

CODE OF REGULATIONS OF ENCOMPASS CONNECTION CENTER

Article I Purpose

Section 1. Operation. Encompass Connection Center (hereinafter referred to as "Encompass"), is formed and shall be operated exclusively for charitable, educational and religious purposes, more specifically to strengthen couple, family and organization relationships. Encompass will work to come alongside clients and constituents and provide a clear roadmap on how to acquire and experience fulfilling relationships.

Provided no jeopardy to tax-exempt status is created, Encompass further shall be authorized to do any and all lawful acts which may be necessary and useful, suitable, or proper for furtherance of the purposes of Encompass; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under Ohio law.

Encompass shall seek and receive sources of support, including the solicitation of grants and loans from institutional sources and direct or indirect contributions from the general public. No gift, grant or loan will be accepted if it contains major conditions which would restrict or violate any of Encompass' charitable, religious or educational purposes or if it would require serving a private as opposed to a public interest.

No part of the net earnings of Encompass shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that Encompass shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. Encompass shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

Encompass shall operate for the specific purposes set forth in its Articles of Incorporation.

Article II Office

Section 1. Principal Office. The place in the State of Ohio where the principal office of Encompass shall be located shall be 616 N. Limestone St., Springfield, Clark County, Ohio 45503, or such other location as the Directors may from time to time determine.

Section 2. Additional Offices. Encompass may have such other offices, either within or without the State of Ohio, as the Directors may determine from time to time.

Article III Members

Section 1. Members. The voting members of Encompass shall be its Directors.

Section 2. Annual Organizing Meeting. The Directors, meeting as members, shall hold an annual meeting at the office of Encompass in Springfield, Ohio, or such other convenient location as designated by the President. The date of such annual meeting will be during January each year unless otherwise fixed by the Directors. At such annual meeting, any new Directors and Directors whose term has expired and are seeking to serve an additional term shall be appointed based upon completed Annual Affirmations; officers shall be elected or appointed by the Directors; annual appointments to each of the standing committees shall be made; the financial report of Encompass shall be considered; amendments to the Code of Regulations shall be considered; annual conflicts of interest disclosure forms shall be signed by all Directors; and any other business that shall be presented may be transacted.

Article IV Directors

Section 1. Corporate Powers; Number of Directors. The powers, property, and affairs of Encompass shall be exercised, controlled, and conducted by a Board of Directors consisting of such number of Directors, but not less than three, as the members may from time to time determine.

Section 2. Appointment of Directors; Term of Office. The Directors named in the Articles of Incorporation shall hold office until their successors are appointed and qualified.

The term of office of each member of the Board of Directors of Encompass, other than the terms of the members of the original Board of Directors, shall be three years and shall commence during the month of the annual meeting. Each member of the Board of Directors shall be eligible to serve two terms if so appointed. If a member of the Board of Directors should be appointed for the remainder of a previous member's term, that remainder shall not be included in the calculation of a maximum of two terms.

Except for the initial Directors, the Directors shall be appointed at the annual meeting or any special meeting called for that purpose. If the members for any reason fail to appoint Directors or fail to fill vacancies on the Board of Directors for more than two years, then the Director shall be selected by the senior judge, in point of service, of the Common Pleas Court of Clark County, Ohio, upon written application of any Director.

Each Director shall serve during the term for which he or she is appointed or, if appointed after the expiration of a portion of a term, during the balance of such term, and thereafter until a successor shall have been appointed. Vacancies by death, resignation, refusal to serve, or otherwise shall be filled for the unexpired portion of the term.

Section 3. Powers of the Board of Directors. The administrative powers of Encompass shall be vested in the Board of Directors, which will have charge, control, and management of the property, affairs, and funds of Encompass; may adopt Bylaws and such other rules and regulations as may be necessary to carry out its administrative functions; and shall have power and authority to do and perform all other acts and functions not inconsistent with the Articles of Incorporation or this Code of Regulations.

Section 4. Voting. Most issues brought before the Board or a committee shall be decided by a majority of the votes cast by the eligible voting members present at the meeting, unless otherwise stated in this Code of Regulations. In the event that an urgent vote is required, at the discretion of the President of the Board of Directors, votes may be taken electronically and recorded in the minutes of the subsequent meeting minutes by the Secretary. Each Member shall be entitled to one vote on each matter submitted to a vote of the Board of Directors or a committee. Any Director or committee members shall recuse him/herself if that person feels that by participating in any vote that there would be a conflict of interest for any reason. The number of eligible voting members shall thus be reduced.

Section 5. Compensation. The Directors shall serve without compensation, except that expenses reasonably incurred in the business of Encompass may be reimbursed upon

presentment of appropriate documentation. Nothing herein shall prevent a Director from being employed by Encompass and paid a reasonable salary and benefits for services rendered.

Article V Regular and Special Meetings

Section 1. Regular Meetings. The Directors shall hold regular monthly meetings at the office of Encompass in Springfield, Ohio, or such other convenient location as designated by the President. The date of such monthly meetings will be the fourth Tuesday of January, February, March, April, May, July, August, September, October and November, unless otherwise fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings may be called by the President. Such special meetings shall be called within ten (10) days of receipt by the President of a written or electronic request of no less than one-third (1/3) of the present membership of the Board of Directors, specifying the purpose for which the special meeting is requested.

Section 3. Quorum. For a regular or special meeting of the Board of Directors, a quorum shall be one half of those presently holding office.

Article VI Notices

Section 1. At least ten (10) days written or electronic notice shall be given of the annual meeting of members and a regular meeting of Directors. At least five (5) days written or electronic notice shall be given of any special meeting and shall specify the purpose for which the meeting is called. Notices shall be sent by regular mail or by electronic mail and shall be deemed sent on the date the notice is mailed.

Section 2. Any notice required hereunder may be waived in writing and is waived by attendance at the meeting in question.

Article VII Officers

Section 1. Officers. The officers of Encompass shall be the President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may authorize. An individual may hold more than one of these offices, provided that the same person shall not hold the offices of President and Secretary. All officers shall be elected or appointed by the Board of Directors at the first regular meeting in each year and shall hold office at the pleasure of the Board of Directors.

Section 2. President. The President shall attend and preside at all meetings of the Board of Directors and meetings of the executive committee, shall be an ex officio member of all committees and shall perform such additional duties as are usually incident to such office and such duties as may be required by the Directors, including the following:

- Oversee Board and executive committee meetings;
- Serve as ex officio member of all committees;
- Work in partnership with the Executive Director to make sure Board resolutions are carried out;
- Call special meetings;
- Appoint all committee chairs and, with the Executive Director, recommend who will serve on committees;
- Assist the Executive Director in preparing the agenda for Board meetings;
- Work with the Nominating Committee to recruit new Board members;
- Assist the Executive Director in conducting new Board member orientations;
- Oversee searches for a new Executive Director;
- Coordinate the Executive Director's annual performance evaluation;
- Act as an alternate spokesperson for Encompass Connection Center; and
- Periodically consult with Board members on their roles and help them assess their performance.

Section 3. Vice President. The Vice President shall, in the absence of the President, preside at all meetings of the Board of Directors and be an ex officio member of all committees and perform such other duties as may be required by the Directors, including the following:

- Serve on an executive committee (if formed);

- Carry out special assignments as requested by the President;
- Understand the responsibilities of the President and be able to perform these duties in the President's absence;
- Participate as a vital part of the Board's leadership.

Section 4. Secretary. The Secretary shall act as custodian of all records and reports, shall be responsible for the keeping and reporting of accurate minutes and records of all meetings of Encompass and shall perform such additional duties as may be required by the Directors, including the following:

- Serve on the executive committee (if formed);
- Review Board minutes;
- Assume responsibilities of the President in the absence of the President and Vice-President;
- Delegate the following duties to the Recording Secretary at his/her discretion:
 - o maintain all Board records and ensure their accuracy and safety; -

Section 5. Treasurer. The Treasurer shall have custody of all funds of Encompass. Acting in conjunction with the Finance Committee, the Treasurer shall ensure that a true and accurate accounting of the financial transactions of Encompass is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall prepare an annual report of the financial status of Encompass as of the end of each fiscal year, which report shall be submitted to the Board of Directors at its first meeting after the close of the fiscal year and perform such other duties as may be required by the Directors, including the following:

- Maintain knowledge of the organization and personal commitment to its goals and objectives;
- Understand financial accounting for nonprofit organizations;
- Serve as financial officer of the organization and as Chair of the Finance Committee;
- Manage, with the Finance Committee, the Board's review of, and action related to, the Board's financial responsibilities;
- Work with the Executive Director and chief financial officer or accountant to ensure that appropriate financial reports are made available to the Board on a timely basis;

- Assist the Executive Director or the chief financial officer or accountant in preparing the annual budget and presenting the budget to the Board for approval no later than the fourth Tuesday in September;
- Review the annual audit and answer Board members' questions about the audit.

Article VIII Removal of Directors

Section I. Removal. Any Director may be removed from office for any reason by the affirmative vote of a majority of the full membership of the Board of Directors at any regular meeting or at a special meeting called for that purpose. Any Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or electronic mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Article IX Committees

Section 1. Committees. The Board may elect an Executive Committee consisting of the President and at least two other Directors and may appoint any of the following committees: a Finance Committee, an Administration Committee, and such other committees as may be authorized. Each committee shall consist of at least three Directors or such lesser number as the Directors may determine and as shall be permitted by law. At a committee meeting, a quorum shall be a majority of the members of the committee. Each committee shall have an agenda and shall submit minutes of its meeting to the Board of Directors.

Section 2. Special Committees. Additional standing or special committees may be appointed by the President, with the concurrence of the Board of Directors, as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, special committees shall stand discharged.

Section 3. Duties. The duties of a standing committee shall be those prescribed by the Board of Directors and its Bylaws.

Article X Administration of Funds

Section 1. Gifts and Contributions. Voluntary gifts, donations, and contributions of cash, securities, or other property from any source, either outright or in trust, may be made to Encompass; subject, however, to acceptance thereof by the Board of Directors, to enable Encompass to carry out its purposes as set forth in its Articles of Incorporation. Encompass, by its Board of Directors, may accept devises, bequests, donations, contributions, and gifts of property of any kind and agree to administer the same in accordance with any conditions which the testator or donor may impose, providing the conditions and purposes of any such devises, bequests, donations, contributions, and gifts of property shall be consistent with and in furtherance of the purposes and within the powers of Encompass; subject, however, to the qualification and condition, to be understood and accepted in all such cases, that if and whenever the Board of Directors of Encompass shall determine, by the affirmative vote of at least seventy five percent (75%) of its members, that a material change in circumstances, occurring subsequent to the execution of the instrument providing any condition, designation, or restriction, shall have rendered compliance therewith impractical, impossible, or undesirable from the viewpoint of the public interest, the Board of Directors may from time to time thereafter direct the application of such property or the net income there from to such use or uses as will, in its judgment, most effectively accomplish the public charitable purpose of Encompass, without regard to, and free from, any such condition, designation, or restriction.

Section 2. Investments. The Board of Directors may retain and hold property of any kind or nature given to Encompass by will, deed, gift, or otherwise, without incurring any liability to any person for any subsequent depreciation thereof, and may manage and control any funds, money, property, or proceeds of property, or proceeds of the sale of property coming into the hands of Encompass from any source, and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any character or kind as the Board of Directors may from time to time determine, notwithstanding any rule of court or statute now or hereafter in force to the contrary, and in so doing, shall incur no liability to any person for any act taken or omitted in good faith.

Section 3. Management of Assets. The funds of Encompass shall be deposited with one or more banks or trust companies, and the securities held by Encompass may be transferred to a bank or trust company for safekeeping. The Board of Directors may employ the services of a bank, trust company, or other competent investment advisor to

counsel and advise it in all matters pertaining to the investment and reinvestment of the funds and property of Encompass.

The Board of Directors may compromise, settle, and adjust any claims on behalf of or against Encompass arising from or by reason of any devises, gifts, contributions, or donations of property to Encompass, or otherwise, on such terms and conditions and at such time or times as it may decide, without liability to any person or persons whomsoever for any such compromise, settlement, or adjustment of any claim made by the Board in good faith.

No person or organization, being or claiming to be a beneficiary of any of the purposes of Encompass, shall, as such, have or be given any claim or right of action against Encompass by reason thereof.

Section 4. Use of Income and Principal. Any money or other property of Encompass, whether income or principal, shall be used or distributed by the Board of Directors in accordance with the purposes set forth in the Articles of Incorporation of Encompass. Without limitation upon the generality of the foregoing, the funds of Encompass may be distributed for the purpose of paying all charges and expenses incidental to the care, management, and preservation of the property of Encompass, including attorneys' and accountants' fees and reasonable compensation to any person or persons whom the Board may deem it advisable to employ in order to effectively carry out the purposes of Encompass.

Section 5. Accounts. The Board of Directors shall cause to be kept an adequate and correct record of the affairs of Encompass, including accounts and records of its assets, liabilities, receipts, disbursements, gifts, and donations. Such accounts and records shall be open to inspection by the Board.

Article XI Fiscal Year

Section 1. Fiscal Year. The fiscal year of Encompass shall be October through September.

Article XII

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of Encompass to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Encompass, and such authority shall or may be general or confined to specific instances.

Section 2. Authorized Signatures. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Encompass shall be signed by such officer or officers, agent or agents of Encompass and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Depositories. All funds of Encompass shall be deposited to the credit of Encompass in such bank, trust company, or other depository as the Board of Directors may select.

Article XIII

Bonding of Treasurer and Other Officers

Section 1. Bonding. Unless the Board of Directors otherwise determines, neither the Treasurer nor other officers or employees of Encompass shall be required to be bonded.

Article XIV

Statement of Faith

The following points of our doctrinal statement represent those truths believers through the ages have considered essential for orthodox Christian faith as given in the Scriptures. Encompass Connection Center requires affirmation of these truths for membership.

The Scriptures

The Bible is actually God's Word given to His people. Every concept and every word were recorded exactly as God intended because His Holy Spirit worked through the men who

wrote the original books. Because these words are ultimately God's, they are absolutely truthful, accurate, and without error.

This is why we happily depend upon the Bible as the basis for how we think about God and His Word (theology) and for how we behave (ethics). We also consider translations of the Bible that accurately reflect the intent and words of the original languages to be the Word of God.

It is our privilege to seek to understand God's message and apply it responsibly to our lives as well as share it in relevant ways with others. (2 Timothy 3:16-17; 2 Peter 1:19-21; Matt. 24:35)

The True God

There is only one living and true God, without limits, separate from sin and His creation, sovereign, everywhere-present, all-powerful, all-knowing, and eternal. We believe that God is the loving Creator and Sustainer of all that exists both seen and unseen. God exists as the Trinity in three persons yet one God: Father, Son, and Holy Spirit. While each person is fully and equally God in every way, each has unique functions to fulfill. This teaching is a mystery to man but is clearly taught in the Bible.

Though He has no needs, God passionately desires a relationship with us and towards this end continually invites us into a relationship of faith and a life of obedience, learning, and service. (Exodus 20:2-3; 1 Cor. 8:6; Matt. 3:16-17)

The Son of God

We believe in the absolute deity of Jesus; that is, He is and always was fully God. He has existed as an equal person with the Father and the Spirit throughout eternity. He took on humanity and a body through miraculous conception by the Holy Spirit in Mary, who was a virgin. During His earthly life and even now, He is both fully God and fully human.

It is the unique role of Jesus to reveal the other members of the Godhead and to provide salvation for the world through His death and resurrection. After His resurrection, Jesus returned to heaven to be our advocate in the Father's presence and to prepare a heavenly home for His people whom He will gather together to be with Him when He returns at the end of this age.

Jesus is, therefore, the only way we can come to God and have a relationship with Him. In His life He modeled how He desires us to live. (John 1:1-2,18; 1 John 5:20; Matt. 1:20; Luke 1:26-38; Heb. 1:1-2; John 14:1-7; 1 John 2:1)

The Holy Spirit

We believe in the absolute deity of the Holy Spirit equal with the Father and the Son and yet enjoying a unique role. With regard to all people, including the lost, He convicts us of sin, teaches the perfect way God desires man to live, and warns of the judgment for failing to do so. With regard to believers, He calls out a community of people to demonstrate to the world the power of the good news of Jesus.

He lives inside all who believe in Jesus. He teaches, comforts, and empowers us, giving each follower diverse gifts, fostering unity, interdependence, productivity, Christ-like character, and love among Christians.

By dependence upon the Holy Spirit, we have the opportunity of demonstrating the power of God to create a new community that experiences and expresses the kingdom of heaven. (2 Cor. 13:14; John 14:16 17; Rom. 8:14 17)

The Nature and Fall of Man

Men and women are created in and reflect God's image: we have the ability to think, to choose, and to feel. The abilities to reason, strategize, plan, appreciate beauty, "create" in terms of literature, music, and art, and to experience joy and heartache are all traceable to God's image stamped on each human being.

Because God is a trinity, we are inherently designed for relationships both toward man and God. Because we are created, we are finite creatures who have limits and are completely dependent upon the Creator.

Adam and Eve, who were created with the freedom to choose, were tempted by Satan and voluntarily chose to rebel against God. Adam's sin plunged them and their descendants into condemnation and death. Now all their offspring are sinful from the very beginning of life and become practical sinners with the first expression of personal choice and so are without excuse before God. Adam's sin mars the image of God in man so that our reasoning, choices, and feelings are colored by sin.

Because each person is created in God's image, each has intrinsic value. We seek to participate in God's work of restoring each person to the full image of God. (Gen. 1:26-27; 3:1-26; Psalm 51; Rom. 5:10 19; Col. 1:28, 29; 3:10)

Salvation

Our relationship with God was ruined by Adam's choice, and the restoration of our relationship can only be accomplished through the reconciling work of Jesus, the sinless and perfect human being (who was also God), who took the punishment that was due us for our sin when He suffered and died voluntarily on the cross.

The blessings of a restored relationship with God are freely given on the grounds of grace alone to all who put their trust in Him. Belief in Jesus means that having acknowledged our own sinfulness and rebellion against God, we now call upon the Lord Jesus to forgive us, and we entrust our lives to His direction and care.

We trust that Jesus' death is alone sufficient to pay the penalty for our sin and to restore our relationship with God and that Jesus also provides the example and teaching for us to follow to enjoy our renewed relationship with God. The Bible teaches that the person who believes in Jesus is justified; that is, he is declared to be right with God as Christ's right living is credited to him while his sin and condemnation has been placed upon Christ at the cross.

The most important dividing line within humanity is between those who still live under God's judgment, and those who have been set free from condemnation through Jesus' death on the cross in their place.

There are only two possible states of existence, with two radically different outcomes. This means the message of salvation through Jesus is the focal point of Christian teaching and mission. (Rom. 3:21-31; 10:9-13; John 3:1-7; I Cor. 15:17; Titus 3:5-7)

The Church

We believe that the true church is composed of all those who, through saving faith in Jesus Christ, are united together in the body of Christ, of which He is the Head. Each local church is a visible extension of the body of Christ in a given place.

A local church is composed of believers who are bound together in common faith and obedience to Jesus, who teach the Word of God, and who observe the ordinances of Christ. These believers are governed by the New Testament and are answerable to Christ.

As Christ's body, the church in both universal and local forms is to do on earth what Jesus would do if He were here. The community of believers who make up a local church are also to model their shared life through manifesting Christ's love toward each other and serving each other with the enabling gifts given by the Holy Spirit. (Acts 2:41-42; Eph. 1:22-23; 3; 4:1-16; 1 Tim. 3; Col. 1:18)

Marriage, Gender and Sexuality

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen. 1:26-27) Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen. 2:18-25), and the only form presented and approved of in the New Testament is *one man and one woman for life*. (I Timothy 3:2). We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (I Cor. 6:18; 7:2-5; Heb. 13:4) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest and use of pornography) is sinful and offensive to God. (Matt. 15:18-20; I Cor. 6:9-10)

We believe that in order to preserve the function and integrity of Encompass Connection Center as a part of the local Body of Christ, and to provide a biblical role model to Encompass Connection Center members and the community, it is imperative that all persons employed by Encompass Connection Center in any capacity, or who serve as members of the Board of Directors, agree to abide by this Statement on Marriage, Gender, and Sexuality. (Matt. 5:16; Phil 2:14-16; I Thess. 5:22)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; I Cor 6:9-11.)

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.)

Article XV Indemnification

Section 1. Encompass shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, other than an action by or in the right of Encompass, by reason of the fact that he is or was a Director, officer, employee, or agent of Encompass, to the extent and in the manner permitted by Section 1702.12(E) of the Ohio Revised Code. This authority, however, shall not be exercised to the extent that such exercise might impair or invalidate the exemption of Encompass under the federal Internal Revenue Code, nor shall any person be indemnified against or reimbursed for any claim or liability arising out of his/her willful misconduct or gross negligence.

Article XVI Dissolution and Liquidation

Section 1. Dissolution and Liquidation. Encompass may be dissolved, upon the affirmative vote of a majority of the members of Encompass at any annual or special meeting of the members called for that purpose, or upon the written consent of all the members. Notice of such a meeting shall be given to all members. The Board of Directors shall thereupon take such action as may be necessary to wind up the affairs of Encompass and to effect the termination of its corporate existence. Thereafter, all of the remaining assets of Encompass shall be distributed to organizations that are operated exclusively for charitable, medical, educational, religious, or scientific purposes as shall at the time qualify as a tax-exempt organization under Section 501(c)(3) of the Code, such distribution to be made as determined by the Board of Directors at the time of distribution. In the event the Board of Directors makes no such determination, the remaining assets shall be distributed to The Nehemiah Foundation of Springfield, Ohio, provided that it maintains its existing qualification as a tax exempt organization under Section 501 (c)(3) of the Code.

Upon dissolution of Encompass, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Encompass, dispose of all the assets of Encompass exclusively for the purposes of Encompass in such manner, or to such

organization(s) devoted exclusively to charitable, educational, or religious purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

Article XVII Emergency Regulations

Section 1. Emergency Regulations. In the event of an "emergency" as presently defined in Section 1701.01 (U) of the Ohio Revised Code, the meetings of the Board of Directors may be held and conducted as provided in Section 1701.11(F) and Section 1702.11(G) of the Ohio Revised Code, as presently enacted or hereinafter amended, and any action so taken shall be the action of Encompass. The provisions of the subsections in regard to executive and other officers shall apply. The Directors operating during an emergency shall have the authority to adopt amendments to such Bylaws as they deem best for the conduct of the meeting.

Article XVIII Amendments

Section 1. Amendments. This Code of Regulations of Encompass may be amended by the vote of two-thirds of the Board of Directors of Encompass then in office at the annual organizational meeting or a meeting called for such purpose; provided, however, that written notice of any proposed amendment must be mailed or electronically sent to the Directors at least ten (10) days before such meeting unless such notice is waived.

Article XIX No waiver

No failure of Encompass or the Board of Directors to exercise any right under, or to require compliance with, the Bylaws, or knowledge of past performance at variance with the Bylaws, shall constitute a waiver by such party of its rights hereunder.

Revised and approved by the Encompass Connection Center Board: 9.25.18