BYLAWS
OF
The Election Center, Inc.

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE
As a Virginia corporation domiciled in the State of Texas, the principal office of the corporation is located at 12543 Westella, Suite 100, Houston, TX 77079, in Harris County, State of Texas.

SECTION 2. CHANGE OF ADDRESS
The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:
21946 Royal Montreal Drive, Suite 100, Katy, TX 77450   Dated: June 1, 2013
____________________ Dated: ________, 20__
____________________ Dated: ________, 20__

SECTION 3. OTHER OFFICES
The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES
This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES
The specific objectives and purposes of this corporation shall be:

The Election Center’s purpose is to promote and support continuous improvement in the administration of elections and voter registration through research, professional education, conferences, networking and consulting. Its members are government employees and others in the election community whose profession it is to serve in some capacity voter registration and elections administration, i.e., voter registrars, elections supervisors, elections directors, city clerk/city secretary, county clerk, county recorder, state election director and Secretary of State for each of the individual states, territories, the District of Columbia and others.
Education through workshops, seminars and an academically oriented Professional Education Program, is a primary goal of The Election Center.

Principally our purpose is to work with and through those in the election and voter registration profession, but we also seek to educate policy makers, suppliers and those in the election community.

By focusing protecting and improving the democratic process itself, we serve our communities, our states and the nation.

The Center is also an idea center and research institution for new approaches and refined methods of administering elections. It has served and continues to serve as a catalyst for development of new solutions, new ideas, and new organizations. The Election Center has a continuing historic role of bringing all facets of election administration together including voting systems manufacturers, election and registration professionals, other election organizations, policy makers and others in the election community to achieve excellence in democracy for the protection of voters.

ARTICLE 3
DIRECTORS
SECTION 1. NUMBER

The corporation shall have nine directors not to exceed 11 and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: Up to six positions provided for currently active voter registrars, elections administrators, state election directors or Secretaries of State (or other chief election official of a state of the United States or a U.S. territory); no more than two Board Members who are retired from the field of elections; one additional position shall be reserved for a faculty member of Auburn University who serves in the capacity of the Director or Professor of the Graduate Program in Election Administration. This position will be maintained as long as Auburn University is partnered with the Election Center for the Certified Election Registration Administrator (CERA) curriculum or other educational/instructional election related outreach.

The composition of the Board of Directors shall strive to embody and have the appropriate balance of diversity, and gender, as well as collectively representing the north, east, south, and west regions.

Directors shall have the power to expand or reduce the Board of Directors from time to time provided that the vote to do so is unanimous of all then current Board members. The Board shall vote do so in a meeting in which prior written electronic or mail notification has been provided to all Board members at least 48 hours prior to such a vote.

Voting for the expansion or reduction of the Board of Directors shall be by ballot prepared by the Secretary of the Board. Each director shall cast one vote FOR or AGAINST the expansion or the reduction of the Board. The ballots shall be counted by the Chairperson of the Board, or his/her designee, with the vote of each ballot cast being read out loud; (FOR/AGAINST).

SECTION 3. POWERS

Subject to the provisions of the laws of the incorporating state and/or the domiciled state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved.
by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. In the event that the laws of the incorporating state and the domiciled state are in conflict, the laws of the incorporating state shall prevail.

SECTION 4. DUTIES

It shall be the duty of the directors to:
(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all officers and agents of the corporation;
(c) Meet at such times and places as required by these Bylaws;
(d) Register their residence addresses with the Secretary of the corporation, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies. The Board shall assign each of the positions a specific Board Member number (position one, two, etc.), with odd numbered positions beginning service in odd numbered years and even numbered positions beginning service in even numbered years. The *ex officio* position of Executive Director shall run concurrent with employment of the person holding that office for the corporation and run through the date of written majority election by the Board of a successor as provided in Section 2.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In additional, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board, including telephonic conference with roll call votes, or by other means.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held annually in January and in October in the odd years, on a date and time as selected by the Chair of the Board with the concurrence of a majority of the Board provided that such annual meetings shall provide a minimum of 30 days written notice.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, or any three directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:
(a) Regular Meetings. Notice shall be given of any regular meeting of the board of directors.
(b) Special Meetings. The call for special meetings must clearly indicate the nature of the business to be considered. In the event the items to be considered involve the removal of a member of the Board of Directors, such notice must have the consent of a majority of the board to effect such a meeting. Consent to hold a meeting shall not be construed as the same as consent to an item for a board decision. Such notice may be written, by telephone, or other means, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director or authorized by the director in writing, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Waiver of Notice shall not be permitted in the case of removal of a member(s) from the Board of Directors.

Directors shall have the power to expand or reduce the Board of Directors as a unanimous amendment to the By-laws. The Board may do so in a meeting in which written notification has been provided to all Board members prior to such a vote. If written notification is given as noted, the Board may also vote by mail, telephonic conference with roll call vote, or other means.

SECTION 11. QUORUM FOR MEETINGS
A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION
Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. Removal of a member of the Board of Directors shall require an absolute majority vote of the board, not just a majority of those present and voting.

SECTION 13. CONDUCT OF MEETINGS
Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated or, in his or her absence, the Vice-Chair of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, by a Chair chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
Meetings shall be governed by the current edition of Roberts Rules of Order Newly Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. ELECTION OF BOARD MEMBERS AND FILLING OF VACANCIES
Vacancies on the Board of Directors shall exist:
(1) On the death, resignation or removal of any director, and
Whenever there are additional director positions. Any director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the states of its incorporation and its headquarters domicile.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state and these by-laws.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors as provided in Article 3 Section 2 or until his or her death, resignation or removal from office. If this corporation makes no provision for members, then, at the regular meeting of directors, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by unanimous vote of the board. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

SECTION 15. NONLIABILITY OF DIRECTORS
The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS
The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS
Except as may be otherwise provided under provisions of law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 OFFICERS
SECTION 1. DESIGNATION OF OFFICERS
The officers of the corporation shall be a Chair of the Board, a Vice-Chair, an Executive Director, who at the direction of the Board also serves as the Secretary and Treasurer of the Corporation, an Assistant Secretary and Assistant Treasurer.

The corporation may also have one person holding one or more of the positions at the same time, and one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.
SECTION 2. QUALIFICATIONS
Any Board Member may serve as officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE
Officers, except for Executive Director, shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION
(a) Any officer may be removed, with cause, by a majority vote of the Board of Directors, after written notification of 30 days of intent to remove and the detailing of reasons for the removal, provided that the officer shall have the right to submit any removal to binding arbitration as presided over by any qualified member of the American Arbitration Association.
(b) Any officer may resign at any time by giving written notice to the Board of Directors or to the Vice-Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES
Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors.

SECTION 6. DUTIES OF THE CHAIR OF THE BOARD
The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Chair may delegate any of these duties to the Executive Director as he or she may deem necessary to carry out the business of the corporation.

SECTION 7. DUTIES OF VICE CHAIR
In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. In the event of a vacancy in any official or legally required position of the Board, the Vice Chair shall automatically assume the duties of that position until such time as the position is filled by election.

SECTION 8. DUTIES OF SECRETARY
The Secretary shall:

Election Center Bylaws
Rev. 2-9-2013
Rev. 4-25-17 Columbus, Ohio
Rev. 4-28-19, VA Beach, VA
Rev. 5-27-2021 via electronic meeting
Ensure that the original or a copy of these Bylaws as amended or otherwise altered to date be kept at the principal office of the corporation either in paper or electronic format and are available, upon request, to any director of the corporation, agent or the general membership. Also ensure that a copy of these bylaws are posted on the Corporation’s website at all times.

Be the recording secretary for any and all Board of Director’s meetings and ensure that a set of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof are on file at the principal office of the corporation either in paper or electronic format and are available to any director of the corporation, agent or the general membership.

Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Ensure that all records and the seal of the corporation are kept at the principal office. Affix the seal, as authorized by law or the provision of these Bylaws. Ensure that all documents of the corporation are executed as necessary.

Ensure that a membership database containing all pertinent information of each member be maintained at the principal office of the corporation either in paper or in electronic format and is available to any director of the corporation, agent or the general membership.

In addition, either perform or ensure to be performed all duties incident to the Office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which the Board of Directors may assign from time to time.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Ensure that policies and procedures are in place so all records of all transactions whether assets, liabilities, receipts, disbursements, gains and losses are kept at the principal and/or conference office of the corporation either in paper or electronic format and are made available, upon written request, to any director of the corporation, agent or the general membership.

Ensure that policies and procedures are in place so that financial statements are prepared and certified by staff on a regular basis.

Ensure that policies and procedures are in place so all funds and securities received in the name of the corporation are deposited in the name of the corporation in financial institutions as established by the Board of Directors. And further ensure that for all monies due and payable to the corporation from any source whatsoever are properly receipted.

Ensure that policies and procedures are in place so all disbursements are properly documented and any and all funds of the corporation are expended in accordance with the approved budget.

In general, ensure that all duties are performed incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which, may be assigned from time to time by the Board of Directors.

SECTION 10. EXECUTIVE DIRECTOR

The Board of Directors may hire a person whose title may be Executive Director (or any other such title as the Board may approve) who shall be the Chief Executive Officer of the corporation. As such, the Board may empower the Director with any and all powers necessary to manage and run the day-to-day affairs of the corporation. The Director shall have exclusive authority to employ or terminate any and all staff as approved in
budget submissions, any temporary, part-time, or contract staff as necessary to the performance of his or her duties on behalf of the corporation. A majority of the Board of Directors shall have employment authority for the Director but individual directors shall not have management authority over any additional full-, part-time or volunteer staff. The Board of Directors may delegate executive authority, assigned elsewhere in this document, to the Executive Director, or the Chair of the Board may designate the Executive Director to handle matters previously assigned to one or more officers of the corporation. The Board of Directors may, for cause, remove the Executive Director upon appropriate written notification of 30 days of intent to remove the Executive Director. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

**ARTICLE 5**

**COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of such number of board members as necessary to function and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

**SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated as authorized by the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

**SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be authorized by the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Any and all committees and any actions thereof are subject to review by the Board of Directors and the decisions of the Board of Directors, if any, shall be final.

Members of the Board of Directors are, by nature of their position as Directors, *ex officio* members of all standing and *ad hoc* committees, task forces, councils, or similar subgroupings of The Election Center. Committees shall add their names to committee rosters and include them for distribution of notices, minutes, reports and other such communications.

**ARTICLE 6**

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**
The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES
Except as otherwise specifically determined by authorization of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

SECTION 3. DEPOSITS
All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS
The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL
SECTION 1. MAINTENANCE OF CORPORATE RECORDS
The corporation shall keep at its principal office and at another location designated by the Board:
(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL
The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS
Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law, provided that such right shall first require notification of the Chair of the Board of Directors in writing of the desire to do so. If, in the opinion of the Chair, such a
request is unwarranted or unreasonable, a simple majority of the Board of Directors may authorize in writing such inspection.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such
manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT
Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10 CONSTRUCTION AND TERMS
If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS
We are all of the members of the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 11 pages, as the Bylaws of this corporation.

Dated: 2-9-2013 at a meeting of the Board of Directors.
Dated: 4-26-2017 at a meeting of the Board of Directors
Dated: 4-28-2019 at a meeting of the Board of Directors
Dated: 5-27-2021 at an electronic meeting of the Board of Directors

Election Center Bylaws
Rev. 2-9-2013
Rev. 4-25-17 Columbus, Ohio
Rev. 4-28-19, VA Beach, VA
Rev. 5-27-2021 via electronic meeting