

**TRANSACTION RECORD ANALYSIS CENTER, INC.  
ACTION BY UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

---

**September 16, 2019**

---

Pursuant to the authority contained in Section 10-3821 of the Arizona Revised Statutes, the undersigned, constituting all of the Directors of Transaction Record Analysis Center, Inc., an Arizona nonprofit corporation, hereby consent to the adoption of the following resolutions, without the formality of convening a special meeting of the Board of Directors, for and as the actions of the corporation, as of the date set forth above:

WHEREAS, the Board of Directors deems it advisable to add an authorized signatory to the corporation's bank account(s); and WHEREAS, the corporation's Bylaws require that the signatories consist of officers of the corporation; and WHEREAS, the Directors deem it advisable to delete such qualifications for authorized signatories;

NOW, THEREFORE,

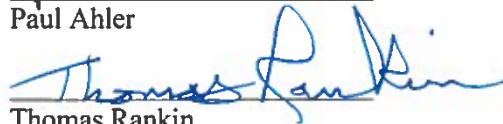
1. IT IS RESOLVED, that Articles IV, V, VI, VII and IX of the Bylaws of the corporation, as Amended July 15, 2019, are hereby amended by the 4<sup>th</sup> Amendment as set forth in Exhibit A attached hereto and incorporated herein.

2. FURTHER RESOLVED that Lisa Rodriquez is hereby designated as an authorized signatory on the corporation's bank account; and RESOLVED FURTHER, that any resolution or resolutions required by any bank for the aforesaid addition of authorized signatory for such account be considered adopted and approved by this resolution, as if set forth in full herein, and the Secretary of the corporation is hereby authorized to so certify.

3. AND FURTHER RESOLVED that the foregoing resolutions are adopted and shall be effective as of September 16, 2019.



Paul Ahler



Thomas Rankin



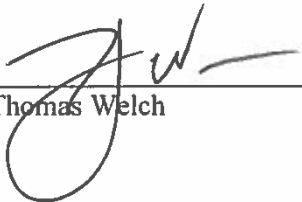
---

Blaine Gadow



---

Keith Thomas



---

Thomas Welch

**Exhibit A**

**4<sup>th</sup> AMENDMENT TO THE BYLAWS OF  
TRANSACTION RECORD ANALYSIS CENTER, INC.  
AS AMENDED JULY 15, 2019**

**(Adopted by Unanimous Written Consent of the Board of Directors September 16, 2019)**

[Attach 4<sup>th</sup> Amendment to Bylaws here]

**4<sup>th</sup> AMENDMENT TO  
BYLAWS  
OF THE  
TRANSACTION RECORD ANALYSIS CENTER, INC.**

**ARTICLE I  
NAME AND REGISTRATIONS**

**Section 1. Name**

The name of the Corporation shall be Transaction Record Analysis Center, Inc. (hereinafter referred to as the "TRAC").

**Section 2. Registered Office and Agent**

The Corporation shall maintain in the State of Arizona a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Arizona as the Board of Directors may from time to time determine.

**Section 3. Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of Arizona."

**ARTICLE II  
PURPOSES**

**Section 1. Not for Profit**

The Corporation is organized and shall operate as a not-for-profit Corporation, and shall have such powers as are now or may hereafter be granted by the laws governing not-for-profit corporations of the State of Arizona.

**Section 2. Purposes**

The purposes for which the Corporation is organized subject to the limitations of Article VIII below are charitable, educational, research, and training, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to the promotion of education, research, and training activities in the field of Anti-Money Laundering. The TRAC shall receive funds and research, train, and educate law enforcement agencies nationwide in the area of Anti-Money Laundering.

**ARTICLE III  
MEMBERS**

The Corporation shall have no members.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. General Powers**

The policies of the Corporation shall be established by its Board of Directors, which shall also promote the objectives and programs of the TRAC.

**Section 2. Composition, Tenure and Qualifications**

The Board of Directors is chosen by the AZ AG, or his designee. The Board is composed of five (5) members.

Members shall be appointed and elected on the basis of their related expertise, their knowledge of the emergent issues facing anti-money laundering, and their agreement with and commitment to the purposes of the TRAC.

The terms of the members of the Board shall be for three (3) years, with a limit of two (2) consecutive three (3) year terms, except that officers of the TRAC may serve three (3) consecutive three (3) year terms.

**Section 3. Regular Meetings**

A regular annual meeting of the Board of Directors shall be held at a time and place as may be designated by the Chairman of the Board without any other notice than this By-Law and such designation. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the Chairman of the Board or a majority of the Directors. Meetings of the Executive Committee (Officers) may be called by the President.

**Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, FAX, or email to each director, deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. If notice is given by FAX or email, such notice shall be deemed to

be delivered when the FAX or email is sent. Any director may waive notice of any meeting.

#### **Section 6. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

#### **Section 7. Manner of Acting**

Each member of the Board of Directors shall have one vote. The act of a majority – but not less than 3 – of the directors present at a meeting at which a quorum is present shall be the Act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

#### **Section 8. Action by Directors Without a Meeting**

Any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting if all directors, or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote of the directors or committee members of the corporation at a meeting duly called and noticed.

#### **Section 9. Meetings by Conference Call**

Any member of the board of directors or of a committee thereof may participate in any meeting of the board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meetings can hear one another. Such participation shall constitute attendance in person.

#### **Section 10. Vacancies**

Any vacancy occurring on the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may be filled in the same manner as provided in the case of the original appointments at the next regular meeting of the Board.

#### **Section 11. Compensation**

No Directors shall receive a salary for their services as a member of the Board.. However, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## **ARTICLE V OFFICERS**

### **Section 1. Officers**

The Chairman of the Board is appointed by the Arizona Attorney General, whose appointment shall remain in effect until a successor Chairman of the Board has been duly appointed in writing by the Attorney General. Further officers of the Corporation shall be elected by the membership of the Board. They shall be the President, Treasurer and Secretary and their term of office shall be for one (1) year with unlimited reelection permitted.

The President, Treasurer, and Secretary shall perform their duties on behalf of the TRAC and shall serve the TRAC until their successors have been duly elected or appointed.

### **Section 2. Vacancies**

A vacancy in the office of President, Treasurer, or Secretary because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the Board of Directors for the unexpired portion of the term.

### **Section 3. Chairman of the Board**

The Chairman of the Board, if present, shall preside at all meetings of the Board of Directors, act as a liaison between the Board and the President to help ensure the Board's directives and resolutions are carried out and perform such other powers and duties as may be prescribed from time to time by the Board of Directors or the Attorney General.

### **Section 4. President**

The President is the general manager of the Corporation and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chairman of the Board or the Board of Directors from time to time.

### **Section 5. Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable by the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the duties incident to the office of Treasurer and such duties as from time to time may be assigned to him by the President or the Board of Directors.

## **Section 6. Secretary**

The Secretary shall keep minutes of the meetings of the Board of Directors in books provided for the purpose, see that all notices are duly given in accordance with these By-Laws or law, be custodian of the Corporate records and see that the seal is affixed to all necessary documents (the execution of which is duly authorized), and in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

## **Section 7. Bond and Sureties**

The Officers if requested and required by law or the Board of Directors, shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

# **ARTICLE VI COMMITTEES**

## **Section 1. Committees**

The board of directors, from time to time, by resolution adopted by a majority of the full board, may appoint standing or temporary committees from its membership and vest such committees with such powers as the board may include in its resolution.

# **ARTICLE VII ADMINISTRATION**

## **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **Section 2. Checks, Drafts, Purchase Orders, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least two persons, and the authorized signatories shall be designated from time to time by resolution of the Board of Directors.



### **Section 3. Deposits**

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

### **Section 4. Gifts**

The TRAC may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purpose or for any designated purpose of the Corporation.

### **Section 5. Books and Records**

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and its committees. An audit shall be conducted annually.

### **Section 6. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year, unless otherwise specified by resolution of the Board of Directors.

## **ARTICLE VIII WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Arizona or under the provisions of the Articles of Incorporation of these By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice.

## **ARTICLE IX AMENDMENTS TO BY-LAWS**

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by not less than five (5) members of the Board at any regular meeting or at any special meeting, provided that at least fifteen (15) days' written notice is given of intention to alter, amend, or repeal and to adopt new By-laws at such a meeting. Directors may waive notice of the meeting at which By-law amendments are adopted. Directors may also amend the bylaws by an action by unanimous written consent pursuant to Article IV, Section 8 above.

This 4<sup>th</sup> Amendment to the By-Laws was Approved and Adopted by  
the Board of Directors [by Action by Unanimous Consent dated September 16, 2019]  
[at a duly convened meeting dated \_\_\_\_\_]