the Officers, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of FACC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

9.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

- (b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of Directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X

AMENDMENT OF CERTIFICATE OF FORMATION

10.01 Amendment

Any amendment to the Certificate of Formation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws were approved by the FACC Board of Directors on XX, XX, 2020 and constitute a complete copy of the Bylaws of the corporation.

NAME, President

Date: _____