

**Bylaws
of
Oral Health Nevada Inc.**

Article 1. Offices

Section 1. Principal Office

The Principal office of the corporation shall be located in the City of Reno, County of Washoe, State of Nevada

Section 2. Change of Address

The designation of the county or state of the corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of the Bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II. Nonprofit Purposes

Section 1. IRC Section 501(c)3 Purposes

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code.

Section 2. Specified Objectives and Purposes

The specific objectives and purposes of this corporation shall be: to raise oral health awareness (a critical component of overall health) for communities, policy makers and professionals so that we

may assist in developing, promoting, and implementing strategies and programs that increase access to comprehensive oral health for all Nevadans in accordance with Statutes and regulations of the State of Nevada, the Nevada State Board of Dental Examiners and the US Centers for Disease Control and Prevention (CDC). We intend to:

- Focus on education and communication of evidence-based best practices to health coalition constituents, the public and policy makers to influence healthy behaviors and advocate for health policy that supports and improves oral health and overall wellness.
- Facilitate activities and initiatives to promote health across all physical and behavioral health modalities for all ages with an emphasis on oral health. Activities of interest include screening and base-line assessment, comparison and longitudinal evaluation for the purpose of education and planning new initiatives.
- Secure grants, sponsorships, public and private donations to ensure sustainability for activities and initiatives that will promote and facilitate improved oral health for Nevadans.
- Facilitate funding opportunities for existing nonprofit organizations, and/or institutions that serve students that provide oral health services to vulnerable populations.

Article III. Directors

Section 1. Number

The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of two (2) persons. Thereafter, the number of directors constituting the entire Board shall be no less than three (3) and no more than twenty-one (21), which shall include a Chairperson, Vice Chair, Secretary, Treasurer and Immediate Past Chair (ex officio), and may include the President, as well as Committee Chairs elected at the annual meeting and serving as directors on an ex officio basis. Personnel or consultants may be hired to assist in the performance of the function of the Corporation and shall be accountable to the Board of Directors. The staff and consultants hired by the corporation, at the discretion of the board, may serve on an ex officio basis, and shall not be counted as directors.

Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

Section 2. The First Board of Directors

The first Board of Directors shall consist of those persons elected by the Incorporators or names as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified and/or they have been reelected to serve as a director. Thereafter, at each annual meeting of Members, the membership shall elect directors to hold office until their next Annual Meeting. Each Director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

- (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.
- (b) A director may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or the Corporation's President or Secretary of the Board. Acceptance of such resignation shall not be necessary to make it effective.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Serve in their individual capacities and not as the representative of any employer, organization or other entity;
- b. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- c. Establish guidelines for administration and operation;
- d. Appoint and remove, employ and discharge, evaluate and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation, as well as approve personnel policies;
- e. Contract for professional services and supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- f. Meet at such times and places as required by these Bylaws;
- g. Register their addresses with the Secretary, and notices of meetings mailed, faxed, emailed or telegraphed to them at such addresses shall be valid notices thereof;
- h. Approve the formation of committees and ad hoc committees;
- i. Approve, monitor and report on all policy statements of the ,;
- j. Approve the use of the corporation's name and logo for sponsorship and other purposes;
- k. Approve fund-generating activities;
- l. Approve the annual budget and provide fiduciary oversight;
- m. Develop the agenda and activities for general membership meetings;
- n. Coordinate group response to emergent issues in accordance with corporation policy;
- o. Strategic planning and establish corporation priorities;
- p. Report all corporation and board activities to the membership at the annual meeting;
- q. Approve an annual work plan;
- r. Distribute official written information and speak on behalf of the corporation to the press, government officials, and to any other person seeking information about the corporation for official and/or public purposes to support the corporation's mission and vision; and
- s. Monitor and enforce all policies of the corporation.

Section 5. Term of Office

Each director shall hold office for a period of two (2) years with the opportunity of being reelected for no more than two consecutive terms and until his or her successor is elected and qualifies. Each director may also be elected to serve additional terms of office after a period of absence as a director of one (1) year.

If this corporation makes no provision for members, then, at the regular meeting of the directors held each year, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

If this corporation does make provisions for members then an ad hoc nominating committee shall be appointed by two members of the Executive Committee and shall consist of at least four board members and at least one other active member. Active members of the corporation will be informed immediately of the ad hoc nominating committee composition. Persons contemplating a run for an officer's position may not participate on the nominating committee. A majority of active members in attendance at the annual meeting shall elect the directors from nominees determined by the ad hoc nominating committee, including nominees for Committee Chairs. Nominations for Committee Chairs shall be presented by the committee members to the Nominations Committee as recommendations for such positions, but are subject to evaluation and approval as nominees by the Nominating Committee. The nominees shall be presented to the active members of the corporation at least twenty-one (21) days prior to the annual meeting.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Meetings may also take place via conference call or other media outlet.

Section 8. Regular Meetings

Regular meetings of the Board of Directors shall be held at any place within or out of the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the registered office of the corporation. There shall be at least four (4) meetings annually of the Board of Directors.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, Chairperson of the Board, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Annual Meeting

The annual meeting of the corporation shall be held during the second quarter of the corporation's fiscal year, on such date and at such place and time as the Board of Directors shall determine. In the event that the annual meeting is not so held, a special meeting in lieu of the annual meeting may be held at any time. At a minimum, the meeting shall include: (a) a Treasurer's report; (b) reports from all committees; (b) an update on the corporation's activities not covered by such committee reports; and (d) the election of the Directors and officers as previously outlined

Section 11. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. **Regular Meetings:** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings:** At least one-week prior, notice shall be given by the Secretary to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile and electronic mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or electronic mail notice by a return message or telephone call within twenty-four (24) hours of the first facsimile or electronic mail transmission.
- c. **Annual Meetings:** Notice of the annual meeting or special meeting in lieu of, may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or by electronic mail, as well as posted on the corporation's website at least thirty (30) days prior to the scheduled meeting date.
- d. **Waiver of Notice:** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

A quorum shall consist of a majority (51%) of the voting members of the Board of Directors. Proxy voting is not permitted.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the board at any meetings at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action As Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Telephonic Participation in Meetings

Members of the Board of Directors or any committee designated by the board or these Bylaws may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

Section 15. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board who may also be serving as President of the corporation or in his or her absence by Vice Chair of the Board or a person chosen by a majority of directors present at the meeting. The Secretary shall act as secretary of all meetings of the board provided that, in his or her absence, the presiding director shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of the law.

Section 16. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving notice to the Board of Directors, or the President of the corporation or Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon written notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office, whichever comes first.

Section 17. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 18. Indemnification by Corporation of Directors and Officers

The directors and officers of the Corporation shall be indemnified by the corporation, to the fullest extent permissible under the laws of the state.

Section 19. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article IV. Officers of the Corporation and the Board of Directors

Section 1. Designation of Officers

The officers of the corporation shall be a President. The corporation shall also have officer(s) within the Board structure including a Chairperson of the Board, a Vice Chair, Secretary and a Treasurer, and Immediate Past Chair, as well as other such officers with such titles as may be determined from time to time by the Board of Directors. The Chairperson, Vice Chair, Secretary, Treasurer, and Immediate Past Chair shall be known as the Executive Committee within the Board of Directors.

Section 2. Qualifications

Any person at the age of majority in this state may serve as an officer of the corporation and/or as an officer within the Board of Directors.

Section 3. Election and Term of Office

Officer(s) of the board shall be elected by the Board of Directors at the annual meeting and shall serve a one (1) year term. The board member may be reelected to the same office for three (3) additional one (1) year terms or to a different officer position. The officers of the board shall be elected as described in Article III, Section 5. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which have been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President of the corporation until such time as the Board shall fill the vacancy. Officer vacancies occurring in offices appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President of the Corporation

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President of the corporation shall preside at all meetings of the Board of Directors. In this capacity, the President serving as Chairperson shall have all voting rights and responsibilities of a director in good standing. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of the Chairperson of the Board

In the absence of a President, the Chairperson shall assume all duties of the President of the Corporation as outlined in Article IV. Section 6 of these Bylaws. The Chairperson shall have all voting rights and responsibilities.

Section 8. Duties of the Vice Chair of the Board

In the absence of the President or Chairperson of the Board, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all duties of the President/Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President/Chairperson. The Vice Chair shall have all voting rights and responsibilities. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 9. Duties of the Secretary of the Board

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly execute documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

The Secretary shall have all voting rights and responsibilities.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Duties of the Treasurer of the Board

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of the account and financial records to a director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

The Treasurer shall have all voting rights and responsibilities.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 11. Duties of the Immediate Past Chair of the Board

The chairperson shall succeed to the position of immediate past chair for one (1) year after completion of his or her term as chair of the board. The immediate past chair shall oversee resource development for the corporation, in compliance with directives from the board. The chairperson may appoint a member of the board to take on these tasks should the immediate past chair be unable or unwilling to fulfill his or her responsibilities or his/her membership becomes inactive.

The Immediate Past Chair shall have no voting rights and responsibilities and will serve ex officio as an advisor to the Board of Directors.

Section 12. Compensation

The salaries of the officers of the corporation, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article V. Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the Chairperson, Vice Chair, Secretary, Treasurer and Immediate Past Chair, and may delegate to such committee the powers and authority of the board in the management of the business affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. Provided, that the following powers to act are NOT within the exclusive scope of authority of the Executive Committee.

- Elect officers or board members;
- Fill officer or board vacancies;
- Remove or suspend officers or board members from office;
- Change the number of board members;
- Amend the corporation's Articles of Incorporation or Bylaws;
- Hire, terminate or establish the compensation of the President, employees or agents, if any;
- Approve the corporation's annual budget;
- Select the independent auditor for the corporation;
- Change the principal office of the corporation;
- Authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the corporation;
- Authorize a merger or consolidation of the corporation;
- Authorize dissolution of the corporation; or
- Initiate a bankruptcy proceeding.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board at the next regular meeting of the Board of Directors.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors and serve at the pleasure of the board. Each committee shall have a Chair elected at the annual meeting of the corporation serving as a director on an ex officio basis and serving in an advisory capacity to the board. These committees may consist of persons who are not also members of the board and shall meet at least three (3) times annually.

Ad hoc committees may be established by the board for any purpose at any time by a vote of the Board of Directors. Such vote shall include a statement of the purpose of, and authority granted to such

committee. Ad hoc committees shall automatically terminate upon completing of the task for they were established and may be terminated or abandoned by vote of the Board of Directors.

Section 3. Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members of the Board of Directors or by the committee. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Committees shall provide a report of their activities at each regular meeting of the Board of Directors.

Article VI. Participation in the Corporation by Other Authorized Persons

Section 1.

Subject to this Article VI and other provisions of these Bylaws, individuals and organizations may participate in the activities of the corporation as determined by the Board of Directors from time to time.

Section 2. Participating Members

Subject to this Article VI and other provisions of these By-laws, participation in the Corporation is open to both individuals and organizations, and members of all groups affected by, or working to improve oral health in the State of Nevada, as follows:

- a. **Active Members:** Any interested individual or organization is eligible to be an Active Member. Active Members are encouraged to provide financial support and/or other resources to the corporation. Members who attend at least fifty percent (50%) of meetings shall be deemed Active Members. Active Member status shall be so determined in writing by the Secretary on the date that is two months prior to the date of the annual meeting and at any other time as necessary to establish a quorum of Active Members under subsection (d) hereof, or as otherwise requested by the Board of Directors.

Solely as permitted under these Bylaws, Active Members

- may participate in membership meetings and activities of the Corporation;
 - are entitled to receive mailings and notices
 - may vote as permitted under these Bylaws; and
 - may hold elected office within the Corporation.
- b. **Associate Members:** Any interested individual or organization that does not desire to be an Active Member is eligible to be an Associate Member. Associate Members are entitled to 1. Receive membership mailings and notices of membership meetings; and 2. Attend membership meetings. Associate Members are not eligible to vote or hold an elected position. They are, however welcome to speak on an issue at membership meetings, and are encouraged to provide financial support and/or other resources to the corporation.

Section 3. Membership Process and Status

Approval of participating as a member in the corporation shall be subject to the approval of the Board of Directors or a Membership Committee if established. Such membership approvals shall be in compliance with procedures and application forms as are approved by the Board of Directors from time to time, including without limitation the requirement for the payment of dues and standards for good standing.

Section 4. Dues

The Board of Directors may institute an annual dues that would be payable by Active Members and Associate Members to support the corporation's sustainability. If instituted the annual dues shall be paid in July for membership through June 30th, of the following year.

Section 5. Quorum and Voting

The presence in person or by telephone as permitted for Board of Directors Members under these Bylaws of fifty-one percent (51%) of Active Members shall constitute a quorum at a meeting of members. Each Active Member shall be entitled to one vote on any matter presented for a membership vote at a meeting; *provided*, that each organizational Active Member must designate in writing to the Secretary in advance one representative to exercise such voting right. When a quorum is present, voting at any meeting shall be by majority vote. Voting by proxy is not permitted.

Section 6. SPONSORS, BENEFACTORS, ADVISORS AND FRIENDS

The Board of Directors may from time to time designate certain individuals, organizations or groups of such persons as benefactors, sponsors, or friends of the corporation or such other title as it deems appropriate. Such capacity shall, by itself, carry no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or duties with respect to the corporation other than as designated by the Board of Directors. Any person holding such capacity shall not be prevented from also serving as an Active Member or an Associate Member.

Article VII. Execution of Instruments Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation equal to or greater than \$1,000.00, with the exception of payroll expenses, shall be signed by the Treasurer of the board and countersigned by the President of the corporation. If either the Treasurer of the board or President of the corporation is unavailable to sign/countersign, a member of the Executive Committee of the Board shall be the signatory.

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 and Donations

The Board of Directors may accept on behalf of the corporation any contribution, donation, gift, bequest or devise for the nonprofit purposes of this corporation.

Section 5. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June, unless otherwise determined by the Board of Directors and appropriate documentation filed with the Secretary of this state.

Article VIII. Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect books records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of the law.

Section 4. Right To Copy And Make Extracts

Any inspection, under the provisions of this Article, may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state of this, to be so prepared and delivered within the time limits set by law.

Section 6. Conflict of Interest

The Board of Directors and officers of the owe a fiduciary duty to the corporation to act in good faith and in a manner that they reasonably believe to be in the corporation's best interests. This duty of loyalty requires the corporation's Board of Directors and officers of the corporation to exercise independent judgment on behalf of the corporation, placing the corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the corporation shall have and comply with a Conflict of Interest Policy, *provided*, that such policy shall require directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the corporation, and that unless the Board of Directors determines that such personal financial interest is immaterial, such member of the board, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the Board of Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation. The corporation's Conflict of Interest Policy may, for purposes of consideration by independent Board of Director members of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

Article IX. IRC 501(c)3 Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying out of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), as this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Instrument Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article X. Amendment of Bylaws

Section 1. Amendment

The corporation may adopt, amend or repeal the Bylaws of this corporation and except as may be otherwise specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

Article XI. Construction and Terms

If there is any conflict between the provisions of the Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall be to the Article of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.