# **EXHIBIT B**

**Bylaws** 

[See attached.]

# **BY-LAWS**

#### ARTICLE I—NAME

This organization shall be known as the American Council on Rural Special Education ("ACRES"). ACRES shall be a non-profit corporation incorporated under the laws of the State of West Virginia.

### ARTICLE II—MISSION AND PURPOSES

#### **Section 1. Mission**

The primary mission of the organization and members of ACRES is to provide leadership and support that will enhance services for individuals with exceptional needs, for their families, for the professionals who work with them, and for the rural communities in which they live.

# **Section 2. Purposes**

ACRES is organized and at all times hereafter shall be operated exclusively for charitable, religious, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code," which shall include any subsequent corresponding Code of federal tax law), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code § 501(c)(3). The general purposes of the Corporation are (i) to provide leadership and support that will enhance services for individuals with exceptional needs, for their families, for the professionals who work with them, and for the rural communities in which they live, (ii) to promote the growth and development of each member of the Corporation, (iii) to foster quality education and related services for individuals with exceptional needs living in rural areas of the United States, (iv) to advocate for individuals with exceptional needs, for their families, and for their service providers, (v) to promote cultural diversity and the empowerment of minorities and members of traditionally under-represented groups in providing services to individuals with exceptional needs, their families, and service providers, (vi) to promote national recognition for rural special education and rural health and human services, and (vii) to promote collaborative partnerships with organizations interested in special education and health and human services.

### ARTICLE III—MEMBERSHIP

# Section 1. Membership Qualifications and Requirements

The organization shall admit to membership any persons who are interested in or concerned with promoting quality education and other services for individuals with special needs in rural areas. All members of the organization shall pay dues and fees for special activities.

### **Section 2. Types of Memberships**

Regular membership shall consist of professionals or paraprofessionals engaged in special education or related services in schools, colleges, universities, or other education agencies, and parents or other individuals who have an interest in and commitment to rural special education.

Student membership shall consist of undergraduate and graduate students enrolled in classes during the academic year at an accredited college or university, not engaged in full-time employment, and sponsored by a faculty member who is also a regular member of the organization.

# Section 3. Membership Rights and Privileges

Each member in good standing with the Corporation shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. Matters to be submitted to the members for voting are limited to the following: (i) the election and removal of Directors of ACRES, (ii) the approval of amendments to the Bylaws of ACRES (following the initial adoption of bylaws by ACRES's Board of Directors), and (iii) the approval of changes in dues. The members are not entitled to vote on any other matters.

# **Section 4. Business Meeting/Election of Directors**

- a. The annual meeting of the members shall be held on such date and at such location as shall be designated for the Annual Conference for the purpose of electing directors and for the transaction of other business as may properly come before the meeting. At the annual meeting, the officers and committee chairs of ACRES will report activities to the membership and will respond to questions from members.
- b. Special meetings of the members for any purpose or purposes may be called by the Board of Directors or the President and shall be called by the President at the request of at least five percent (5%) of all members of ACRES. The Board may provide by resolution the time and place, either within or without the State of West Virginia, for the holding of such meetings.
- Written notice stating the place, day, and hour of a meeting of the members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. Each such notice will be accomplished by written notice delivered personally or sent by mail, facsimile, electronic mail as an attachment in portable document format (.pdf) with read receipt requested, or by nationally recognized overnight courier to each member at his or her address (or email address, if applicable) as shown by the records of ACRES. A notice is deemed to have been delivered and received: (i) in the case of personal delivery, on the date of delivery; (ii) in the case of mailing, on the third business day following the date when deposited in the United States mail in a sealed envelope appropriately addressed with postage thereon prepaid; (iii) in the case of facsimile transmission, on the date electronic confirmation of receipt has been received by the transmitting party (as evidenced by the transmitting party's facsimile machine) if the confirmation is received before 5:00 p.m. (West Virginia time) on a business day, otherwise on the next business day after confirmation is received; (iv) in the case of transmission by electronic mail as an attachment in portable document format (.pdf), on the date electronic confirmation of receipt is received by the transmitting party (as evidenced by the transmitting party's electronic mail server or system), if sent before 5:00 p.m. (West Virginia time) on a business day, otherwise on the next business day after the confirmation is received; or (v) in the case of nationally recognized overnight courier in circumstances under which the courier guarantees next business day delivery, on the next business day after the date sent. Any member may waive notice of any meeting by delivering to ACRES a written and signed waiver of such notice to be included in the minutes or filed with the corporate records. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- d. The election of members of the Board of Directors shall be facilitated by the Nominations and Elections Committee. Nominations will be accepted before January 1, and election of Board members shall occur by the membership at the Annual Conference or by using an email ballot of the full membership which such ballots must be returned by the date of the Annual Conference. If the vote of the members is to be taken by email ballot, such vote will be determined from the total number of members who actually vote by email ballot, rather than from the total number of members entitled to vote. The nominees receiving the largest number of votes shall be declared elected. In case of a tie vote, the Chairperson of the Nominations and Elections Committee, in the presence of witnesses, shall decide by lot among the nominees who received a tie vote.
- e. Any and all members may participate in a meeting of the membership by, or conduct the meeting through, the use of a conference telephone or any other means of communication by which all members may simultaneously hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

### ARTICLE IV—BOARD OF DIRECTORS

### **Section 1. General Authority**

The business and affairs of ACRES shall be managed by its Board of Directors. The Board of Directors may be assisted by Headquarters and members serving on standing committees and ad hoc committees, as deemed necessary by the Board. Directors must attend the Annual Conference, take part in all meetings of the Board of Directors, and serve on at least one Committee of ACRES.

# Section 2. Number, Tenure, and Qualifications.

The Board of Directors shall consist of not less than three (3) but no more than eighteen (18) individuals (each a "Director"); provided, however, that additional individuals may serve as ex officio directors of ACRES as set forth in these Bylaws. Directors must be ACRES members in good standing. Of the Directors originally elected to the Board, one-third of such Directors elected shall serve a term of three (3) years, one-third of such Directors elected shall serve a term of two (2) years, and one-third of such Directors elected shall serve a term of one (1) year. Thereafter, the term of each elected Director shall be three (3) years. Directors cannot serve more than two (2) consecutive terms. At all times, the Directors shall have staggered terms which shall be determined by dividing the number of total Directors, other than ex officio directors, into three (3) groups, with each group containing approximately the same percentage of the total number of Directors, as possible, such that one group of Directors shall be elected annually. The Board of Directors shall represent, to the maximum extent possible, the full range of disciplines, professional positions, geographic distribution, and cultural, gender, and age characteristics of the membership. Headquarters, Committee Chairs, and Editor(s) shall serve as ex officio members of the Board without voting privilege. The Preparation Programs Student Representative and the Doctoral Programs Student Representative shall serve as ex officio members of the Board with voting privilege.

### **Section 3. Meetings**

- a. The annual meeting of the Board shall be held on such date as shall be designated for the Annual Conference for the purpose of electing officers and for the transaction of other business as may properly come before the meeting. Additional regular meetings of the Board shall be held at such time and place as determined by the Board; provided, however, that the Board shall meet at least four (4) times per year in addition to the annual meeting. The Board may provide by resolution the time and place, either within or without the State of West Virginia, for the holding of these and/or additional regular meetings.
- b. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of West Virginia, as the place for holding any special meeting of the Board of Directors called by them.
- c. Any and all Directors may participate in a meeting of the Board of Directors by, or conduct the meeting through, the use of a conference telephone or any other means of communication by which all Directors may simultaneously hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

### **Section 4. Quorum**

A majority of the number of voting Directors, other than voting ex officio Directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

# **Section 5. Notice**

Notice of each regular meeting of the Board of Directors will be given at least five (5) and not more than thirty (30) days prior thereto. Notice of any special meeting of the Board of Directors will be given at least two (2) days prior thereto. Each such notice will be accomplished by written notice delivered personally or sent by mail, facsimile, electronic mail as an attachment in portable document format (.pdf) with read receipt requested, or by nationally recognized overnight courier to each Director at his or her address (or email address, if applicable) as shown by the records of ACRES. A notice is deemed to have been delivered and received: (i) in the case of personal delivery, on the date of delivery; (ii) in the case of mailing, on the third business day following the date when deposited in the United States mail in a sealed envelope appropriately addressed with postage thereon prepaid; (iii) in the case of facsimile transmission, on the date electronic confirmation of receipt has been received by the transmitting party (as evidenced by the transmitting party's facsimile machine) if the confirmation is received before 5:00 p.m. (West Virginia time) on a business day, otherwise on the next business day after confirmation is received; (iv) in the case of transmission by electronic mail as an attachment in portable document format (.pdf), on the date electronic confirmation of receipt is received by the transmitting party (as evidenced by the transmitting party's electronic mail server or system), if sent before 5:00 p.m. (West Virginia time) on a business day, otherwise on the next business day after the confirmation is received; or (v) in the case of nationally recognized overnight courier in circumstances under which the courier guarantees next business day delivery, on the next business day after the date sent. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at,

nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

# Section 6. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, including any ex officio Directors entitled to a vote. Any action taken under this Article IV, Section 6 is effective when the last director signs the consent, unless the consent specifies a different effective date.

#### Section 7. Vacancies

Vacancies on the Board of Directors shall be filled during the next annual meeting.

#### Section 8. Removal from Office

The members may remove one or more directors with or without cause whenever in their judgment the best interests of the Corporation will be served thereby.

#### ARTICLE V—OFFICERS

#### **Section 1. Officers of ACRES**

ACRES shall have the following officers: President, President-Elect, Past President, Secretary, Treasurer, Historian, Apprentice Historian, Consulting Historian, one or more Headquarters, one or more Editors, Preparation Programs Student Representative, and Doctoral Programs Student Representative.

#### **Section 2. Duties and Tenure of the President**

The President shall (i) attend and preside at meetings of the Board of Directors, (ii) appoint chairpersons for all committees, with Board approval, (iii) make a report of Board activities to the membership at the annual meeting, (iv) provide leadership for activities of the Board, and (v) provide leadership to ACRES in policy development. The President shall serve for a one-year term. No individual may serve more than one term as President.

# **Section 3. Duties and Tenure of the President-Elect**

The President-Elect shall (i) succeed the President in office, (ii) attend and preside at meetings of the Board of Directors in the absence of the President, (iii) work with the President to learn organizational policies and procedures, and (iv) undertake such additional duties as assigned by the President. The President-Elect shall serve for a one-year term. No individual may serve more than one term as President-Elect.

### Section 4. Duties and Tenure of the Past President

The Past President shall be the immediate past President of ACRES. The Past President shall (i) attend and preside at meetings of the Board of Directors in the absence of the President and President-Elect, (ii) work with the President and President-Elect to maintain organizational continuity, and (iii) undertake such additional duties as assigned by the President. The Past President shall serve for a one-year term. No individual may serve more than one term as Past President.

## Section 5. Duties and Tenure of the Secretary

The Secretary shall (i) take minutes of all meetings of the membership and make a permanent record of them, (ii) take minutes of all meetings of the Board of Directors and make a permanent record of them, and (iii) undertake such additional duties as assigned by the President. The Secretary shall serve for a one-year term. No individual may serve more than one term as Secretary.

### **Section 6. Duties and Tenure of the Treasurer**

The Treasurer shall (i) monitor the finances of ACRES, (ii) submit an annual budget for ACRES to the Board of Directors for approval, (iii) serve as chair of the Budget and Financial Oversight Committee, and (iv) undertake such additional duties as assigned by the President. The Treasurer shall serve for a one-year term. No individual may serve more than one term as Treasurer.

# Section 7. Duties and Tenure of the Historian (Apprentice/Current/Consulting)

Each of the Apprentice Historian, the Historian, and the Consulting Historian shall (i) maintain the history of ACRES, (ii) catalog archives of ACRES, (iii) present a State of ACRES address to the membership at the Annual Conference, (iv) interpret the bylaws, policies, and procedures of ACRES, as needed, and (v) undertake such additional duties as assigned by the President. The Apprentice Historian shall succeed the Historian in office, and the Consulting Historian shall be the immediately past serving Historian. Each of the Apprentice Historian, Historian, and Consulting Historian shall serve for a one-year term. No individual may serve more than one term as Apprentice Historian. No individual may serve more than one term as Historian. No individual may serve more than one term as Consulting Historian.

# **Section 8. Duties and Tenure of Headquarters**

The Headquarter(s) of ACRES shall (i) serve as ex officio member(s) of the Board of Directors, (ii) plan, implement, and evaluate the Annual Conference, (iii) carry out all directives of the Board of Directors, (iv) oversee preservation of all organizational records, including business, financial, membership, and historical documents, (v) maintain and update ACRES's website, (vi) report Headquarter(s) activities to the Board of Directors at Board meetings and to the membership at the Annual Conference, and (vii) undertake such additional duties as assigned by the President. Headquarter(s) shall serve a five-year term and may serve additional five-year terms as deemed appropriate by the President.

#### Section 9. Duties and Tenure of the Editor(s)

The Editor(s) of ACRES shall (i) exercise editorial oversight of The Rural Special Education Quarterly (RSEQ), (ii) in cooperation with Headquarters, serve as Managing Editor(s) of all organizational publications with responsibility for fiscal management, production, and dissemination, (iii) appoint members to serve on the Editorial Board to review manuscripts, discuss editorial policies/procedures, and propose additional publications as appropriate, (iv) report the status of ACRES's publications program to the Board of Directors and to the membership at the Annual Conference, and (v) undertake such additional duties as assigned by the President. Editor(s) shall serve a five-year term and may serve additional five-year terms as deemed appropriate by the President.

# Section 10. Duties and Tenure of the Preparation Programs Student Representative

The Preparation Programs Student Representative shall (i) be enrolled in an accredited bachelor's or master's degree program with a major in or focus on Special Education, (ii) plan at

least one event to support ACRES student members outside of the Annual Conference, (iii) plan at least two events to support ACRES student members during the Annual Conference, and (iv) serve as an ex officio member of the Board of Directors. The Preparation Programs Student Representative shall serve for a one-year term. No individual shall serve more than one term as the Preparation Programs Student Representative.

# Section 11. Duties and Tenure of the Doctoral Programs Student Representative

The Doctoral Programs Student Representative shall (i) be enrolled in an accredited doctoral program with a major in or focus on Special Education, (ii) plan at least one event to support ACRES student members outside of the Annual Conference, (iii) plan at least two events to support ACRES student members during the Annual Conference, and (iv) serve as an ex officio member of the Board of Directors. The Doctoral Programs Student Representative shall serve for a two-year term. No individual shall serve more than one term as the Doctoral Programs Student Representative.

#### **Section 12. Additional Qualifications**

All Officers, Committee Chairs, Editor(s), and Editorial Board members must be active members in good standing of ACRES in order to be nominated or appointed for office. They must maintain a current membership in the organization throughout their term of office. Failure to maintain such membership may result in immediate removal from office.

### Section 13. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of ACRES will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 14. Vacancies**

For vacancies in officer positions other than the Preparation Programs Student Representative or the Doctoral Programs Student Representative, the Board of Directors may elect an interim officer from the Board to fill the vacancy until the next regularly scheduled election. For vacancies in the officer positions of Preparation Programs Student Representative or Doctoral Programs Student Representative, the Board of Directors may elect an interim officer to fill the vacancy until the next regularly scheduled election. The position(s) of Headquarters(s) shall be filled by the Board of Directors as soon as possible following announcement of the vacancy.

## ARTICLE VI—COMMITTEE STRUCTURE

# **Section 1. Standing Committees**

Standing committees may include the (1) Exemplary Program Awards and Student Scholarship Committee, (2) the Conference Teacher Event Committee, (3) the Social Media and Communications Committee, (4) the Budget and Financial Oversight Committee, (5) the Membership Committee, (6) the Nominations and Elections Committee, (7) the Partnerships Committee, and (8) Research Committee. Each standing committee may be comprised of at least five (5) persons, including a chairperson appointed by the President, with approval of the Board, and four (4) persons invited to be committee members by the committee chair, with approval of the Board. Committee chairs and members may be re-appointed without restriction. Standing committees shall meet at least one (1) time per year. The Committee shall report activities to the Board at each Board meeting and to the membership at the Annual Conference.

#### **Section 2. Ad Hoc Committees**

Ad hoc committees may be established and their functions assigned at the discretion of the President, with approval of the Board. Such establishment must clearly indicate the purpose of the committee, its length of service, and the expected outcome and/or product(s). Each ad hoc committee shall be composed of a Chair appointed by the President with approval of the Board and as many members as necessary to accomplish the committee's purpose. Ad Hoc committees shall be dissolved immediately upon acceptance of their final written report to the Board of Directors. If warranted, an ad hoc committee can become a standing committee with Board approval. (Examples of ad hoc committees include the Auction Committee, Governmental Relations Committee, Local Planning Committee, Policies and Procedures Committee, Partnership Committee, Technology Committee).

#### ARTICLE VII—DUTIES OF COMMITTEES

#### **Section 1. Duties in General**

Each committee shall be responsible for (i) determining goals and objectives for such committee for the year, (ii) preparing budget requests relating to the committee's work, (iii) preparing written reports of committee activities for meetings of the Board of Directors and for the Annual Conference, and (iv) submitting business related to policy to the Board of Directors for approval.

Section 2. Duties of the Exemplary Program Awards and Student Scholarship Committee The Exemplary Program Awards and Student Scholarship Committee shall be responsible for (i) preparing information and application forms for ACRES Exemplary Program Awards and ACRES Student Scholarship, (ii) soliciting nominations for awards, (iii) coordinating submission and review of applications, (iv) selecting application reviewers, (v) notifying recipients of awards, and (vi) arranging for presentation of awards at the Annual Conference.

#### Section 3. Duties of the Teacher Event Committee

The Teacher Event Committee shall be responsible for (i) determining location of each Teacher Event, including whether such event shall be held in person, virtually, or in some other fashion, (ii) appointing a local agency, if applicable, to secure a location, time, and topic(s) for each Teacher Event, (iii) selecting presenters for each Teacher Event, and (iv) evaluating Teacher Events and presenting any resultant recommendations for future Teacher Events.

## **Section 4. Duties of the Conference Program Committee**

The Conference Program Committee shall be responsible for (i) preparing the Call for Proposals for the Annual Conference, (ii) soliciting presentation proposals, (iii) selecting proposal reviewers, (iv) coordinating proposal submission, review, and presenter notification, and (v) coordinating type, schedule, and location of presentations, in cooperation with Headquarters.

# Section 5. Duties of the Budget and Financial Oversight Committee

The Budget and Financial Oversight Committee shall be responsible for (i) proposing an annual budget for ACRES, in cooperation with Headquarters, (ii) reviewing Headquarters' financial reports, (iii) recommending activities to increase revenues, including dues/subscription increases, fundraising, development projects, and other activities to maintain ACRES's fiscal stability, and (iv) with Headquarters, making financial reports to the Board of Directors at Board meetings and to the membership at the Annual Conference.

# **Section 6. Duties of the Membership Committee**

The Membership Committee shall be responsible for (i) monitoring membership data including characteristics and trends, in cooperation with Headquarters, (ii) developing and maintaining strategies to renew current memberships and to recruit new members, and (iii) encouraging ongoing participation by the membership in ACRES activities.

#### Section 7. Duties of the Nominations and Elections Committee

The Nominations and Elections Committee shall be responsible for (i) soliciting nominations for Board of Director vacancies (by January 1), (ii) working with Headquarters to create and disseminate the ballot to membership, and (iii) notifying nominees and the Board of Directors of election results.

## **Section 8. Duties of the Partnerships Committee**

The Partnerships Committee shall be responsible for (i) promoting ACRES as a professional organization, (ii) maintaining contact with other professional organizations having a mission similar to ACRES, (iii) developing sponsors (corporate, private, institutional, and individual) willing to support ACRES and the Annual Conference, and (iv) cooperating with other professional organizations for dissemination of information with regard to ACRES.

## **Section 9. Duties of the Research Committee**

The research committee supports ACRES's mission focused on enhancing services to children and adults with exceptionalities living in rural communities through collaborative research and dissemination of evidence-based practices. Research committee duties include each of the following as it relates to rural special education: (i) staying abreast of criteria for conducting and evaluating research, (ii) disseminating evidence-based practices for students and adults with exceptionalities, (iii) encouraging and soliciting research projects in the field, (iv) monitoring current research and reporting noteworthy studies, (v) maintaining working relationships with all other committees for the dissemination of committee actions and reports, and (vi) collaborating with professional organizations, local education agencies, and other parties interested in enhancing rural special education.

#### ARTICLE VIII—ANNUAL CONFERENCE

# **Section 1. Annual Conference**

The Annual Conference shall consist of a professional conference, a business meeting, teacher event (when possible), committee meetings, and other professional or social activities designated by the Board of Directors and the Conference Planning Committee in accordance with the mission and purposes of ACRES.

#### **Section 2. Parliamentary Procedure**

The rules of parliamentary procedure known as Robert's Rules of Order: Newly Revised, shall govern all official proceedings and meetings of ACRES, subject to any special rules that also may apply.

### ARTICLE IX—FINANCES

# **Section 1. Financial Support**

The organization shall finance all activities from membership dues, publication subscriptions and purchases, fees for special projects and activities, fund raising events, receipt of special funds or

endowments, and such other activities as are consistent with the non-profit status of the organization, as well as its mission and purposes.

#### **Section 2. Dues**

Dues and fees for regular and student members shall be proposed by the Budget and Financial Oversight Committee and regulated by the Board of Directors. Approval for changes in dues shall require a simple majority vote of the members at the business meeting during the Annual Conference or by e-mail/post mail ballot. No approval of the members shall be required for the assessment of or change in fees. To be in good standing with ACRES, all members and Directors must timely pay all dues and fees.

### Section 3. Fiscal Year

The fiscal year shall be equivalent to the calendar year from end of the annual conference through beginning of the annual conference.

#### ARTICLE X—ADOPTION OF AND AMENDMENTS TO THE BYLAWS

These Bylaws have been adopted by the initial Directors of ACRES. These Bylaws may be amended using the following process:

- (i) Proposed amendments to the Bylaws must be petitioned by ten (10) active members in writing to Headquarters(s) or to the President.
- (ii) Proposed amendments to the Bylaws will be circulated by e-mail to the membership for consideration.
- (iii) The membership will have the opportunity to vote on the proposed amendments to the Bylaws, either by e-mail or on location at the business meeting during the Annual Conference.
- (iv) Amendments to the Bylaws must pass by a simple majority of the members voting.
  - (v) All approved amendments will become effective immediately.

#### ARTICLE XI—DISSOLUTION

### **Section 1. Dissolution of the Organization**

In the event that ACRES is no longer financially or professionally viable, the Board of Directors shall have the authority to dissolve ACRES. The Board may vote to dissolve ACRES only in extreme circumstances, following a full and open discussion of the situation, and after pursuit of all feasible alternatives for maintaining its existence. Dissolution shall require a two-thirds majority vote of the full Board of Directors at a meeting specially scheduled for this purpose.

### Section 2. Disposal of Assets

In the event of dissolution of ACRES, after payment of all necessary expenses thereof, all of the assets and property of ACRES shall be distributed, as the Board of Directors may determine, to (1) any other or successor organization then in existence in West Virginia having the same purposes as the Corporation, if such organization then qualifies for tax-exempt status under Code

 $\S 501(c)(3)$ ; (2) any organization organized for one or more charitable purposes within the meaning of Code  $\S 501(c)(3)$ , if such organization then qualifies for tax-exempt status under Code  $\S 501(c)(3)$ ; or (3) to organizations described in clause (1) above and to organizations described in clause (2) above of this Article XI, Section 2.

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| Effective Date: | , 2024 |

THE AMERICAN COUNCIL ON RURAL SPECIAL EDUCATION, INC.

By: Volume: Tori Colson

Its: President