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- (B) The presence of a majority of the Board of Directors is required at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- V. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephone or similar equipment by means of which all persons participating in the meeting can hear each other.
- VI. **Terms.** The Directors shall serve terms of one year. Successors to outgoing Directors shall be elected by the Board of Directors. Directors may succeed themselves in office.
- VII. **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.
- VIII. **Informal Action.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- IX. **Removal.** The vote of two-thirds of the Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.
- X. **Vacancies.** Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of term, may be filled by the remaining Directors at any regular or special meeting.

ARTICLE III

OFFICERS

- I. **Officers.**
 - (A) The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Secretary.
- II. **Election.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

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- III. **Removal.** Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed. The President shall be removed only upon a two-thirds vote of the Directors.
- IV. **Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- V. **President.** The President shall be the principal officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority determined by the Board. Authorization giving the power to act in the absence of the President can be found in the Corporate Notebook.
- VI. **Vice President.** The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.
- VII. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever 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 provision of Article V of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.
- VIII. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records recorded by law or by the policies of the Board; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

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IX. **Assistant Treasurers and Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

X. **Paid Officers.** The Board of Directors may appoint one or more paid officers, including an Executive Director. Upon appointment, the Executive Director shall be responsible for carrying out policy as set by the Board of Directors, for conducting the daily affairs of the Corporation, and for the employment of all paid Corporation personnel. The Executive Director, by virtue of his position, shall be an Assistant Secretary of the Corporation and, ex-officio, member of the Board of Directors.

ARTICLE IV

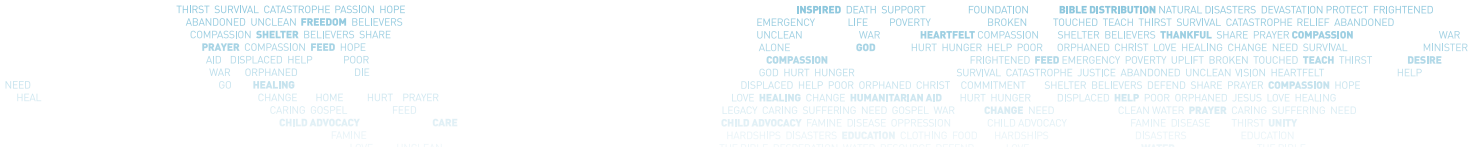
COMMITTEES

I. **Authority.**

(A) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(B) The Board of Directors may designate an Executive Committee consisting of two or more directors. The Board of Directors may designate one or more of the directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President.

Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee; to authorize distributions; or to adopt an annual budget.



IV. **Funds.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Any present or former Director or officer of the Corporation, or other such persons so designated at the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director or officer, or serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect to the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.



ARTICLE X

PROCEDURE

The rules contained in the most recent edition of Robert’s Rule of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XI

AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days’ written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

ARTICLES XII

POLICIES SECTION 1: CONFLICTS OF INTEREST

- I. **Policy Statement.** Members of the Board have a clear obligation to conduct all affairs of the organization in an upright and honest manner, with integrity, using good judgment and Christ-like ethical and moral considerations. This means, at a minimum, performing the duties of a Director in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Recognizing that each Director has a duty of complete loyalty to the Corporation, members of the Board agree to place the welfare of the Corporation above personal gain, interests of family members, or others who may be personally involved in matters affecting the Corporation.

- II. **Disclosure.**

(A) Members of the Board shall disclose fully the precise nature of their interest or involvement when participating in any transaction for the Corporation in which another party to the transaction includes:

1. Himself or herself,
2. A member of the family (spouse, parent, brothers, sisters, children, and any other immediate relative), or
3. Any organization with which the member of the Board or his family, as defined above, is affiliated.

(B) Members of the Board shall, on an annual basis and at the first knowledge of any covered transaction, disclose all relationship and business affiliations, which may now, or in the future, potentially conflict with the interest of the Corporation, or bring personal gain to them or their family or business. Such disclosure shall be in the form approved by the Board of Directors. If any member of the Board or a member of his or her family acts in one of more of the following capacities, disclosure must be made:

1. Is an officer, director, trustee partner, employee, or an agent of any organization with which the Corporation has business dealings.
2. If either the actual or beneficial owner is more than 1% of the voting stock or controlling interest of an organization with which the Corporation has business dealings,
3. Is a consultant for such an organization, or
4. Has any other direct or indirect dealings with an individual or organization from which he or she is materially benefited (e.g. through the receipt directly or indirectly of cash, gifts, or other property.)

(C) All disclosures shall be communicated in writing to the Secretary of the Board. Information disclosed to the Secretary will be held in confidence, except when the organization's best interests are served by bringing the information to the attention of the Board of Directors and/ or the Officers of the Corporation.

(D) Members of the Board who have a conflict of interest, as described above, in any matter shall refrain from participating in the consideration or vote of the proposed transaction, if any. However, the Board may request information or interpretation from the person or persons involved.

III. Approval of Covered Transactions. The Board may approve covered transactions in one of the following ways:

(A) Establishing the following facts in official minutes of the Board of Directors:

1. The Corporation entered into the transaction for its own benefit.
2. The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction.
3. Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the "interested" Director or Directors, and with knowledge of the material facts concerning the transaction and the Director's interest in the transaction.
4. Prior to authorizing or approving the transaction, the Board considered, and in good faith, determined, after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, OR

