



# Bylaws of the Reusable Packaging Association

## ARTICLE I

### NAME AND PURPOSES

1. **Name.** The name of this corporation shall be the “Reusable Packaging Association.” In these Bylaws the organization may be referred to as “RPA” or “Association.”

2. **Purpose.** The purpose of the Association shall be to promote the use and value of reusable transport packaging systems and to advocate the common business interests of member companies who design, make, use and provide services to reusable packaging products. The Association shall pursue the following objectives:

(a) Promote the reusable packaging industry to raise awareness of the practices and benefits of reusable packaging systems and to increase marketplace acceptance and growth of related products and services.

(b) Provide a collaborative environment and channels for member engagement where member company representatives can work together on non-competitive industry issues and apply collective expertise to represent and advance shared business interests.

(c) Serve as a recognized and credible industry resource for communicating information and data that documents and validates the advantages and values of reusable packaging systems.

(d) Advocate common member positions to government bodies to help shape legislative and regulatory initiatives that accurately reflect the public policy opportunities with reusable packaging systems.

3. **Nonprofit Organization.** The Association is organized as a 501(c)(6) nonprofit organization not to engage in any regular business or activity of a kind ordinarily carried on for profit.

4. **Legal Compliance.** The purpose and objectives of the Association are to be achieved in full compliance with all applicable laws and regulations, including but not limited to the federal income taxation and federal antitrust laws of the United States.

## ARTICLE II

### MEMBERSHIP

1. **Qualifications.** Membership in the Association is available to businesses that process or supply raw materials; design, make and market reusable packaging products and associated components; provide pooling and logistics services; use and handle the reusable packaging in processing, manufacturing, distribution and retail environments; and offer technology, automation, and handling services to the industry.



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- (a) “Reusable Packaging Product” shall have the following characteristics:
- i. Designed and manufactured for durability and lasting repeatable use in its original or repaired condition over an extended period generally measured in years.
  - ii. Used in a managed system that ensures its post-use recovery, return and repositioning for continuous purpose.
  - iii. Intended for packaging source reduction and elimination of single-use or one-way solid waste generation.
  - iv. Never disposed of or sent to landfill following use, as effort is made to capture the inherent material value for another manufacture or purpose.
- (b) Membership Categories
- i. General or Regular Member: companies that supply products or provide services to the reusable packaging system.
  - ii. Primary (End) User: companies that use owned or leased reusable packaging products for the distribution of commercial goods.
  - iii. Industry Advocate: organizations such as universities, consulting firms, and non-governmental interest groups that contribute to the promotion or education of reusable packaging systems.
  - iv. Other: at the discretion of the Board of Directors, a new temporary or permanent membership category may be formed to support the association’s mission.

**2. Application for Membership.** Any corporation or other business or non-profit entity who meets the qualifications set forth in the Bylaws may apply for admission as a Member of the Association by filing a written application in such form as prescribed the Board of Directors. Upon association management’s receipt of the application and agreement of meeting the qualifications, an invoice for membership dues will be sent to the applicant. With payment of dues, the applicant agrees to abide by the Bylaws and other requirements set forth by the Board of Directors. The Board of Directors shall set all dues and assessments for the Association annually. If for any reason there is a question regarding eligibility or the applicant is deemed ineligible, the applicant will have the right to appeal or ask for reconsideration of any such determination in a review process established by the Board of Directors.

**3. Voting Rights.** All dues-paying Members of the Association shall be entitled to vote on all matters relating to the Association, including but not limited to the election of Elected Directors and the conduct of a major corporate event, such as merger, consolidation, or dissolution.

**4. Withdrawal of Membership.** Members may withdraw by giving written notice to the Association. Any withdrawing Member shall remain obligated in full or proration for all past dues, fees, assessments, and other charges accrued in the calendar year and unpaid as of the notification date of such Member’s withdrawal.



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5. **Termination of Membership.** If any Member who no longer satisfies the qualifications required for membership, as set forth in Article II above, its Membership shall automatically terminate with written notice provided by association management.

6. **Default in Payment of Dues, Fees, Assessments or Other Charges.** If any Member defaults in the payment of any dues, fees, assessments or other charges for which it is obligated, and such default continues uncured for a period of ninety (90) days after the written notice thereof, its Membership may be terminated at the discretion of the Board of Directors. For annual renewal of membership dues, association management will distribute invoices on or before January 1 for the calendar year membership. Payment of renewal invoices is due prior to April 1, after which and before June 1 a 5% late fee will be assessed. Renewal dues payments and any fees not received by June 1 will result in membership cancellation and discontinuation of association benefits.

7. **Reinstatement.** A former Member may seek the reinstatement of its Membership. Restoration of membership after June 1 will require payment of current year dues with a 10% late fee.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

1. **Annual Board Meeting.** The annual meeting of the Board of Directors shall be held on the third Thursday in January at a time and place determined by the Chairman and association management. The Chairman may change the annual meeting date based on scheduling circumstances, notifying the Board of such meeting date in advance for attendance planning.

2. **Member Meetings.** Meetings of the Members may be called and held by the order of the Board of Directors at a time and place designated by the Board of Directors. For physical, in-person meetings, all Members will be notified via written or electronic communication at least sixty (60) days in advance of an association-wide meeting for attendance planning purposes. For virtual online meetings, Members will be given at least thirty (30) days advanced notice, unless special circumstances require shorter notice as approved by the Board.

3. **Quorum.** A majority of the Regular Members of the Association, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. At any meeting at which a quorum is not present, the Members present shall have the power to adjourn the meeting.

4. **Proxies.** Every Member entitled to vote at a meeting of the Association's Members, to waive notice of a meeting, or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be recognized in writing and signed by an authorized representative of the Member.



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5. **Voting**. Except as may otherwise be instructed by government regulation, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the Members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members. Voting on all matters may be conducted by mail, or by email or other form of electronic communication or transmission such as an online application or service.

6. **Rules**. If and to the extent that procedures for the conduct of meetings of the Members are not determined by these Bylaws, or by the Board of Directors, the current edition of Robert's Rules of Order shall prevail.

## **ARTICLE IV**

### **OFFICERS AND DIRECTORS**

1. **Officers of the Association**. The Officers of the Association shall be the Chairman of the Board, Immediate Past Chairman, Vice Chairman (who shall presumptively succeed to the Chairmanship), and Secretary/Treasurer. Officers of the Association shall be elected by the Board of Directors.

2. **Elected Directors**. Directors shall consist of not less than eight (8) and not more than fifteen (15) elected representatives from Member companies, plus the Officers of the Association. The number of Elected Directors may be decreased or increased in excess of such numbers by amendment to the Bylaws.

3. **Board of Directors**. The affairs of the Association shall be managed by the Board of Directors, which shall be composed of the Chairman of the Board, Immediate Past Chairman, Vice Chairman, Secretary/Treasurer, the Elected Directors, the Committee Chairmen (as defined in Article V, Section 2 herein), and the Chief Executive Officer and President of the Association. The Officers (other than the Immediate Past Chairman) and Elected Directors shall have full voting privileges on the Board. The Immediate Past Chairman, non-elected Committee Chairmen and the Chief Executive Officer and President shall serve as *ex officio* Directors without a vote.

4. **Qualifications of Officers and Directors**. Only individuals employed by Regular Members may serve as Officers and Directors. No more than one (1) individual employed by the same Member company or entity may serve on the Board of Directors as an Officer or Elected Director at any one time, except if that person is serving as an *ex officio* member of the Board. The Board of Directors shall establish such qualifications for the Chief Executive Officer and President as the Board from time to time deems necessary and appropriate.

5. **Election of Elected Directors**. The Elected Directors shall be elected as follows:



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(a) Nominating Committee. There shall be a Nominating Committee composed of the Immediate Past Chairman (as chairman), the Vice Chairman, the Chief Executive Officer and President, and other persons as may be designated from time to time by the Chairman. If the Immediate Past Chairman should be unable or unwilling to serve, the Chairman shall appoint a replacement to chair the Nominating Committee. Notwithstanding the foregoing the Chairman of the Board may serve on the Nominating Committee.

(b) Call for Nominations. Not less than sixty (60) days prior to the end of the year, or such other date set by the Board for the completion of the election of Elected Directors (the annual meeting date or such other date hereinafter referred to as the “Election Date”), the chairman of the Nominating Committee shall send out a notice to all Members informing them of the open Board of Director positions which will be elected as of the Election Date, and soliciting recommendations for nominees for such positions. Not less than 30 days prior to the Election Date, the Nominating Committee shall meet to consider nominees for the open positions and shall decide upon a slate of nominees. The Nominating Committee shall inform the Board of Directors of the identity of the final nominees and obtain approval of the Board on the final nominees.

(c) Ballots for Election. Not less than 10 days prior to the Election Date, the Secretary shall present to each Member a ballot listing the open Board of Director positions and nominees for their fulfillment, providing ample time for Members to cast their vote. The results of the election for the open positions shall be announced prior to the closing of the annual meeting, or promptly after the Election Date.

## **6. Terms of Office for Officers and Elected Directors.**

(a) Officer Terms. Each Officer shall serve for a term of one (1) year, beginning on the first day of the new year following Elected Date on which he or she was elected or succeeded to office, and ending with the last day of that calendar year. The Chairman of the Board and Vice Chairman are entitled to renew his or her term for a second term. No individual other than the Secretary/Treasurer may serve more than two (2) consecutive terms in the same Elected Officer position.

(b) Elected Director Terms. Each Elected Director shall serve a term of two (2) years, beginning on the first day of the new year following the Election Date on which he or she was elected, and ending with the last day of the second year thereafter. The Elected Directors shall be divided into two (2) classes as evenly as possible, so that the terms of the first class shall begin and end on Election Dates in odd-numbered years, and the terms of the second class shall begin and end on Election Dates in even-numbered years. No individual may serve more than three (3) consecutive terms as an Elected Director.

(c) Re-nomination of Former Elected Directors. If any individual has served three (3) consecutive terms as an Elected Director, he may not be nominated again as an Elected Director until the expiration of at least one (1) year.



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(d) Removal of Officers and Elected Directors. Any Officer or Elected Director may be removed, prior to the expiration of his or her term of office, with or without cause, by the Board of Directors. A vacancy caused by the removal of such Officer or Elected Director may be filled by a vote of the remaining members of the Board of Directors. An Officer or Elected Director elected to replace a removed Officer or Elected Director shall serve for the unexpired term of his predecessor in office.

(e) Vacancies. A vacancy shall result in the event of the death, resignation, retirement, or removal of any Officer or Elected Director. A vacancy shall also result if, during his or her term, an Officer or Elected Director leaves employment by the Member company by which he or she was employed at the time of election or appointment. If such vacancy occurs with the Chairman of the Board, the Board shall implement the succession plan with the Vice Chairman assuming the Chairman role and the Board appointing by vote a new Vice Chairman. If vacancy occurs with the Vice Chairman or Secretary/Treasurer position, the Board shall appoint by vote a replacement Officer. If the vacancy occurs with an Elected Director, a representative from the same Member company may fulfill the remaining term. In cases in which an Elected Director is from a company that withdraws or terminates membership during the term, the Chairman may appoint an individual from another Member company to serve on the Board for the duration of the term, or the Board may leave the vacancy unfilled until the next regular election for that Elected Director position.

## **7. Duties and Functions of Officers, Elected Directors, and President**

(a) Chairman of the Board. The Chairman shall be the principal volunteer officer of the Association; shall act as the principal spokesperson for the Association; shall propose strategic planning initiatives and oversee approved projects; shall preside at annual and special meetings of the Membership and at all meetings of the Board of Directors, and where necessary or appropriate, shall appoint alternate presiding officers; shall appoint chairmen of all committees of the Board of Directors (other than the Nominating Committee), subject to ratification of such appointments by the Board; and such other duties as may be assigned by the Board of Directors from time to time.

(b) Vice-Chairman. In the absence of the Chairman or his or her inability to act, the Vice-Chairman shall perform the duties of Chairman; and shall perform such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors. The office of Vice-Chairman is a Chairman-elect position and will advance to Chairman of the Board when the tenure of office is completed.

(c) Immediate Past Chairman. The Immediate Past Chairman shall serve as an *ex officio* member of the Board of Directors without a vote. The Immediate Past Chairman shall consult to the Chairman and shall assist other Officers and Directors in carrying out of their respective duties and functions. The Immediate Past Chairman shall serve as the chairman Nominating Committee of the Board of Directors.

(d) Secretary/Treasurer. The Secretary/Treasurer shall supervise the Chief Executive Officer and President in keeping the minutes of the meetings of the Members and of the Board of





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Directors; shall be the custodian of the corporate records and documents; and shall keep a register of the official address of record of each Member which such Member shall have furnished to the Secretary/Treasurer. The Secretary/Treasurer shall oversee the collection of all dues, assessments and other monies payable to the Association and the deposit of all such monies in the name of the Association in such banks or other depositories selected by the Board of Directors; shall have charge and custody of and be responsible for all funds and securities of the Association; shall perform all duties as from time to time may be assigned to him by the Board of Directors; shall countersign financial instruments as directed by the Board; shall oversee and control the financial records of the Association; and shall be responsible for the preparation and delivery of quarterly financial reports of the Association.

(e) Elected Directors. The Elected Directors shall serve on the Board of Directors and participate thereon in the management of the affairs of the Association.

(f) Chief Executive Officer and President. The Chief Executive Officer and President shall be appointed by the Executive Committee and shall be an *ex officio* member of the Board of Directors without a vote; shall give notice of and attend all meetings of Members and attend meetings of committees of the Board, and keep a record of their proceedings as required or deemed necessary by the Board; shall counsel the Board on process and protocol; shall oversee governance, operational and fiscal activities of the Association; shall execute policies set by, and projects approved by, the Board; shall be the primary signatory of agreements, contracts, and other documents binding the Association, with approval of the Board; shall be the sole signatory of checks, drafts, and other financial instruments in amounts set by the Board, and shall be co-signatory with designated Officer(s) of checks, drafts and other financial instruments in amounts set by the Board; and shall perform such other duties and functions as may be assigned by the Board of Directors.

## **8. Meetings of the Board of Directors.**

(a) Meetings. The Board of Directors shall meet as convened by the Chairman of the Board and should meet at least two (2) times per year either in person or through telephone conference or virtual meeting platform. The Chairman shall determine the date, time and location of the meetings, and the Chairman (or his alternate) shall be the presiding officer at all meetings of the Board. The Board shall maintain a permanent record of its proceedings.

(b) Quorum and Action: Except as may otherwise be provided by the Articles of Incorporation and these Bylaws, eight (8) voting members of the Board of Directors shall constitute a quorum. A majority of the members of the Board, who are present at a meeting or attend by telephone or virtual capacity, whether or not a quorum is present, may adjourn the meeting to another time and place. Except as otherwise provided by government regulation, the Articles of Incorporation, or these Bylaws, the vote of a majority of the voting members of the Board of Directors present, if a quorum is present at such time, shall constitute the act of the Board.



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(c) Rules. If and to the extent that procedures for the conduct of meetings of the Board of Directors are not determined by these Bylaws, or by the Board of Directors, the current edition of Robert's Rules of Order shall prevail.

## 9. Compensation

Officers and Elected Directors as such shall be volunteers and shall not receive any compensation for the performance of their services. However, the Association may in its discretion reimburse Officers and Elected Directors for reasonable out of pocket expenses directly connected to the performance of their duties.

## 10. Indemnification

Every Director, Officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him or her in connection with any proceeding to which he or she may be made party, or in which he or she may become involved, by reason of being or having been a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusively of, all other rights to which such Director, Officer or employee may be entitled.

## ARTICLE V

### COMMITTEES

1. Permanent Committees. For the purpose of assisting the Board of Directors in carrying out specific ongoing duties and responsibilities, there shall be established as permanent committees the following committees: Executive Committee and a Nominating Committee.

(a) Executive Committee. The Executive Committee shall consist of the Officers of the Association, as well as up to two other members of the Board appointed by the Chairman, which Committee between Board meetings shall exercise all the powers of the Board in the management of the affairs of the Association except as limited by law. A majority of the Executive Committee shall constitute a quorum. The Chief Executive Officer and President shall be an *ex officio* member of the Executive Committee without a vote; The Executive Committee shall keep minutes of its meetings and shall report all action taken by it to the Board of Directors at the first meeting of the Board following the taking of such action; the Executive Committee may approve the annual budgets of the Association with the concurrence of the Board at the next Board of Directors meeting. The Executive Committee shall have the authority to hire or fire the Association's CEO and President, evaluate his or her performance, and set levels of compensation for the CEO and President. However, the CEO and President shall not participate





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in any deliberation or meeting concerning such issues. Executive Committee Meetings: The Executive Committee shall meet at the call of the Chairman of the Board.

(b) Nominating Committee. The Nominating Committee shall be composed of the Immediate Past Chairman (as chairman), the Vice Chairman, and the Association's CEO and President, and such other persons as may be designated from time to time by the Board of Directors. If the Immediate Past Chairman should be unable or unwilling to serve, the Board of Directors shall appoint a replacement to chair the Nominating Committee. The Nominating Committee shall be responsible for nominating candidates for open Elected Director positions as provided in Article IV, Section 5 of these Bylaws.

**2. Other Committees**. The Board of Directors may establish such general and special committees as the Board may deem necessary or appropriate to carry out the mission and strategic plan of the Association (hereinafter referred to as "Committees") and may establish other committees as necessary or appropriate. The Board of Directors shall determine from time to time the purpose, objectives, and scope of each committee it has established, and in its discretion may eliminate or phase out any such committee it has established.

(a) Committee Chairman:

(i) Appointment. The Chairman of the Board shall appoint the chairman of each committee established by the Board of Directors, subject to ratification by the Board. In selecting the chairman, the Chairman shall solicit individuals employed by Member companies to volunteer to serve as chairman. The Chairman may not appoint as chairman of any Committee any current Officer or any individual who is then serving as chairman of another committee, and he or she shall give preference to individuals who are not then Elected Directors, although the Chairman shall not be prohibited from appointing an Elected Director as chairman of a committee.

(ii) Term of Chairman. Each committee chairman shall serve an initial term of one (1) year and may renew this term and serve one (1) additional year as chairman.

(iii) Committee Chairman as ex officio Director. Unless he or she is already an Elected Director, the individual appointed by the President to serve as chairman of any Committee established by the Board of Directors shall thereby hold during the term of his chairmanship an ex officio nonvoting seat on the Board of Directors.

(iv) Vacancies in Chairmanship of Committees. A vacancy in the chairmanship of any Committee shall result in the event of the death, resignation, or retirement of any Committee chairman. A vacancy shall also result if, during the term, a Committee chairman (A) leaves employment by the Member by which he or she was employed at the time of appointment by the Chairman to become employed by another Member; or (B) ceases to be employed by any Member. In the event of a vacancy, the Chairman shall appoint a new Committee chairman in the manner set forth in paragraph (i) above.



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(b) Committee Members. Each committee shall have as many members as appropriate to fulfill the work of the committee. The chairman shall select the members of his committee, first by soliciting individuals employed by Members to volunteer to be members, and if not enough individual's volunteer, then the chairman shall appoint individuals employed by Members. Other than the foregoing, the chairman of each committee shall have the discretion to determine the term, composition, and number of committee members, as deemed reasonable by the Board of Directors.

(c) Committee Activities. The chairman of each committee shall be responsible for the issuance of written notice of the date, time and agenda of each committee meeting. The chairman shall determine procedural matters relating to his committee, such as quorum, voting requirements, removal of members, filling of vacancies, etc., except that all recommendations of committees shall be approved by a majority of the voting members of the committee before such recommendations are submitted to the Board of Directors for action. The chairman shall be responsible for the preparation and delivery of reports to the Board of Directors on the activities of the committee.

## ARTICLE VI

### **CONTRACTS, DEPOSITS AND FUNDS**

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

3. Conflict of Interest Transactions.

(a) A "Conflict Transaction" shall mean a contract, agreement or other transaction between the Association and one or more Officers, Elected Directors, Committee Chairmen or the CEO and President (each of which is hereinafter referred to as an "Interested Person"), or between the Association and any corporation, firm, association, organization or other entity in which one or more Interested Persons are Directors, Officers, or shareholders, or have an ownership or financial interest.

(b) No Conflict Transaction will be void or voidable solely because it involves an Interested Person as contemplated in subsection (b) above, or solely because the Interested Person is present at or participates in the meeting of the Board of Directors or Committee which authorizes the Conflict Transaction, or solely because the Interested Person's vote is counted for such purposes, if one of the following circumstances applies:



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(i). the material facts as to the Interested Person's relationship or interest and as to the Conflict Transaction are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or Committee in good faith authorizes the Conflict Transaction by the affirmative vote of a majority of the members of the Board of Directors or Committee who are not Interested Persons, even though the non-Interested Persons be less than a quorum; or

(ii). the material facts as to the Interested Person's relationship or interest and as to the Conflict Transaction are disclosed or are known to the Board of Directors or Members entitled to vote, and the Conflict Transaction is specifically approved in good faith by vote of the Board of Directors or Members entitled to vote; or

(iii). the Conflict Transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors or Members entitled to vote.

Each and every person who is or may become an Officer, Elected Director, Committee Chairman, or CEO and President of the Association is relieved, to the extent permitted by law, when acting in good faith, from any liability that might otherwise exist from contracting with the Association for the benefit of himself, or for the benefit of any person in which he may be interested or with which he may be connected.

## **ARTICLE VII**

### **BOOKS AND RECORDS – REGISTERED OFFICE AND AGENT**

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Membership, the Board of Directors, and any committee of the Board.

The address of the initial registered office of the Association and the name of the initial registered agent of the Association are set forth in the Articles of Incorporation.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Association shall be fixed, and shall be subject to change, by the Board of Directors.

## **ARTICLE IX**

### **MEMBERSHIP FEES, DUES REPORTS AND ASSESSMENTS**



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1. **Membership Fees.** Each individual, corporation or other entity elected to membership in the Association shall pay an initial membership fee in such amount as may be determined annually by the Board of Directors.
2. **Dues.** Dues of each Member shall be determined annually by the Board of Directors.
3. **Assessments.** Assessments shall be divided equally among all Members of the Association or in a manner prescribed by the Board of Directors and deemed fair across the membership based on circumstances involving the purposes for the assessment. Assessments are imposed for costs incurred in excess of normal operating procedures.

## **ARTICLE X**

### **DISSOLUTION**

In the event of dissolution of the Association, the assets of the Association remaining after payment of all liabilities and obligations shall be distributed to a charity or non-governmental organization as approved and directed by the Board of Directors.

## **ARTICLE XII**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by resolution of the Board of Directors approved and adopted at a Board meeting.

These Bylaws were initially adopted as approved by the Board of Directors on

*December 28, 2020*

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The dates of subsequent amendments follow: