

**BYLAWS
OF
FRIENDS OF THE LATIMORE TOURIST HOME, INC.
A Nonprofit Corporation**

**ARTICLE I.
NAME AND PRINCIPAL OFFICE OF CORPORATION**

Section 1. The name of this Corporation shall be FRIENDS OF THE LATIMORE TOURIST HOME, INC. The principal offices shall be determined from time to time by the Board of Directors of the Corporation.

**ARTICLE II.
PURPOSES AND POWERS**

Section 2.1. This Corporation is a nonprofit public benefit corporation, and it shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Section 2.2. The purposes of the Corporation shall include, but not be limited to:

A. Providing for the preservation, maintenance, restoration, and operation of the Latimore Tourist Home, a historic property located in Russellville, Pope County, Arkansas, listed in the National Register of Historic Places in 2012, constructed on or before 1913, and previously utilized as an accommodation for traveling African Americans during the 20th century period of racial segregation, as more particularly described in *The Negro Motorists' Green Book*, published from 1936 to 1967;

B. Promoting the Latimore Tourist Home as a local historic landmark and tourist destination and facilitating a better understanding of its historic and cultural importance in American history;

C. Negotiating such operational control agreements and authority with the City of Russellville, Arkansas as may be necessary for the purpose of managing, sustaining and controlling the operations of the Latimore Tourist Home;

D. Engaging the local community on deciding how the preservation and restoration of the property will best serve Russellville and the local community;

E. Seeking private, local, state and federal resources as required to restore and preserve the property.

Section 2.3. The Corporation shall have perpetual duration and succession in its corporate name and, except to the extent prohibited within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, shall have each and every power as set forth under A.C.A. § 4-33-302.

Section 2.4. The Corporation shall have the power, directly or indirectly, alone or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the organization is organized, and to aide or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.5. 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)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions in which are deductible under Section 170(c)(2) of such Code and Regulations 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 to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 2.6. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such charitable, educational, religious, literary, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERSHIP

Section 3.1. The Corporation shall have no members who have any right to vote or to exercise ownership, title, or maintain any interest in or to the Corporation or assets thereof.

Section 3.2. Non-Voting Affiliates. The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the

Corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

Section 3.3. Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV. BOARD OF DIRECTORS NUMBER, POWERS, TERMS

Section 4.1. The Corporation shall be governed by a board of directors consisting of at least four (4) and no more than fifteen (15) 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.

Section 4.2. Powers. All corporate powers shall be exercised by or under the authority of the board, and the affairs of the Corporation shall be managed under the discretion of the board, except as otherwise provided by law.

Section 4.3. Terms.

A. All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.

B. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

C. Directors may serve terms in succession.

D. The term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.

Section 4.4. 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 of sound character. At all times the composition of the board shall include not less than one (1) director who is a member of the New Prospect Missionary Baptist Church currently located at 321 S. Houston Place, Russellville, Arkansas (or any successor thereto); not less than two (2) directors who are residents of the James School Park Neighborhood in Russellville, Arkansas; and a member of the Russellville City Council who shall serve solely as a non-voting liaison to the City of

Russellville. 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.

Section 4.5. Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

Section 4.6. Removal of Directors. A director may be removed by two-thirds (2/3) vote of the board of directors then in office, if:

A. The director is absent and unexcused from two (2) or more meetings of the board of directors in a twelve (12) 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. Any director who intentionally violates these bylaws would constitute the basis for removal as a board member of the Corporation; or

C. For cause or no cause, if before any meeting of the board members 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 his/her case and is given the opportunity to be heard at a meeting of the board.

Section 4.7. Board of Director Meetings.

A. Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meeting shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

B. Special Meetings. Special meetings of the board may be called by the president, vice-president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

C. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Arkansas law.

Section 4.8. Manner of Acting.

A. Quorum. A majority of the 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 Articles of Incorporation, 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 make a decision 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 decision.

D. Participation. Except as required otherwise by law, the Articles of Incorporation, 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 e-mail 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.

Section 4.9. Compensation for Board Member Services. Directors shall receive no compensation for carrying out their duties as directors. The board 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 meetings or training sessions more than thirty (30) miles from Russellville, Arkansas.

Section 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.
COMMITTEES**

Section 5.1. Committees. This corporation shall have four (4) standing committees, which shall be entitled Design, Fundraising, Operation and Outreach. The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more additional sub-committees, to serve at the pleasure of the board. No committee, regardless of board resolution, may:

- A. take any final action on matters which requires board members' approval;
- B. fill vacancies on 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 amendable or repealable;
- E. expend corporate funds or impose upon the Corporation a legal or financial obligation; or
- F. enter into any contract or other legal instrument on behalf of the Corporation;

Section 5.2. Meetings and Action of Committees. Meetings and actions of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. 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 not inconsistent with the provision of these Bylaws.

ARTICLE VI. OFFICERS

Section 6.1. Board Officers. The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two (2) or more board offices, but no board officer may act in more than one capacity where action of two (2) or more officers is required.

Section 6.2. Term of Office. Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each 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

Section 6.3. Removal and Resignation. The board of directors may remove an officer at any time, with or without 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.

Section 6.4. Board President. The board president shall be the chief officer of the Corporation. The board 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.

Section 6.5. Vice President. In the absence or disability of the board president, the ranking vice-president designated by the board of directors shall perform the duties of the board 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 him/her by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

Section 6.6. Secretary. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. 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 directors and committees as required by the Bylaws. The secretary shall have such other powers and perform other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

Section 6.7. 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 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 board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent to assist in performance of all or part of the duties of the treasurer.

Section 6.8. 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 VII.
CONTRACTS, CHECKS, LOANS,
INDEMNIFICATION AND RELATED MATTERS**

Section 7.1. 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 Corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 7.2. 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.

Section 7.3. 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.

Section 7.4. 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.

Section 7.5. 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 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, suite, 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 Arkansas 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 VIII. MISCELLANEOUS

Section 8.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meeting 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 committee of the board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 8.2. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

Section 8.3. 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.

Section 8.4. 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 Corporation 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.

Section 8.5. 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)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;

B. That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further required ratification by a two-thirds (2/3) vote of a quorum of directors at a Board meeting; and

C. That all amendments be consistent with the Articles of Incorporation.

ARTICLE IX. DOCUMENT RETENTION POLICY

Section 9.1. Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Corporation records.

Section 9.2. Policy. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 9.3. Exception for Litigation Relevant Documents. The Corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Corporation informs you, that corporate records are relevant to litigations, or potential litigation (i.e. dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 9.4. Minimum Retention Periods for Specific Categories.

A. Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, By-Laws, and IRS Form 1023, and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

B. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

C. Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment, and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

D. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

E. Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

F. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

G. Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

H. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

I. Contacts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

J. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

K. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank Reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

L. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.

M. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 9.5. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE X. CODES OF ETHICS AND WHISTLE BLOWER POLICY

Section 10.1. Corporation requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 10.2. Reporting Violations. If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of Corporation is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

Section 10.3. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 10.4. Retaliation. Said person is protected from retaliation only if he/she brings the alleged unlawful activity, policy, or practice to the attention of Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Corporation shall not retaliate against any director, officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of Corporation or of another individual or entity with whom Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Corporation shall not retaliate against any director, officer, staff, or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection, of the environment.

Section 10.5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 10.6. Handling of Reported Violations. The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee, and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staff, or employees, and they shall have the opportunity to ask questions about the policy.

ARTICLE XI. AMENDMENTS OF ARTICLES OF INCORPORATION

Section 11. Amendment. Any amendment to the Articles of Incorporation may be

adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of FRIENDS OF THE LATIMORE TOURIST HOME, INC. were approved by the FRIENDS OF THE LATIMORE TOURIST HOME, INC. Board of Directors on January 12, 2021, and constitute a complete copy of the Bylaws of the Corporation.

Secretary

Date: 01.15.2021