

By-Laws

For

The St. Joseph Public Schools Foundation

TABLE OF CONTENTS

Article 1 - NAME	
1.1 Name	1
Article 2 – REGISTERED OFFICE	
2.1 Place of Business.....	1
2.2 Resident Agent.....	1
2.3 Post Office Address.....	1
Article 3 - PURPOSES	
3.1 Purposes.....	1
Article 4 - MEMBERSHIP	
4.1 Definition of Membership	1
4.1a Directorship	2
4.1b Members.....	2
4.2 Number and Term of Office.....	2
4.3 General Powers	2
4.4 General Powers as to Negotiable Papers	2
4.5 Powers as to Other Documents	2
4.6 Compensation	2
4.7 Financial Support to Corporation	3
Article 5 – MEETINGS	
5.1 Place	3
5.2 Annual Meetings.....	3
5.3 Regular Meetings.....	3
5.4 Special Meetings.....	3
5.5 Notice of Meetings.....	3
5.6 Quorum	4
5.7 Conduct of Meetings.....	4
5.8 Action by Unanimous Written Consent	4
5.9 Telephonic Conferences	4
5.10 Manifestation of Dissent.....	4
5.11 Director Action without a Meeting.....	4
Article 6 – OFFICERS	
6.1 Number	4
6.2 Election of Appointment.....	5
6.3 Resignations	5
6.4 Election and Removal	5
6.5 Vacancies.....	5
6.6 Compensation	5

6.7	Chair of the Board	5
6.8	Vice Chairs	5
6.9	Vice Chair of Projects.....	6
6.10	Vice Chair of Fund Development.....	6
6.11	Secretary	6
6.12	Treasurer	6
6.13	Nominating Committee	6
6.14	Public Relations Committee	7
6.15	Executive Committee	7
6.16	Legal Committee	7
6.17	Finance and Investment Committee.....	7
6.18	Other.....	7
Article 7 – INDEMNIFICATION		
7.1	Indemnification and Insurance	8
7.2	Rights to Continue.....	8
Article 8 – MISCELLANEOUS		
8.1	Offices	8
8.2	Seal	9
8.3	Fiscal Year	9
8.4	Waiver of Notice.....	9
8.5	Notices	9
8.6	Conflicts or Dualities of Interest.....	9
Article 9 – AMENDMENT		
9.1	Amendment	10
Article 10 – DISSOLUTION		
10.1	Dissolution	10

**BY-LAWS
FOR
THE ST. JOSEPH PUBLIC SCHOOLS FOUNDATION**
a Michigan non-profit corporation

Effective 2009

ARTICLE 1. NAME

- 1.1 **Name.** The name of this Corporation shall be The St. Joseph Public Schools Foundation [, hereinafter called the "Corporation"].

ARTICLE 2. REGISTERED OFFICE

- 2.1 **Principal Place of Business.** The principal place of business of said Corporation shall be in the Charter Township of St. Joseph, County of Berrien, State of Michigan.
- 2.2 **Resident Agent.** The name of the resident agent of this Corporation is [Allen Skibbe, Superintendent of Schools.
- 2.3 **Post Office Address.** The post office address of the Corporation's resident agent is 3275 Lincoln Avenue, St. Joseph, Michigan 49085.

ARTICLE 3. PURPOSES

- 3.1 **Purposes.** The Corporation is organized exclusively for the purpose of receiving and administering funds for the purposes set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The purposes of the Corporation shall include, but not necessarily be limited to, benefiting the public schools of St. Joseph by promoting education and culture which compliment the educational mission of the St. Joseph Public Schools and other charitable activities within the meaning of Section 501 (c)(3) of the Code. The Corporation's mission is to "raise, steward, and distribute resources to enrich the education of students in the St. Joseph Public Schools."

ARTICLE 4. MEMBERSHIP

- 4.1 **Definition of Membership -** The Corporation shall be organized upon a directorship basis. The property, business, and affairs of the Corporation shall be managed by its Directors. In addition, The Corporation may invite individuals to become Members.
- 4.1a – Directorship – These are members of the Board of Directors who will have voting powers on all issues of the Corporation.
- 4.1b – Members – Members will serve as Ambassadors for the Corporation by encouraging community awareness of the Corporation and seek to promote its growth

and services. Members will not have any voting rights. Members may serve on special, standing, and other committees and may advise and consult with the Board of Directors. The service is voluntary and subject to the availability of committee openings and approval by the Committee Chair and Board. The Corporation will ask Members to provide a financial support to the Corporation via annual contributions at levels that each member is comfortable for the Member to provide based on their particular means.

- 4.2 **Number and Term of Office.** The number of Directors shall be not less than eleven (11) or more than twenty one (21); however, the minimum number of directors may be increased or decreased to any odd number by amendment of these bylaws. All Directors shall be elected by those remaining duly qualified Directors. The Superintendent of the St. Joseph Public Schools or their designee and the President of the Board of Education or their designee shall hold permanent Director seats with one (1) vote each. Each permanent Director shall hold office until his or her designated position with the St. Joseph Public Schools is changed. Normal Director terms are three (3) years in length, and each Director elected at the annual meeting at the start of a normal term shall hold office until the earlier of a) the annual meeting three (3) years following his or her election; b) the election of a successor; c) his or her death, resignation or removal in the manner hereinafter provided. The term of office for approximately one-third (1/3) of the elected Directors shall expire each year. Persons may serve for two (2) successive three (3) year terms (i.e. 6 years) and may be reelected to the board after a one-year absence. Directors may be elected at any time to serve the remaining term of another Director who resigns etc, and this partial term does not count as a full term when considering the above two (2) successive term limitation.
- 4.3 **General Powers.** Except as otherwise provided in the Act or the Articles of Incorporation, the business affairs of the Corporation shall be managed by its Board. The Board shall have general management and control of the business and affairs of the Corporation and shall exercise all of the powers that may be exercised or performed by the Corporation under the statutes of the State of Michigan, the Articles of Incorporation, or the By-Laws.
- 4.4 **General Powers as to Negotiable Papers.** The Board of Directors shall, from time to time, prescribe the manner of making, signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation [Foundation].
- 4.5 **Powers as to Other Documents.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the Board Chair or any Vice Chair, and attested by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer.

- 4.6 **Compensation.** Directors shall serve without compensation but shall be reimbursed for actual, reasonable, and necessary expenses incurred by a Director in his or her capacity as a Director.
- 4.7 **Financial Support to Corporation.** It is expected, but not mandatory, that Directors will provide financial support to the Corporation via annual contributions at levels that each Director is comfortable for the Director to provide based on their particular means.

ARTICLE 5. MEETINGS

- 5.1 **Place.** Meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the State of Michigan, as may, from time to time, be designated by the Board of Directors and stated in the notice of meeting.
- 5.2 **Annual Meetings.** The annual meeting of the Directors of the Corporation shall be held at its office in St. Joseph, Michigan, or at such other place within or without the State of Michigan as may from time to time be selected by the Directors, at its January meeting each year, for the purpose of electing or appointing directors and officers for the ensuing year and for the transaction of such other business as may properly be brought before the meeting.
- 5.3 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time or intervals and at such places within or without the State of Michigan as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.
- 5.4 **Special Meetings.** Special meetings of the Board of Directors may be called by the Board Chair or Secretary at the direction of not less than two (2) Directors then in office, or as may otherwise be provided by law. Such meetings shall be held at the office of the Corporation, unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of Michigan. Any request for such meeting shall state the purpose or purposes of the proposed meeting.
- 5.5 **Notice of Meetings.** When notice of a meeting is required by these By-Laws or by law, such notice shall contain the time, place and purpose of each meeting of the Board of Directors, signed by the Board Chair or a Vice Chair or the Secretary or an Assistant Secretary, and shall be served either personally, by email, or by U.S. mail upon each Director not less than ten (10) nor more than sixty (60) days before the meeting; provided that no notice of adjourned meetings be given. If mailed, the notice shall be directed to each Director at his or her address as it appears in the records of the Corporation unless he or she shall have filed with the Secretary thereof a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request. Such further notice shall be given as may be required by law. Meetings may be held without notice if all Directors are present in person or if notice of the time, place and purpose of such meeting is waived

by telegram or other writing, either before or after the holding thereof, by all Directors not present at such meeting.

- 5.6 **Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a majority of the Directors then in office may be specifically required by other sections of these By-Laws. No proxy voting shall be permitted.
- 5.7 **Conduct of Meetings.** Meetings of the Directors shall be presided over by the Board Chair or Vice Chair. The Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.
- 5.8 **Action by Unanimous Written Consent.** If and when the Directors shall severally or collectively unanimously consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be a valid corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.
- 5.9 **Telephonic Conferences.** A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.
- 5.10 **Manifestation of Dissent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- 5.11 **Director Action without a Meeting.** Except as the articles of incorporation may otherwise provide, any action required or permitted at any meeting of Directors or a committee of Directors may be taken within a meeting, without prior notice, and without a vote, if all of the Directors entitled to vote on it consent to it in writing or, to the extent permitted by law, by electronic transmission, before or after the action is taken. Such consents shall be filed with the minutes of the proceedings of the shareholders, board, or committee, as applicable.

ARTICLE 6. OFFICERS

- 6.1 **Number.** The Board of Directors shall elect a Chair of the Board, Vice Chair of Projects, Vice Chair of Fund Development, a Secretary, a Treasurer, and other Officers as may be

elected by the Board of Directors. Any two (2) or more Officers, except those of Chair of the Board and Vice Chairs, may be held by the same person.

- 6.2 **Election, Term of Office and Qualifications.** All Officers shall be elected annually by the Board of the Corporation at the annual meeting. Except in the case of Officers appointed in accordance with the provisions of 6.5, each shall hold office for a period of one (1) year or until the next annual meeting and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. Officers shall be Directors.
- 6.3 **Resignations.** Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the Chair of the Board or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6.4 **Election and Removal.** Any officer elected by the Board of Directors may be removed with or without cause by the Board whenever in its judgment the best interest of the corporation would be served thereby. Removal shall be by a vote of the majority of the whole number of Directors of the corporation at a special meeting of the Board called for that purpose. Written notice stating the place, date, hour, and purpose of any special meeting called for the purpose of removing one or more Officers must be delivered to all Trustees at least twenty (20) days prior to such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If another form of electronic notification is used, receipt shall be affirmed when acknowledged by the person to whom the notification was sent. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 6.5 **Vacancies.** A vacancy in any office because of death, resignation, disqualification, removal, or any other cause shall be filled by a majority vote of the whole Board of Directors and the Director so elected shall hold office for the remaining term of that Directorship or until his or her successor shall be duly elected and qualified by the remaining Directors.
- 6.6 **Compensation.** Officers shall hold office without compensation but shall be reimbursed for actual, reasonable, and necessary expenses incurred by an officer in his or her capacity as an officer.
- 6.7 **Chair of the Board.** The Chair of the Board shall assume all duties normally associated with that office. The Chair of the Board shall conduct the meetings of the corporation. The Chair of the Board shall be the chief executive officer of the corporation and shall have general active management of the business of the corporation. The Chair, shall, when present, preside at all meetings of the Directors. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall have such other duties as may from time to time be prescribed by the Board of Directors.

- 6.8 **Vice Chairs.** Vice Chairs shall assist the Chair in the discharge of the Chair's duties and shall have such powers and shall perform such duties as may be specified in the Bylaws or as prescribed by the Board of Directors or by the Chair of the Board. In the event of the absence or disability of the Chair of the Board, the Vice Chair of Projects shall succeed to his or her power or duties. If the Vice Chair of Projects is unavailable, the Vice Chair of Fund Development shall succeed to his or her power or duties.
- 6.9 **Vice Chair of Projects.** The Vice Chair of Projects shall oversee and coordinate the planning, implementation and evaluation of all projects and programs which the foundation funds or supports. The Vice Chair of Projects will coordinate the establishment and maintenance of a three-year plan for Foundation Projects. The Vice Chair for Projects will oversee the Board granting process, evaluate all projects and recommend all projects for Board funding.
- 6.10 **Vice Chair of Fund Development.** The Vice Chair of Fund Development will oversee and coordinate the planning, implementation and evaluation of all fundraising (or other resources) activities, which the Foundation has approved. The Vice Chair of Fund Development will coordinate the establishment and maintenance of a three-year plan of fund raising initiatives. The Vice Chair of Fund Development coordinates the fund raising work of the Foundation with the activities of St. Joseph Public Schools and other school and community fund raising groups.
- 6.11 **Secretary.** The Secretary or designee shall see that the proceedings of the meetings of the Board of Directors are kept. The Secretary shall when directed to do so, notify the Directors of all meetings, and perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair of the Board and, in general shall perform all duties incident to the office of the Secretary.
- 6.12 **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall cause to be kept accurate accounts of all moneys of the corporation received or disbursed. The Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the whole Board of Directors, by resolution shall from time to time designate. The Treasurer shall cause to be submitted to the Chair of the Board and the Directors, whenever required, a report of all transactions and the financial condition of the corporation, and shall perform all duties incident to the office of Treasurer. A majority of the whole Board shall by resolution periodically authorize signers for disbursement of corporation funds. A majority of the whole Board shall periodically approve procedures for disbursement of Foundation funds.
- 6.13 **Nominating Committee.** The Nominating Committee shall be made up of at least two (2) Directors appointed by the Board Chair at the annual meeting. The Board Chair shall also appoint a Chair of the Nominating Committee at the annual meeting.
- 6.14 **Election of Officers.** At least seven (7) days prior to an election the Nominating Committee shall present to all duly qualified Directors a list of Directors willing to serve

as Officers. Officers shall be elected at or before the annual meeting as prescribed by these bylaws.

- 6.15 **Election of Directors.** At least seven (7) days prior to an election the Nominating Committee shall present to all duly qualified Directors a slate of candidates to fill Director vacancies or designated Director additions. Directors shall be elected at or before the Annual Meeting as prescribed by these bylaws.
- 6.16 **Public Relations Committee.** The Public Relations Committee shall be made up of at least five (5) Directors appointed by the Board Chair at the annual meeting. The Board Chair shall also appoint a Chair of the Public Relations Committee at the annual meeting. The Public Relations Committee shall be responsible for developing and maintaining a three-year plan for public relations activities. The Public Relations Committee shall implement community service and programs, develop and review publications, establish public information programs and plan and present special events that will raise awareness of the Foundation. The Public Relations Committee assists other committees with publicity for their activities.
- 6.17 **Executive Committee.** The Executive Committee shall be made up of the Officers of the Foundation and one other Director appointed by the Chair and approved by the Board. The Chair will preside over the Executive Committee. The Executive Committee shall be responsible for the overall planning and monitoring of the activities of the Board of Directors and recommending needed improvements. The Executive Committee shall assist the Chair in developing Board meeting agendas. The Executive Committee shall be responsible for the development, maintenance and evaluation of Foundation policies.
- 6.18 **Legal Committee.** The Legal Committee shall be made up of at least two (2) Directors appointed by the Board Chair at the annual meeting. The Board Chair shall also appoint a Chair of the Legal Committee at the annual meeting. The Legal Committee shall oversee the maintenance of State non-for-profit status and IRS 501C-3 status as well as other filings and legal requirements. The Legal Committee insures that the Board is operating within the law and in accordance with the Bylaws, policies, mission and charter of the Foundation.
- 6.19 **Finance and Investment Committee.** The Finance and Investment Committee shall be made up of at least three (3) Directors appointed by the Board Chair at the annual meeting. The Treasurer shall serve as the Chair of this Committee. The Finance and Investment Committee shall review and evaluate the performance of all Foundation investments. The Finance and Investment Committee shall provide oversight of and to advise the Board of Directors regarding its policies for the investment, sale or return of Foundation assets. The Finance and Investment Committee shall provide advice to the Treasurer and the Board of Directors regarding the fiscal policies of the Foundation, including the reviews of the Foundation operating budget and financial transactions between the Foundation and the St. Joseph Public Schools.
- 6.20 **Other Committee.** The Board of Directors may act by and through such other committees to the extent as allowed by law as may be specified in resolutions adopted by a majority of the whole number of Directors. Each such committee shall have such

duties and responsibilities, as are granted to it by the Board of Directors. Each such committee shall at times be subject to the direction of the Chair of the Board of Directors. Committee members will be appointed by the Board. The Chair or designee of the Chair shall be an ex-officio member, without vote, of each committee.

ARTICLE 7. INDEMNIFICATION

- 7.1 **Indemnification and Insurance.** The Corporation shall, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed civil action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties, or expenses of correction) including attorneys' fees (which expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as provided by law), actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and such person is either successful in his or her defense or the proceeding is terminated by settlement, and such person has not acted willfully and without reasonable cause with respect to the Corporation duties concerned. The Corporation may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.
- 7.2 **Rights to Continue.** The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the Corporation and, to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and such person, may continue as to a person who has ceased to be an employee or agent of the Corporation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, employee, or agent of the Corporation shall inure to the benefit of the heirs personal representatives and administrators of such person.

ARTICLE 8. MISCELLANEOUS

- 8.1 **Offices.** The Corporation shall maintain a registered office in the State of Michigan as required by law. The Corporation may also have offices in such other places, either within or without the State of Michigan, as the Board of Directors may from time to time designate or as the business of the Corporation may require.

- 8.2 **Seal.** The Board of Directors may provide a suitable corporate seal, which seal shall be in the charge of the Secretary, and shall be used by him or her.
- 8.3 **Fiscal Year.** The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the calendar year shall be the fiscal year.
- 8.4 **Waiver of Notice.** Any notice required to be given under the provisions of these By-Laws or otherwise, may be waived in writing by the voting member, associate member, Director, committee member, or officer to whom such notice is required to be given.
- 8.5 **Notices.** Any notice required by statute or by these By-Laws to be given to the Directors or to any officer of the Corporation, unless otherwise provided herein or in any statute, shall be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Director or officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.
- 8.6 **Conflicts or Duality of Interest.** These bylaws recognize that it is natural for both actual and apparent conflicts or dualities of interest to sometimes occur in the course of conducting daily affairs of the corporation. A conflict or duality of interest refers here only to personal or proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts or dualities of interest will occur because the many persons associated with the corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations having similar activities, but service on behalf of two (2) or more organizations comprising or comprised of shall not constitute a conflict of interest.

Conflicts or dualities of interest are to be avoided because they potentially or apparently place the interests of others ahead of the corporation's obligations to its corporate purposes and the public interest. Conflicts or dualities of interest are likewise undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, it is decidedly not in the long-range best interests of the Corporation to terminate or cease all association with persons who may have actual or apparent conflicts or dualities of interest if there is a prescribed and effective method of rendering such conflicts harmless to all concerned.

It shall be the policy of the corporation, therefore, not to preclude all dealings with those having actual or apparent conflicts or dualities of interest, but in keeping with Michigan law relative to not for profit Corporations to require that they be disclosed promptly and fully to all necessary parties whenever they occur.

- 8.6.1 **Coverage of This Policy.** This policy shall apply to all members of the board of Directors and corporate Officers, compensated agents, and employees of the

Corporation, and also independent contractor providers of services and materials. It shall be the obligation of the Corporation's management to publicize this policy to all such parties on a recurring basis, and to request appropriate disclosures there under at least annually as provided below.

8.6.2 **Disclosure of Conflicts.** All Directors, Officers, agents and employees of the Corporation shall disclose all actual or apparent conflicts or dualities of interest, which they discover or have brought to their attention in connection with the Corporation's activities. "Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a description of the facts comprising the actual or apparent conflict or duality of interest and, in the case of Directors of the Corporation, all material facts concerning any transaction or arrangement in which the Director has a direct or indirect interest. An annual disclosure statement shall be circulated to Directors, Officers, certain identified agents, and employees and also to certain independent contractors to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. Disclosure of conflicts or dualities of interest shall be made to the Board Chair of the Corporation or any other person designated by the Board Chair from time to time to receive such notifications. In the case of the Board Chair, disclosure shall be made to the total number of Directors.

8.6.3 **Proscribed Activity by Persons Having Conflicts.** Where an individual Director, officer, agent, employee or independent contractor believes that he or she or a member of his or her immediate family might have or does have an actual or apparent conflict or duality of interest, such person should, in addition to making the disclosure required under section 8.6.2, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Corporation where the conflict or duality of interest may pertain by law, agreement or otherwise. Directors who have declared actual or apparent conflicts or dualities of interest are encouraged, when abstaining from voting, to restate the disclosure for the minutes.

ARTICLE 9. AMENDMENT

9.1 **Amendment.** These By-Laws may be altered or repealed or new By-Laws may be adopted in lieu thereof by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board, if a notice of the proposed alteration, repeal or substitution be contained in the notice of such meeting.

ARTICLE 10. DISSOLUTION

10.1 **Dissolution.** No part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation of services rendered (excluding Directors and Officers) and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and the By-Laws. No substantial part of the activities of the Corporation

shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation and the By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation [Foundation], the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of (by the circuit court of the county in which the principal office of the Corporation is then located) exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Adopted: April _____, 2009 _____
Board Chair

Amended: December, 1996
December, 2000
December, 2001
May, 2007
April, 2009