

BY-LAWS OF FREDERICTON EXHIBITION LIMITED

BE IT ENACTED and it is hereby enacted as a by-law of **FREDERICTON EXHIBITION LIMITED** (hereinafter called the "Company") as follows:

INTERPRETATION

1. In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

HEAD OFFICE

2. The head office of the Company shall be in Fredericton, New Brunswick and at such place therein as the directors may from time to time by resolution determine.

CORPORATE SEAL

3. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Company.

BOARD OF DIRECTORS

4. The affairs of the Company shall be managed by a board of directors, of whom six shall be a quorum for the transaction of business, consisting of:

- (a) 12 elected directors elected as provided for in these by-laws; and
- (b) the Executive Director of the Company who shall be an ex officio, non-voting member of the board of directors.

5. Directors shall be elected by the Members at the annual meeting of the Company. If the number of Members nominated to be directors is equal to or less than the number of directors to be elected, those nominees shall be declared elected. If the number of Members nominated to be directors is greater than the number of directors to be elected, the election of directors shall be by ballot. In such case, each Member in attendance at the annual meeting shall receive a ballot whereon they shall vote for a number of the nominees equal to the number of directors being elected. Any ballot containing greater or fewer names than the number of directors eligible for election shall be considered spoiled and shall be discarded.

6. Each director shall be elected for a term of two years commencing at the close of the annual meeting for the year in which he or she is elected and ending at the close of the annual meeting in the second following year.

7. A director shall not be eligible to be elected for more than six successive terms and, if elected for six successive terms, shall thereafter wait for at least one year before being eligible to be again elected as a director.

8. The positions of the six current directors whose terms were scheduled to expire in either 2020 or 2021 shall be up for election at the annual meeting when these by-laws are considered and

approved. The positions of the remaining six directors shall be up for election at the immediately following annual meeting.

9. The following persons are disqualified from being a director of the Company:
 - (a) anyone who is less than 19 years of age;
 - (b) anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
 - (c) a person who is not an individual;
 - (d) a person who has the status of bankrupt;
 - (e) a former director previously removed by resolution of the Members or directors; or
 - (f) a person convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside of Canada (i) in connection with the promotion, formation or management of a corporation, or (ii) involving fraud, unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

10. A director ceases to hold office when he or she:
 - (a) dies or resigns;
 - (b) is no longer a Member;
 - (c) is removed by resolution of the Members passed by at least two-thirds of the votes at a meeting called for that purpose;
 - (d) is removed by resolution of the directors passed by at least two-thirds of the votes at a meeting of the directors following the procedure provided for in section 21;
 - (e) ceases to be qualified in accordance with section 9;
 - (f) has failed to attend three consecutive regular meetings of the board; or
 - (g) fails to maintain active participation in a committee of the board of directors as determined by the Executive Committee.

11. A retiring director shall remain in office until the termination of the meeting at which his successor is elected.

12. So long as a quorum of directors remains in office, any vacancy occurring in the board of directors may be filled by such directors as remain in office, and a director so appointed shall hold office for the unexpired term of the vacating director.

13. Meetings of the board of directors may be held at any place within the Province of New Brunswick, no formal notice being required if all the directors are present or if the directors absent

have signified their consent to such meeting. In other cases directors' meetings may be formally called by the President, or by any two directors, but shall always require the consent of the Executive Committee. Notice of such meeting shall be delivered to each director to his or her address shown on the Company's registers or to his or her email address no less than seven days before the meeting is to take place.

14. The board of directors shall hold a minimum of nine meetings each year. The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the time and place of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

15. For the first meeting of the board of directors to be held immediately following the election of directors at an annual meeting of Members or for a meeting of the board of directors at which a director is appointed to fill a vacancy on the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order legally to constitute the meeting, provided a quorum of the directors is present.

16. Questions arising at any meeting of directors shall be decided by a majority of votes. In the event of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

17. With the consent of the Executive Committee, a director may participate in any meeting of the board of directors or of a committee of directors by means of telephone or other communications facilities that permit all persons participating in the meeting to hear one another and a director participating in a meeting by those means shall be deemed to be present at that meeting.

18. A director shall comply with the Board Governance Policies as established by the board of directors from time to time, which are to be reviewed and updated regularly.

19. The board of directors shall have authority in accordance with section 10(d) to expel any director from such position on any one or more of the following grounds:

- (a) violating any provision of the letters patent, by-laws or written policies of the Company;
- (b) carrying out any conduct which may be detrimental to the Company as determined by the other directors in their sole discretion; or
- (c) for any other reason that the other directors in their sole discretion consider to be reasonable, having regard to the purposes of the Company.

20. Any director who is the subject of one of the above-grounds shall abstain from attendance, participation and voting at any meeting or portion thereof called to discuss his or her discipline.

21. In the event that the Executive Committee determines that a director should be expelled based on one of the above grounds, the Executive Committee, or an officer as may be designated by the Executive Committee, shall provide seven days' notice of expulsion to the director and shall provide reasons for the proposed expulsion. The director may make written submissions to the board of directors in response to the notice received within such seven day period. In the event that no written submissions are received by the board, the board may proceed to notify the director that the director is expelled from directorship in the Company. If written submissions are received in

accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the director concerning such final decision within a further seven days from the date of receipt of the submissions. The board's decision shall be final and binding on the director, without any further right of appeal.

22. Each and every director, former director, officer or former officer of the Company shall assume office on the express understanding, agreement and condition that every director, former director, officer or former officer of the Company and his or her heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Company from and against all costs, losses, charges and expenses whatsoever that such director, former director, officer or former officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and also from and against all other costs, losses, charges and expenses that the director, former director, officer or former officer sustains or incurs in or about or in relation to the affairs of the Company except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default.

23. Each Member upon being admitted to membership shall be deemed to have released, discharged and waived and does hereby release, discharge and waive any action, suit, proceeding or claim against a director that he or she may thereafter have arising out of any matter in respect of which the director is purportedly indemnified by section 22.

24. No director or officer for the time being of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Company or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

25. The directors of the Company are hereby authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Company or any corporation controlled by it. Any action from time to time taken by the board under the authority of this by-law shall not require approval or confirmation by the Members.

26. A director may participate in any discussion of the board of directors in respect of any matter in which that director has an interest, either directly or indirectly, but shall not be entitled to vote on such a matter. A director shall declare the nature of such interest prior to the discussion and the declaration shall be recorded in the minutes.

27. The Company may enter into contracts and transact business with one or more of its directors or officers, or with any firm of which one or more of its directors or officers are Members or employees, or with any other corporation or association of which one or more of its directors or officers are shareholders, directors, officers or employees. Such contracts or transactions shall not be invalidated or in any wise affected by the fact that such director or directors or officer or officers have or may have interests therein which are or might be adverse to the interest of the Company,

provided, however, that in any such case the fact of such interest shall be disclosed to the other directors or Members acting upon or in reference to such contract or transaction.

28. A general notice that a director or officer is a director, officer or shareholder of any specified firm, syndicate or association or corporation, and is to be regarded as interested in all transactions with that firm or syndicate or association or corporation shall be a sufficient disclosure in respect to such director or officer and the said transactions and after such general notice it shall not be necessary for the said director or officer to give special notice of any particular transaction with that firm or syndicate or association or corporation.

29. A director of the Company may be or become a shareholder or a director of any corporation in which the Company may be interested as vendor to, purchaser from, shareholder in or otherwise, and no such director shall be accountable for any benefits received by him or by such corporation in respect of any such transaction.

OFFICERS

30. There shall be a President, Vice-President, Secretary and Treasurer and such other officers as the board of directors may by resolution elect. More than one office may be held by one person.

31. The officers shall be elected by the board of directors at the first meeting of the board of directors after the annual election of directors and may be elected by resolution of the board of directors from time to time. Neither the Secretary nor Treasurer need be a director.

32. The President shall, when present, be Chairman at all meetings of the Company, the board of directors and the Executive Committee.

33. The Vice-President shall be vested with all the powers and shall perform all the duties of the Chairman if the President is absent or unable to or refuses to act as the Chairman.

34. The Secretary shall be, by virtue of his or her office, clerk of the board of directors; he or she shall attend all sessions of the board and the Executive Committee and record all facts and minutes of all proceedings in the books kept for that purpose, he or she shall be the custodian of the seal of the Company, and he or she shall be, by virtue of his or her office, secretary of special and annual meetings of the Members and the board of directors. The Secretary shall issue or cause to be issued notice for all meetings of the board of directors, the Executive Committee and Members when directed to do so. The Secretary or such other officer or agent as may be specially charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded:

- (a) a copy of the Letters Patent incorporating the Company and of any Supplementary Letters Patent, and of the preliminary memorandum of agreement and of all the by-laws of the Company;
- (b) the names of all persons who are or have been Members, including honorary members, of the Company;
- (c) the address, both physical and email, of every such person as far as can be ascertained;
- (d) the membership fees paid for each Member (other than honorary members);

- (e) the names and addresses, both physical and email, of all persons who are or have been directors of the Company, with the several dates at which each became or ceased to be a director; and
- (f) the minutes of all meetings of members, the board of directors, the Executive Committee and Members.

35. The Treasurer shall be, by virtue of his or her office, Assistant Secretary and shall be vested with all the powers and shall perform all the duties of the Secretary in the event of the absence or inability or refusal to act of the Secretary. The Treasurer shall review the Company's banking and general financial business and the preparation of financial statements annually and as required by the board of directors.

36. The President shall be the chief executive officer of the Company with power to delegate to the other officers, and shall be responsible as such to the board of directors. The President shall supervise the Secretary and Treasurer in fulfilment of their duties and shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Company, shall be responsible for supervision of the Company's banking and general financial business and for the preparation of monthly and annual financial statements and as otherwise required by the board of directors.

37. The duties and terms of employment of such other officers as the board of directors may by resolution appoint shall be determined by resolution of the board of directors.

38. Any officer shall cease to hold office upon resolution of the board.

EXECUTIVE COMMITTEE

39. An Executive Committee of the board of directors shall be constituted and composed of the President, Vice-President, Past-President, Treasurer, Secretary and Executive Director; provided however, that each of the Secretary and Treasurer shall only be a member of the Executive Committee so long as he or she is also a director. The Executive Director shall be an ex officio, non-voting member of the Executive Committee.

40. The Executive Committee is delegated the following responsibilities by the board of directors:

- (a) advising the Executive Director and the board of directors as to governance and the role that each are to play;
- (b) overseeing the governance of the board of directors and the Company generally;
- (c) carrying out research to assist in strategic planning;
- (d) facilitating the hiring of an Executive Director, by recruiting, carrying out the hiring process and making a recommendation for the board of directors' approval;
- (e) supporting the Executive Director in planning the operations of the Company;
- (f) encouraging compliance with Board Governance Policies and reviewing and updating those policies when necessary;

- (g) addressing workplace issues that are serious in nature and determining any required discipline, including dismissal;
- (h) preparing meeting agendas for each meeting of the board of directors;
- (i) ensuring that all directors serve on at least one committee and that committees are productive and remain necessary;
- (j) promoting director education and development;
- (k) anything that these by-laws provide is to be done by the Executive Committee; and
- (l) such other matters as may be delegated to the Executive Committee by the board of directors from time to time.

41. A quorum of any meeting of the Executive Committee shall be not less than a majority of its members.

42. Meetings of the Executive Committee may be held at any place within the Province of New Brunswick, no formal notice being required if all the members of the Executive Committee are present or if those absent have signified their consent to such meeting. In other cases, Executive Committee meetings may be formally called by the President. Notice of such meeting shall be delivered to each member of the Executive Committee to his or her address shown on the Company's registers or to his or her email address no less than 48 hours before the meeting is to take place.

43. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In the event of an equality of votes, the President, in addition to his or her original vote, shall have a second or casting vote.

44. A member of the Executive Committee may participate in any meeting of the Executive Committee by means of telephone or other communications facilities that permit all persons participating in the meeting to hear one another and a member of the Executive Committee participating in a meeting by those means shall be deemed to be present at the meeting.

45. The Executive Committee shall record minutes of each meeting to be tabled at the next meeting of the board of directors.

46. The Executive Committee may appoint the chairperson for any committee constituted by the board of directors.

COMMITTEES

47. The board of directors may from time to time establish and appoint the members of committees.

48. Any member of a committee shall cease to be a member of that committee upon resolution of the board.

49. A committee shall provide a report on its activities at each meeting of the directors, if requested by the Executive Committee.

50. Unless the Executive Committee has appointed a chairman for the committee, each committee shall annually elect from their number a chairman. The chairman of any committee, in the event of an equality of votes, shall have, in addition to his or her original vote, a second or casting vote.

MEMBERSHIP

51. There shall be the following classes of membership and each class of membership shall be entitled to the rights hereinafter set forth: (a) active members; and (b) honorary members (collectively referred to herein as "Members").

52. The board of directors may create other non-voting classes of membership.

53. Membership in the Company shall be available only to individuals residing in the Province of New Brunswick, at least 19 years of age and interested in furthering the Company's purposes as may be determined by the board of directors.

54. Upon receipt of a request that a prospective member be made a Member of the Company, the Secretary shall file the request and at the next meeting of the board of directors bring the request to the attention of the board. The board may by resolution direct that the Secretary add the name of the prospective member to the Company's register as a Member.

55. All Members (other than honorary members) shall pay an annual fee of \$20.00 not later than noon on the last business day of December in each year for the subsequent year.

56. Any Member (other than honorary members) who has not paid the annual fee of \$20.00 by noon on the last business day of December in each year shall cease to be a Member of the Company.

57. Membership in the Company may not be transferred or assigned.

58. The board of directors may from time to time appoint individuals to the position of honorary members.

59. Honorary members may attend any meeting of the Members of the Company and they shall have the right to vote at that meeting. An honorary member is eligible to be elected as a director and serve as an officer or on a committee. Any person appointed as an honorary member shall continue as such for life or until he or she resigns. An honorary member is not required to pay the annual fee.

60. A membership in the Company is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain any qualification for membership described in these by-laws;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with sections 61 and 62 or is otherwise terminated in accordance with the letters patent or by-laws; or

- (e) the Member's term of membership expires without having been renewed.

61. The board of directors shall have authority by resolution passed by at least two-thirds of the votes at a meeting of the directors following the procedure provided for in section 62 to expel any Member (including honorary members) from the Company on any one or more of the following grounds:

- (a) violating any provision of the letters patent, by-laws or written policies of the Company;
- (b) carrying out any conduct which may be detrimental to the Company as determined by the board in its sole discretion; or
- (c) for any other reason that the board in its sole discretion considers to be reasonable, having regard to the purposes of the Company.

62. In the event that the Executive Committee determines that a Member (including honorary members) should be expelled from membership in the Company based on one of the above grounds, the Executive Committee, or an officer as may be designated by the Executive Committee, shall provide seven days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the board of directors, in response to the notice received within such seven day period. In the event that no written submissions are received by the board, the board may proceed to notify the Member that the Member is expelled from membership in the Company. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further seven days from the date of receipt of the submissions. The board's decision shall be final and binding on the Member, without any further right of appeal.

ANNUAL AND SPECIAL GENERAL MEETING OF MEMBERS

63. The annual meeting of Members shall be held in Fredericton, New Brunswick at such time and place as may be determined by resolution of the directors.

64. The order of business at the annual meeting of the Company shall be as follows:

- (a) Reading of the minutes of last annual meeting
- (b) Business arising out of the minutes
- (c) President's Address
- (d) Executive Director's Report
- (e) Secretary's Report
- (f) Treasurer's Report
- (g) Accountant's Report
- (h) Appointment of Accountant

- (i) Election of Directors
- (j) Other Business

65. A special general meeting of members of the Company shall be held when the Executive Committee instructs the Secretary to call a special general meeting.

66. No public notice or advertisement of Members' meetings, annual or special, shall be required but notice of the time and place and purpose of such meetings shall be either emailed or mailed by regular post to each Member to his or her address stated in the Company's register not less than 14 days before the meeting is to take place.

67. A quorum of any meeting of Members shall be 20% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

68. At all meetings of Members, subject to section 5, each active Member in attendance shall be entitled to one vote. Members may not delegate their vote by proxy.

69. Except in a case where two-thirds support is expressly required, questions arising at any meeting of Members shall be decided by a majority of votes. In the event of an equality of votes, the Chairman of the meeting, in addition to his or her original vote, shall have a second or casting vote.

70. At all meetings of Members every question, other than the election of directors, shall be decided in the first instance by a show of hands of the Members unless a secret ballot be demanded by any five Members.

71. Upon a show of hands, every Member present shall have one vote and, unless a secret ballot be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minute book of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The results of such show of hands as declared by the Chairman shall be deemed the decision of the Company in general meeting upon the matter in question.

72. The demand for a secret ballot may be withdrawn, but if a secret ballot be demanded and not withdrawn, the question shall be decided by a majority of the Members present in person and such secret ballot shall be taken in such manner as the Chairman shall direct and the results of such secret ballot as declared by the Chairman shall be deemed the decision of the Company in general meeting upon the matter in question.

BORROWING POWERS OF DIRECTORS

73. The directors of the Company may from time to time without sanction of the Members:
- (a) borrow money upon the credit of the Company in such amounts and upon such terms as may be deemed necessary;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue bonds, debentures or other securities of the Company, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - (d) hypothecate, mortgage, or pledge the real or personal property, rights, powers, undertakings, franchises and book debts of the Company to secure any such bonds, debentures, or other securities or any liability of the Company, and any money borrowed or any other liability of the Company; and
 - (e) invest, loan or otherwise deal with the monies or other property of the Company not immediately required in such manner as they may from time to time determine.

74. The directors of the Company are authorized and empowered to borrow money and obtain advances upon the credit of the Company from any bank in Canada or elsewhere at such times and in such sums as they in their discretion think necessary for the due carrying on from time to time of the business of the Company, either by discounting or causing to be discounted with such bank from time to time negotiable papers, made, drawn, accepted or endorsed by the Company for all or any of the said loans or advances or by overdrafts or otherwise.

75. Moreover, and as collateral security to any such bank for the repayment of all or any of the said loans or advances, and interest, or any other indebtedness of the Company the directors are hereby authorized and empowered to give or cause to be given to any bank from time to time warehouse receipts, bills of lading, security under the Bank Act, mortgage, pledge agreements or other collateral security on all or any of the real or personal estate of the Company, capable from time to time of being hypothecated, mortgaged, or pledged by such documents or securities, respectively and the directors are hereby further authorized from time to time to make arrangements with any such bank as to all or any loans or advances and as to the terms, conditions and mode of making them, and as to granting of all or of any of the said securities and to execute all such securities, receipts, mortgages, deeds or other instruments as may be thought proper in relation to and for effectuating the premises, the power of borrowing and giving security authorized shall be deemed to be continual powers and not to be exhausted by the first exercise thereof, but may be exercised from time to time hereafter until notice in writing of the repeal of this by-law has been given to any such bank, to whom a copy of this by-law is to be delivered.

76. The board of directors may by resolution appoint any person to represent the Company on any particular occasion in respect of the above matters.

EXECUTION OF CONTRACTS

77. Unless otherwise provided by resolution of the board of directors, all contracts, documents or instruments in writing that require execution by the Company shall be executed by the signatures of any two of the following: the President, the Secretary and the Executive Director; provided that if any officer holds more than one office he or she may sign only once.

MISCELLANEOUS

78. Any procedural question arising in respect of meetings of the board of directors, the Executive Committee, any committee or the Members that is not otherwise provided for in the letters patent or these by-laws and not settled by the decision of the majority at the meeting may, at the option of the Chairman of the meeting, be resolved by reference to the most recent available edition of Wainberg's Society Meetings Including Rules of Order, by J.M. Wainberg, which resolution of the matter shall be binding on all concerned.

79. The Company's bank accounts shall be kept in such bank or banks or trust companies as the directors may from time to time determine and the operation of such bank accounts shall be regulated by the board of directors as they may from time to time determine.

80. The board of directors may by resolution appoint any agent or solicitor to represent the Company on any particular occasion or in respect of any matter whatsoever.

81. The fiscal year of the Company shall end on such day in each year as the directors by resolution determine.

82. The annual meeting may from time to time appoint a firm of public accountants to act as auditors of the Company.

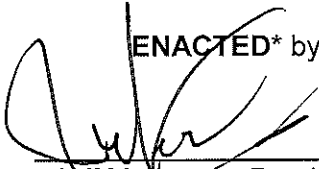
CHANGING THE BY-LAWS

83. By-laws may be repealed, amended or re-enacted, but every such by-law other than a by-law respecting agents and officers of the Company, and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose by at least two-thirds of the votes cast, has force only until the next annual meeting of the Company, and in default of confirmation thereat ceases from that time to have force.

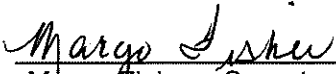
REPEAL OF EXISTING BY-LAWS

84. The existing by-laws of the Company, last amended in April 2015, are repealed as of the coming into force of these by-laws. Such repeal shall not affect the previous operation of the by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, such by-laws prior to repeal. All officers and persons acting under the by-laws so repealed shall continue to act as if appointed under the provision of these by-laws and all resolutions of the board with continuing effect passed under the repealed by-laws shall continue to be good and valid until amended or repealed.

ENACTED* by the board of directors this 29th day of November, 2021.



Jeff Melanson, President



Margo Fisher, Secretary

*Sections 39 to 46, 60(b) and (d), 61 and 62 do not come into force until approved by at least two-thirds of the votes cast at a general meeting of the Company. Until that time, references to "the Executive Committee" in sections other than those enumerated in the prior sentence shall be read as "the board of directors".

Ratified and confirmed by the Members this ____ day of _____, 2022.

President

Secretary