

Revised July 19, 2023

**AMENDED AND RESTATED BYLAWS
OF
NORTHWEST INSTITUTE OF RESEARCH, INC.
(A/K/A NORTHWEST INSTITUTE OF RESEARCH)**

ARTICLE I - Organization

1.1 Name of Organization. The name of the organization shall be the Northwest Institute of Research, Inc. (NWIR) or (the “Corporation”). The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1933, as amended (the “Corporation Law”) for, among other things, the following purpose: the Corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (as amended from time to time), or the corresponding provision of any future United States internal revenue law (the “Code”), to carry out activities in furtherance of these purposes and to support, benefit and assist other tax-exempt organizations formed exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and Section 509(a) of the Code, or the corresponding section of any future federal tax code, herein generally called “exempt purposes”.

1.2 Governing Authority. The Corporation shall be governed and operated in accordance with the Corporation Law, the Articles of Incorporation, as amended from time to time, (the “Articles”), these Bylaws, as amended from time to time (the “Bylaws”) and the Board of Directors (the “Board”) of the Corporation.

1.3 Nondiscrimination. The Corporation endorses a nondiscriminatory policy as to its operations such that the Corporation shall operate without regard to race, color, religion, national origin, or handicap.

1.4 Corporate Seal. The corporate seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

ARTICLE II - Offices

2.1 Registered Office and Registered Agent. The registered office of the Corporation shall be 3823 West 12th Street, Erie, PA 16505, until otherwise established by an amendment of the Articles or by the Board and a record of such change is filed with the Department of State in the manner provided by law. Such office to be located in the Commonwealth of Pennsylvania at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

2.2 Other Offices. The Corporation may have other offices within or outside the Commonwealth of Pennsylvania at such place or places as the Board of Directors may from time to time determine.

ARTICLE III - Board of Directors

3.1 Numbers and Powers. The business and affairs of the Corporation shall be managed under the direction of the Board. The Board of Directors shall consist of a minimum of seven (7) persons. The Board of Directors elected at the initial annual meeting of Board of Directors shall be divided into three classes (Class A, Class B and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of directors elected at that time. The term of office of Class A directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of office of the Class B directors shall expire at the next annual meeting thereafter. The term of office of the Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

The board shall have a Chair and Vice Chair. The individuals who have been appointed to the corporate offices of secretary and treasurer may also be appointed as board members.

3.2 Nomination of Candidates for Directors and Qualifications. No person shall be eligible for election as a director at a meeting of the Board unless he or she has been duly nominated in accordance with these procedures.

3.2.1 The Chair shall announce at the annual meeting of the Board the number of directors to be elected at the meeting, shall declare the nominations of candidates for election as director are open and shall call for nominations from the floor. Nominations may be made by any director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the Chair shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

3.2.2 Each director of the Corporation shall be a natural person of full age who need not be a resident of Pennsylvania. The person who serves as the President of the Corporation shall also serve as a director of the Board until the earlier to occur (i) either such person ceasing to be the President of the Corporation (as further provided for herein dealing with appointment and removal of the officers of the Corporation) or (ii) the expiration of the term of office as a Board member. The Board, by a majority vote, will decide at its annual meeting what Class of directors (Class A, Class B or Class C) such person is a member of, solely for the purpose of determining the term of office such person may serve on the Board, as applicable.

3.3 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.4 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, disability, or otherwise, may be filled by the affirmative vote of a majority of

the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified. A person shall be considered “disabled” for all purposes of these Bylaws if such person is a minor, is under legal disability, or is in any condition (whether temporary or permanent) which substantially impairs that person’s ability to transact ordinary business. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at the registered office of the Corporation or at such other place or places, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time designate. One (1) of such regular meetings shall be designated by resolution of the board of directors as the Corporation’s annual meeting and shall be held in July of each year on a date, time and place designated by the board..

Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

3.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or upon written request by any two directors. Such meetings shall be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

3.7 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings) shall be given to each director by three (3) days prior to the meeting by email, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

3.8 Quorum of and Action by Directors.

3.8.1 General Rule. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

3.9 Interested Directors or Officers; Quorum. Subject to other provisions of these Bylaws, a contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

3.9.1 the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a majority

of the disinterested directors even though the disinterested directors are less than a quorum, or

3.9.1.1 the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

3.9.1.2 Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in other provisions of these Bylaws.

3.9.3 Action by Written Consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

3.10 Powers; Personal Liability.

3.10.1 General Rule. Unless otherwise provided by statute and these Bylaws, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board.

The Chair shall preside at and conduct all meetings of the Board and of the Executive Committee. The Chair may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the Chair, assist in the performance of the duties of the Chair.

3.10.2 Standard of Care; Justifiable Reliance. A director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

3.10.2.1 One (1) or more officers or employees of the Corporation who
the director reasonably believes to be reliable and competent in the matters presented.

3.10.2.2 Counsel, public accountants, or financial advisors, or other

persons as to matters, which the director reasonably believes to be within the professional or expert competence of such person or firm.

3.10.2.3 A committee of the Board upon which the director does not

serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

3.10.3 Consideration of Factors. In discharging the duties of their respective positions, the Board, committees of the Board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees and trainees of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of these Bylaws.

3.10.4 Presumption. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

3.10.5 Personal Liability of Directors. A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

3.10.5.1 the director has breached or failed to perform the duties of his or her office under this Section; and

3.10.5.2 the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

3.10.5.3 The provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, State or Federal law.

3.10.6 Notation of Dissent. A director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this Section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

3.10.7 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors.

(a) Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such

recommendations to the Board for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

(b) **Governance Committee**. The Governance Committee shall be appointed by the Chair and approved by the Board. The Governance Committee shall consist of at least two (2) Directors, one of whom shall serve as Chairperson of the committee. The Governance Committee shall be responsible for nominating persons to serve as Directors, board engagement and performance and periodic bylaws review. No person shall serve on the Governance Committee for more than three (3) consecutive years.

(c) **Finance Committee**. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall be responsible for the following actions:

i. Review, discuss and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;

ii. Review, discuss and present the financial statements to the Board of the Corporation for approval, at least quarterly;

iii. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.

iv. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; and

v. Monitor the investments of the Corporation and develop and recommend to the Board changes to the Corporation's investment and endowment policies as appropriate.

3.10.8 Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that the exclusive authority of the Board of Directors is reserved with regard to the following:

- a. Amending, altering, or repealing these Bylaws;
- b. Electing, appointing, or removing any director or officer of the Corporation;

- c. Amending the Articles of Incorporation.
- d. Adopting a plan of merger or consolidation with another Corporation.
- e. Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Corporation;
- f. Authorizing the voluntary dissolution of the Corporation or revoking proceeds therefor; or
- g. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.11 Compensation.

The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

3.12 Loans. No loans shall be made by the Corporation to any director.

3.13 Removal of Directors. Any director may be removed at any time, with or without cause, by the affirmative vote of four (4) members of the Board of Directors.

ARTICLE IV - Officers of the Corporation

4.1 Officers Generally and Designations.

4.1.1 Officers. The officers of the Corporation shall consist of the following: a President, a Vice President, a Secretary, and a Treasurer.. Such officers shall hold office until their successors are appointed and qualified. Any two or more offices may be held by the same person.

4.1.2 Resignations. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

4.1.3 Bonding. The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

4.1.4 Standard of Care. Except as otherwise provided in the Articles, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

4.2 Election and Term of Office. The officers of the Corporation, except those elected by delegated authority pursuant to these Bylaws, shall be elected annually by the Board, and each such officer shall hold office for a term of one (1) year and until a successor has been elected and qualified or until his or her earlier death, resignation or removal.

4.3 Subordinate Officers, Committees and Agents. The Board may from time to time elect such other officers and appoint such committees, employees, or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

4.4 Removal of Officers and Agents. Any officer or agent of the Corporation may be removed by the Board with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board.

4.6 Authority. All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolutions or orders of the Board or in the absence of controlling provisions in the resolutions or orders of the Board, as may be determined by or pursuant to these Bylaws. Unless otherwise provided by or pursuant to resolutions or orders of the Board, all officers of the Corporation shall report directly to the President of the Corporation who shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the Board. The President shall report directly to the Board of Directors.

4.7 The President. The President shall be the Chief Executive Officer of NWIR and shall have general supervision over the business and operations of the Corporation, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board; attend all meetings of the Board; and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the Board.

4.8 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

4.9 Secretary . The Secretary shall attend all meetings of the Board and shall ensure that an accurate record all the votes of the directors and the minutes of the meetings of the Board and of committees of the Board are maintained in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board or the President. The Secretary shall make such reports and perform such duties as are incident to the office, or are properly required of the Secretary by the Board of Directors or the Chair. The Secretary shall ensure that all records are appropriately executed, kept and filed.

4.10 The Treasurer. The Treasurer shall ensure the custody of the funds or other property of the Corporation; shall ensure the collection and receipt or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall ensure deposit all funds in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing all transactions as treasurer and the financial condition of the Corporation; and, in general, the Treasurer shall perform such duties as are incident to the office or are properly required by the Board of Directors or the President. The Treasurer, along with the Chair, must verify the annual Board of Directors report. The Treasurer must give an account of all transactions made as Treasurer and the corporation's financial condition to the Chair, and if requested, to directors upon their request. The Treasurer must also ensure the preparation of the financial statements to be included in the annual and quarterly reports, if any, to the Board of Directors and certify said statements.

4.11 Delegation. If any officer is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.12 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.13 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.14 Loans. No loan shall be made by the Corporation to any officer.

4.15 Term – Removal. The officers shall hold office until their successors are chosen and qualified. Any officer or agent appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of

Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.16 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the Corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

APPOINTED OFFICERS AND STAFF:

- (a) The Board shall appoint a President/chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the President/chief executive officer.
- (b) The Board may delegate duties and customary authority to the President/chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.
- (c) The President/chief executive officer shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the chief executive officer.
- (d) Except when the Board is meeting in executive session, the President/chief executive officer shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees and shall be entitled to a vote.

ARTICLE V- Fiscal Year

The Corporation's fiscal year shall be from July 1st through June 30 each year.

ARTICLE VI - Depositories

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts in accordance with practices of accounting manual of the Corporation, as amended, as related, among other things, to electronic payments, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII - Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally, by mail, or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

ARTICLE VIII - Indemnification of Officers, Directors, Employees and Agents

INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by **the Commonwealth of Pennsylvania** and federal law including the payment of related legal expenses.

EXONERATION: To the fullest extent permitted by the Commonwealth of Pennsylvania or federal law, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

INSURANCE: The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.

CONFLICT OF INTEREST: The board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

ARTICLE IX- Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE X - Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this Corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the directors of such class.

ARTICLE XI - Dissolution

The Corporation shall use its funds only to accomplish the objective and purpose specified in these Bylaws. As consistent with other provisions of these Bylaws, upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose and distribute all of the assets of the Corporation, to the extent permitted by law, for one or more exempt purposes, to an organization or organizations qualifying for exemption from federal income tax under Sections 501(a) and 501(c)(3) of the Code, as amended, so long as such entity is organized and operated for charitable, educational or scientific purposes, and qualify as an exempt organization under Section 501(c)(3) of the Code, as amended. Any remaining assets not so disposed and distributed of shall be distributed by a

court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such charitable, educational or scientific purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes, to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE XII- TAX-EXEMPT PROVISIONS

12.1 Compliance with Section 508 of the Code. If applicable, as required by Section 508 of the Code:

12.1.1 The Corporation, its managers, or any other disqualified person (as such term is defined in Section 4946 of the Code, as amended) shall distribute income of the Corporation for each taxable year at such time and in such manner as not to become or cause the Corporation to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

12.1.2 The Corporation, its managers, or any other disqualified person shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

12.1.3 The Corporation, its managers, or any other disqualified person shall not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

12.1.4 The Corporation, its managers, or other disqualified person shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, as amended, or corresponding provisions of any sequent federal tax laws.

12.1.5 The Corporation, its managers, or any other disqualified person shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

CERTIFICATION

The Secretary of the Corporation certifies that this is a true and correct copy of the amended and restated Bylaws of NORTHWEST INSTITUTE OF RESEARCH, INC. adopted by the Board of Directors on July 19, 2023.

Phillip J. Belfiore

PHILLIP BELFIORE, PhD, Secretary

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NWIR By-Laws 7-19-23

Final Audit Report

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