

AMENDED AND RESTATED BYLAWS
OF
SOCIETY OF PETROLEUM ENGINEERS (SPE), INC.

ARTICLE I

NAME

The name of the corporation (the “Corporation” or “SPE”) shall be Society of Petroleum Engineers (SPE), Inc.

ARTICLE II

MISSION

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Within the scope of the foregoing purposes, and not by way of limitation thereof, the mission of the Corporation is to collect, disseminate, and exchange technical knowledge concerning the exploration, development and production of oil and gas resources, and related technologies for the public benefit; and to provide opportunities for professionals to enhance their technical and professional competence. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

ARTICLE III

SPECIAL OBLIGATIONS

The Corporation shall have special responsibilities to support the programs and activities of the American Institute of Mining, Metallurgical, and Petroleum Engineers, Inc. (“AIME”); this support shall be in recognition of the founding role of AIME in establishing the predecessor to the Corporation. The special responsibilities to AIME shall include the designation of members of the Corporation as President and Trustees of AIME under provisions and conditions as may be specified and determined by the Board of Directors of the Corporation from time to time.

ARTICLE IV

MEMBERSHIP

Section 1 – Requirements. The membership of the Corporation shall not be limited by age, race, color, creed, sex, nationality, or disability status, but shall be limited to those individuals who fulfill membership requirements, including payment of dues and fees, and who meet the qualifications for membership as shall be established by the Board of Directors from time to time.

Section 2 – Dues and Fees. The Board of Directors shall establish dues and fees for membership from time to time.

Section 3 – Classes of Members. The Corporation shall have the following classes of members:

a. Member. An individual may be considered for membership as a member in the Corporation if the individual:

- is employed in work related to the petroleum industry; and either
- holds a university degree equivalent to a four-year bachelors degree or higher in engineering or basic or applied sciences; or
- holds a two-year science or engineering degree or a 4-year degree in a field other than science or engineering, or
- has six (6) years' of active practice in support of the petroleum industry;

b. Student Member. An individual may be considered for membership as a Student Member in the Corporation if the individual:

- is currently enrolled as a university student with at least 30% of a full-time academic schedule and is concentrating in petroleum engineering or a related field; and either
- the degree he/she is pursuing is equivalent to a bachelors or graduate degree; or
- his/her university has an established Student Chapter that has been approved by the Board of Directors of the Corporation.

Section 4 – Special Classes of Members.

a. Honorary Member. To be designated to this classification of membership an individual:

- must have received recognition for outstanding service to the Corporation, and/or recognition of distinguished scientific or engineering achievement in the fields the Corporation embraces, and must be elected as an Honorary Member by the Board of Directors.

b. Legion of Honor Member. To be designated to this classification of membership an individual:

- must be a member of the Corporation or its predecessor organization(s) for fifty (50) consecutive years.

c. Distinguished Member. To be designated to this classification of membership an individual:

- must have received recognition for outstanding contributions to some phase of professional activity encompassed by the Corporation, must have achieved distinction as an eminent authority in some aspect of petroleum engineering, must have exhibited notable and outstanding service to the Corporation and must be elected as a Distinguished Member by the Board of Directors.

d. Senior Member. To be designated to this classification of membership an individual:

- must be a member and must be eligible on January 1 of the 30th year or greater of continuous membership in the Corporation or its predecessor organization(s) and have

attained age 65 or greater. Special cases may be approved by the Finance and Strategy Committee if the Member has reached age 60, has at least thirty (30) years of continuous membership in the Corporation or its predecessor organization, and is retired.

- e. **Life Member.** To be designated to this classification of membership an individual:
 - must be a Member who makes a single payment in an amount equal to twenty (20) times the dues of the grade in which he/she is enrolled.

- f. **25 – Year Member.** To be designated to this classification of membership an individual:
 - must have twenty-five (25) years of consecutive membership (excluding any years as a Student Member) in the Corporation or its predecessor organization.

Section 5 – Privileges. All grades and classifications of members shall be entitled to all privileges of membership except that Student Members shall have no vote and may not serve as officers or directors of the Corporation, other than as an officer of a student chapter.

Section 6 – Voting Member Rights. The rights of each voting member of the Corporation shall include, among other things:

- a. to be represented in, and to participate in, the work of the Corporation with the right to vote on any matters of business that require a vote of the members;
- b. to stand for election, and to nominate candidates, to all official bodies of the Corporation;
- c. to submit proposals to the Corporation and to other bodies of the Corporation; and
- d. to assemble in sections or chapters (defined later in this document) for the fulfillment of the individual members.

Section 7 – Member Duties. The duties of each member shall include, among others:

- a. to support the Corporation in the pursuit of its mission and to abide by the decisions adopted by the Corporation and by the Board;
- b. to ensure that the mission is carefully observed in the activities of the Corporation;
- c. to remit annual dues to the Corporation as approved by the Board; and
- d. to encourage individual and company participation in the Corporation’s activities.

Section 8 – Resignations and Terminations. The Board of Directors shall set terms and conditions governing resignations and terminations of membership in the Corporation.

ARTICLE V

MEETINGS OF MEMBERS

Section 1 – Annual Meeting. A meeting of the Corporation membership shall be held each year during the SPE Annual Technical Conference and Exhibition at such specific date, time, and place as the Board of Directors shall determine, unless otherwise ordered by the Board of Directors. Notice to the members of the specific date, time, and place of each annual meeting of members shall be given by publication in the *Journal of Petroleum Technology*, and/or by such other means as may be prescribed by these Bylaws, and in any event shall be given within the timeframe prescribed by applicable law.

Section 2 – Installation of Officers and President’s Report. Officers of the Corporation shall be installed during the Annual Meeting, and the officer completing the term as President shall present a report to the membership on the Corporation’s operations and programs that took place since the most recent annual meeting.

Section 3 – Quorum. The members of the Corporation who are entitled to vote and are present in person at a meeting or vote of the members held in accordance with these Bylaws shall constitute a quorum of members for the transaction of any business at such meeting or vote. Except as otherwise provided by any statute, the Restated Certificate of Formation or these Bylaws, the act of a majority of the members voting at any meeting or vote of members at which a quorum is present shall constitute the act of the members. If a quorum is not present at any meeting of the members, the members present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 4 – Voting. Each member of the Corporation shall be entitled to one (1) vote on any matter submitted to a vote at any meeting or vote of members, except as otherwise provided by statute, the Restated Certificate of Formation, or these Bylaws. A member may vote in person, by electronic message in accordance with and subject to the applicable provisions of these Bylaws and the Texas Business Organizations Code (the “TBOC”), by facsimile transmission, by mail or by any combination of these methods. Voting by written proxy shall not be permitted.

ARTICLE VI

ORGANIZATION

Section 1 – Units. The Corporation’s Board of Directors shall be empowered to establish units (sections, student chapters, councils, technical, or geographical divisions). Procedures for establishing and operating such units shall be developed and approved by the Board of Directors. All units of the Corporation shall be governed by policies and procedures approved by the Board of Directors, and all actions of such units shall be subject to approval of the Board of Directors.

Section 2 – Board Policies and Procedures Manual. The Board of Directors of the Corporation shall adopt and may amend from time to time a policies and procedures manual that shall set forth such rules, polices and procedure for the administration of the activities of the Corporation (the “Board Policies and Procedures Manual”). Unless, and only to the extent, otherwise provided in the TBOC, the provisions of the Board Policies and Procedures Manual shall have the same force and effect as if included in these Bylaws.

ARTICLE VII

OFFICERS

Section 1 – Officers. The officers of the Corporation shall include the following: President, President-Elect, Past President, Chief Executive Officer (“CEO”), Secretary and certain assistant officers. The powers, duties and responsibilities of the officers shall be set forth in the Board Policies and Procedures Manual. The CEO shall serve as the Secretary.

Section 2 – Election of President-Elect; Appointment of CEO. The President-Elect shall be elected by the membership in accordance with the election procedures set forth in Article XII of these Bylaws. The Board of Directors shall appoint the CEO, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board. The CEO shall be a full-time employee of the Corporation and shall hold office at the pleasure of the Board of Directors. In addition, the President and the CEO may appoint from time to time such assistant treasurers and assistant secretaries as the President and the CEO may deem necessary or appropriate.

Section 3 – Terms. Officers, other than the CEO, shall serve terms of three (3) years (in the case of President, the term shall be fulfilled by one (1) year as President-Elect, one (1) year as President, and one (1) year as Past President). Except as provided in Section 5 of this Article VII with respect to a vacancy in the office of President, any officer appointed to fill a vacancy shall serve for the remainder of the unexpired term such officer was appointed to fill. Unless the Board of Directors removes the CEO, the appointment of the CEO shall be deemed to be ratified annually. The other staff members of the Corporation shall serve at the pleasure of the CEO.

Section 4 – Absence or Disability of President. The President-Elect or Past President, in that order, shall perform the duties of the President in the event of the temporary absence or temporary disability of the President.

Section 5 – Vacancy in Office of President. A vacancy in the office of President shall be filled by the President-Elect. A President-Elect who fills a vacancy in the office of President, and the successor to the President-Elect filling such vacancy, shall each serve the remainder of the vacating officer’s unexpired term and then shall serve his or her own term in such office.

Section 6 – Removal; Filling of Vacancies. Any elected officer or the CEO may be removed at any time by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any elected officer or the CEO becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. Any other appointive officer or employee or agent of the Corporation other than the CEO may be removed at any time by the CEO, with or without cause, whenever in the judgment of the CEO the best interest of the Corporation will be served thereby. If the office of any other appointive officer or employee or agent of the Corporation other than the CEO becomes vacant for any reason, the vacancy shall be filled by the CEO. Any officer elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term such officer is to fill and/or until such officer’s successor is chosen and qualified, or until such officer’s earlier death, resignation, retirement,

disqualification or removal from office. Notwithstanding the foregoing provisions of this Article VII, Section 6, vacancies in the President's office shall be addressed in accordance with Sections 4 and 5 of this Article VII.

Section 7 – Compensation. The elected officers shall serve without compensation. The compensation of the CEO shall be fixed from time to time by the Board of Directors or a committee designated by the Board of Directors. The authority to fix the compensation of any or all of the other appointive officers, employees and agents of the Corporation is hereby delegated to the CEO unless otherwise designated by a policy of the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 – Management of Corporation. The activities, property and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by applicable statute, the Restated Certificate of Formation or these Bylaws.

Section 2 – Classes, Number and Qualification of Directors. The Board of Directors shall consist of such classes of directors and such numbers of directors in each class as shall be determined from time to time by resolution of the Board. However, at no time shall the number of directors be less than three, and no action to decrease the number of directors shall have the effect of shortening the term of any incumbent director. No person serving as a director representing one class of directors may serve at the same time as a director representing another class of directors. None of the directors need be residents of the State of Texas.

Section 3 – Election of Directors. Directors shall be elected by the members of the Corporation pursuant to procedures set forth in Article XII of these Bylaws.

Section 4 – Terms of Directors. Terms of directors shall be three (3) years or until their successors are elected. Unless otherwise provided in these Bylaws or otherwise determined by the Board of Directors, the terms of directors shall commence at the close of the annual meeting of members for the year in which a director is elected. No director shall be eligible to serve more than two (2) consecutive full three (3) year terms in the same role.

Section 5 – Responsibilities of the Board of Directors. The duties and responsibilities of the Board of Directors shall be set forth in the Board Policies and Procedures Manual.

Section 6 – Voting. Each director of the Corporation shall be entitled to one (1) vote on each matter submitted to the Board of Directors.

Section 7 – No Compensation. No director shall receive compensation for services as a director, officer, or as a member of a standing or ad hoc committee of the Corporation. Nothing in these Bylaws shall be construed to preclude any director or officer from receiving reimbursement for reasonable expenses properly incurred on behalf of the Corporation and approved by the Board of Directors.

Section 8 – Removal. Any director may be removed, either for or without cause, by the affirmative vote of at least two-thirds (2/3) of the number of directors then in office at any meeting of the Board, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

Section 9 – Indemnification. The Corporation shall indemnify any present or former officer or director of the Corporation against any expenses, judgments, liabilities, fines, and costs of settlement imposed upon or reasonably incurred by such officer or director in connection with any claim or lawsuit imposed by reason of said officer or director having been an officer or director to the full extent permitted by the TBOC.

ARTICLE IX

MEETINGS OF DIRECTORS

Section 1 – Annual Meeting. An annual meeting of the Board of Directors shall be held each year during the SPE Annual Technical Conference and Exhibition at such specific date, time, and place as the Board of Directors shall determine, unless otherwise ordered by the Board of Directors. Notice to each director of each annual meeting of the Board of Directors shall be given not less than 21 nor more than 60 days before such meeting in the form prescribed by these Bylaws.

Section 2 – Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and at such places as approved by the Board of Directors or as specified in the notice of the meeting. Notice of each regular meeting shall be given not less than 21 nor more than 60 days before such meeting in the form prescribed by these Bylaws.

Section 3 – Special Meetings. Special meetings of the Board of Directors may be called by the President. The purpose of the meeting shall be stated in the notice of such meeting. Only the business specified in the notice of a special meeting may be transacted at the meeting. At least seven (7) days' notice shall be given of any special meeting in the form prescribed by these Bylaws.

Section 4 – Quorum and Manner of Acting. The presence in person of at least two-thirds (2/3) of the number of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided by any statute, the Restated Certificate of Formation or these Bylaws, the act of a majority of the directors present at any meeting at which a quorum is present shall constitute the act of the Board. If a quorum is not present at any meeting of the Board of Directors, the members of the Board of Directors present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

ARTICLE X

BOARD COMMITTEES

Section 1 – Committees. In addition to responsibilities for establishing the Corporation's policies and governing the Corporation's worldwide programs including all committees, sections, and student chapter programs, and in addition to their at large, regional and technical responsibilities, directors also have Board committee duties as well as liaison duties with standing or ad hoc committees. These assignments are made annually by the President.

Section 2 – Board Approval of Committee Actions. Actions of committees are subject to approval of the Board of Directors. Each committee shall report at least annually to the Board of Directors on its activities and on the status of any programs for which the committee has been assigned responsibility by the Board of Directors or the President.

ARTICLE XI

MANAGEMENT

Section 1 – Authority to Execute Instruments; Etc. Subject to applicable statutes, the Corporation's Restated Certificate of Formation, and these Bylaws, the President or the CEO shall have the authority to execute bonds, deeds, contracts, and other such instruments. The CEO shall have control of and be responsible for accounts and finances of the Corporation.

Section 2 – Authority to Appoint/Employ Staff. The CEO shall be authorized to appoint and employ such staff as may be required to conduct the ongoing activities of the Corporation. The CEO shall be responsible for the performance of such staff and may designate certain staff members to perform tasks as may be appropriate or advisable.

ARTICLE XII

ELECTIONS

Section 1 – Establishment of Timetable and Procedures. The Board of Directors shall establish the timetable and approve procedures for election of officers and directors.

Section 2 – Nominating Committee. The Nominating Committee shall be responsible for nominating candidates for the President-Elect and successors to any director whose term is expiring. The Board of Directors shall approve the appointment of the members of the Nominating Committee. The Nominating Committee shall consist of the immediate Past President (who shall chair the committee), each incumbent director who is in the final year of such director's full three year term and three (3) additional persons appointed by the Chair of the committee who represent a cross-section of the membership. The President shall be a non-voting ex-officio member. The Nominating Committee is responsible for forwarding a slate of candidates (one for each open position) to the Board of Directors for approval. The open positions each year will consist of:

- a. President, who serves one year as President-Elect, one year as President, and one year as Past President; and
- b. Director positions with current terms expiring at the next Annual Technical Conference and Exhibition (ATCE).

The Nominating Committee shall solicit nominations from the membership prior to selecting nominees. In selecting nominees, the Committee shall give first consideration to those persons who have qualified themselves for office by virtue of prior service to the Corporation.

In the case of vacancies, the Nominating Committee shall reconvene to submit a nominee for the position to the Board of Directors for approval, unless the Board determines in its discretion that, due to the amount of time remaining in the term, filling the vacancy is unnecessary. Additional provisions regarding the Nominating Committee shall be included in the Board Policies and Procedures Manual.

Section 3 - Member Petition. The Board of Directors shall report the nominations at the earliest opportunity in the *Journal of Petroleum Technology (JPT)* and/or by such other means as may be prescribed by the Board of Directors. Additional nominations may be submitted to the Board of Directors in the following manner:

- a. **President-Elect.** Additional nominations for President-Elect may be made by petition from at least one percent (1%) (as of the most recent year-end professional membership count) of the

voting members of SPE; provided that, in addition to the requirements for nominees in Article XII, Section 3(d), nominees for this position are required to have prior service on the Board of Directors and must have a service break of at least one year between a candidate's end of service on the Board of Directors and the new term for which they would be nominated to serve as President-Elect. If there are multiple candidates for the President-Elect position, no member may sign more than one President-Elect petition.

- b. **Regional Directors.** Additional nominations for Regional Directors may be made by petition from at least two percent (2%) (as of the most recent calendar year-end professional membership count), but no fewer than 150, of the voting members within that region (or sub-region as specified below). Except as otherwise determined for good cause by the Board of Directors, no more than eighty percent (80%) of the signatures for a petition shall be from any one section within the region (or sub-region). For Regional Director positions from large regions represented by multiple Directors, such as North America, the Board of Directors may, by Board policy, designate Regional Director positions by sub-regions and such designations would apply to petition nominees as well as Board nominees. If there are multiple candidates for a Regional Director position, no member may sign more than one petition in that region. Regional Directors must have past experience as a Section officer (in any region) and reside in the region or sub-region corresponding to the subject Board of Directors position. A Regional Director position description shall be adopted as part of the Board nominating policy that may be referred to for appropriate nominee criteria.
- c. **Technical Directors.** Additional nominations for Technical Directors may be made by petition from at least two percent (2%) (as of the most recent year-end professional membership count), but no fewer than 150, of the voting members within that technical discipline, including both primary and secondary discipline members. If there are multiple candidates for a Technical Director position, no member may sign more than one petition for each position. Nominees should be a recognized subject matter experts (SME) by experience and/or education for their respective technical discipline and also be an active member of that technical community and must have selected the discipline corresponding to the subject Board position as their primary or secondary discipline. A Technical Director position description shall be adopted as part of the Board nominating policy that may be referred to for appropriate nominee criteria.
- d. **Nominee Requirements, Voting Members, and Petition Information.** Nominees for all positions must be voting members and otherwise meet the requirements of the position. For purposes of this Article XII, Section 3, voting members means professional members in good standing. Petitions must contain the following information:
- Position (office) for which the petition for ballot election is circulated
 - Name of proposed petition nominee (including affiliation and address)
 - Resume or qualifications of the nominee
- e. **Petition Process.** In order to ensure that petition signatures are valid, SPE will create an online petition that will require a member login to collect and validate the signatures. There may be additional identification requirements for the purpose of member validation. SPE will, at a minimum, record the name and member number of each member who signs the petition.

SPE's role in the process will be solely to create the online petition and determine the validity of the signatures. SPE will not communicate to members regarding the petition campaign, as that is the responsibility of the petition organizers. The petition process must be completed no

later than 45 days following the publication date of the slate of Board of Directors approved nominees in the JPT. Only voting members at the date of publication of the slate of Board of Directors' nominations are eligible to sign a petition.

- f. **No Successful Petition; Election of Board of Directors' Nominees.** Board of Directors' nominees for positions with respect to which no petition with the requisite number of signatures is received within 45 days following the publication date of the slate of nominees in the JPT shall be deemed elected to such positions.

- g. **Elections.** If additional nominations are received by petitions that successfully meet the signature threshold by the prescribed deadline, as provided for in this Article XII, a report of all nominees for the positions concerned shall be published in the JPT. The report shall identify the name of the Board of Directors approved candidate and the name of the successful petition candidate(s) for each position and shall include such other information as the Board of Directors deems appropriate.

If there is at least one successful petition candidate, a ballot showing all of the nominees for the position(s), including the Board of Directors' approved candidate and all successful petition candidates, shall be distributed to all voting members within 15 days following the end of the 45-day petition period. All elections will be conducted electronically for a period of 30 days. Ballots shall identify the name of the Board of Directors' approved candidate and the name of the successful petition candidate(s) for each position. In order to be placed on the ballot, all candidates must agree to abide by guidelines established by the SPE, in its sole discretion, to ensure a fair and respectful campaign, in line with the SPE Code of Conduct. An independent third party, hired by the SPE, will handle the election and collection of the votes. Only voting members at the beginning of the election are eligible to vote in the election. All voting members may vote in elections for the SPE President, Regional Directors and Technical Directors. The nominees for each position receiving the plurality of the votes shall be declared elected by the Board of Directors.

- h. **Additional Requirements.** Additional requirements and the process for petitions and elections shall be determined by the Board of Directors in its sole discretion and set forth in the JPT and/or by such other means as may be prescribed by the Board of Directors.

ARTICLE XIII

OFFICES

Section 1 – Principal Office. The principal office of the Corporation in the State of Texas shall be located at such place as determined by the Board of Directors.

Section 2 – Registered Office. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent at such office as shall be determined from time to time by the Board of Directors.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XV

NOTICES

Section 1 – Manner of Giving Notice. Whenever, under the provisions of any statute, the Restated Certificate of Formation or these Bylaws, notice is required to be given to any member, 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 (any postage prepaid), by mail, overnight delivery service, courier service, facsimile transmission or electronic mail, addressed to such member, director or committee member at such person's address as it appears on the records of the Corporation. In the case of members, notice also may be given in the *Journal of Petroleum Technology*, in the manner prescribed in these Bylaws.

Section 2 – Waiver of Notice. Whenever any notice is required to be given to any member, director or committee member of the Corporation under the provisions of any statute, the Restated Certificate of Formation 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 XVI

ACTIONS WITHOUT MEETINGS AND ELECTRONIC TRANSMISSION

Section 1 – Actions Without Meetings. Any action required or permitted to be taken at any meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by at least a majority (or such greater percentage as may be required for the particular action under any statute, the Restated Certificate of Formation or these Bylaws) of all the directors or committee members, as the case may be. Prompt notice of the taking of any action by the directors or the members of a committee without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

Section 2 – Electronic Transmission. An electronic transmission of a consent by a director or committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the director or committee member, as the case may be, and the date on which it was transmitted.

ARTICLE XVII

AMENDMENTS

These Bylaws may be amended, altered, changed or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the number of directors then in office, provided notice of the proposed amendment, alteration, change or repeal or adoption is contained in the notice of such meetings; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

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The undersigned, being the duly elected and qualifying Secretary of the Corporation, hereby certifies that the foregoing amendments to the Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation and became effective at a meeting of the Board of Directors held on January 21, 2023, at which a quorum was present and voting throughout.



Mark Rubin
Secretary