

**Bylaws  
of  
SAFER Santa Rosa, Inc.**

**I. SAFER Santa Rosa, Inc.**

The name of the organization is SAFER Santa Rosa, Inc. SAFER being an acronym for Support Alliance For Emergency Readiness. The jurisdiction is the State of Florida. SAFER Santa Rosa, Inc. is a Community Organizations Active in Disasters (COAD) organization.

**II. Purpose**

The general purpose of this Corporation shall be, without profit:

1. SAFER Santa Rosa, Inc. is a humanitarian association of businesses, non-profits, government, and faith-based organizations and individuals who may be active in all phases of disaster. Its mission is to foster efficient, streamlined service delivery to people affected by disaster, while eliminating unnecessary duplication of effort, through cooperation in the four phases of disaster: preparation, response, recovery, and mitigation.

2. To operate for the specific and primary purposes for which this Corporation is formed is to operate for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, Florida Statutes, Chapter 617 and 196, and Article VII, Section 3 of the Florida Constitution, and to secure and distribute contributions from individuals, Corporations, organizations, governmental entities, and foundations to promote charity and educational purposes.

3. To conduct these activities and achieve these objectives without pecuniary profit: to do everything and anything reasonably necessary, suitable, proper, convenient incidental to the aforesaid purpose.

**III. Overview**

SAFER Santa Rosa, Inc. is not a competing or exclusionary organization. SAFER Santa Rosa, Inc. is intended to be a network for organizations and individuals active in disaster. Each COAD member organization will maintain its own identity and independence, while closely collaborating with other SAFER Santa Rosa, Inc. member organizations and local, state, or federal authorities.

SAFER Santa Rosa, Inc. accomplishes its mission by adhering to the following principles:

*Cooperation:* Foster cooperation among SAFER Santa Rosa, Inc. member organizations at all levels and in all phases of disaster

*Coordination:* Coordinate the development of SAFER Santa Rosa, Inc. policies and procedures and the implementation of services among SAFER Santa Rosa, Inc. member organizations. SAFER Santa Rosa, Inc. may also provide links to national and international disaster relief organizations. SAFER Santa Rosa, Inc. serves as advocate and liaison between member agencies and the State of Florida.

*Communication:* Exchange and disseminate information among SAFER Santa Rosa, Inc. member organizations and the public, as well as local, state and federal agencies, in conjunction with the individual SAFER Santa Rosa, Inc. members.

*Collaboration:* We dedicate ourselves to work together to achieve specific goals and to undertake specific projects in our community. We form partnerships before disasters

affect our community.

- **Education** - providing training and increasing awareness and preparedness in each organization.
- **Leadership Development** - give training and support so as to build effective SAFER Santa Rosa, Inc. organizations.
- **Mitigation** - supporting the efforts of federal, state, and local agencies and governments and supporting appropriate legislation.
- **Convening Mechanisms** - putting on seminars, meetings, board meetings, regional conferences, training programs, and local conferences.
- **Outreach** - encouraging the formation of and giving guidance to state and regional businesses, non-profits, government, and faith-based active in disaster relief. Partner with adjacent counties and similar organizations.

#### IV. **Membership**

##### **1. Membership**

###### **Organization Member**

- Organizations must have a policy for commitment of resources to meet the needs of people affected by disaster without discrimination.
- Meet the membership criteria of SAFER Santa Rosa, Inc.
- Have an authorized representative known as the AMOR (Authorized Member Organization Representative) or designee at SAFER Santa Rosa, Inc. business and special meetings;
- May be officers or board members, serve on committees, and have voting rights of one vote per organization or leadership position.
- Organizations may have numerous representatives participate in SAFER Santa Rosa, Inc. and are encouraged to do so for areas that overlap in services.
- Organization representatives may serve in committee, board or officer positions
- Organization members serving on committees will be required to sign confidentiality agreements to protect confidential information and identities if necessary of clients served by SAFER Santa Rosa, Inc.

###### **2. Individual Member**

- Individuals must have a commitment to meet the needs of people affected by disaster without discrimination.
- Must complete application procedures for membership with SAFER Santa Rosa, Inc.
- May serve on committees and have voting rights of one vote.
- Individual members may not serve on Board of Directors or officer positions.
- Organizational Responsibilities do not apply to individual members however termination procedures apply to individuals who do not follow attendance procedures or violate confidentiality agreement
- Individual members serving on committees will be required to sign confidentiality agreements to protect confidential information and identities if necessary of clients served by SAFER Santa Rosa, Inc..

###### **3. Membership Application Procedures**

a. Organizations requesting membership will apply to SAFER Santa Rosa, Inc. describing their intended commitment to SAFER Santa Rosa, Inc. Candidate organizations are encouraged to attend SAFER Santa Rosa, Inc. meetings during the pendency of their application.

b. Application refers to completing and turning in the Application document on the SAFER Santa Rosa, Inc. webpage.

c. Annual fees will not be instituted for the inaugural year of SAFER Santa Rosa, Inc. which begins with the reception of 501 (C)(3) status, however, a nominal annual fee may

be a requirement of membership if SAFER Santa Rosa, Inc. board and officers deem it necessary in the future.

d. The SAFER Santa Rosa, Inc. Executive Committee (EC) will determine eligibility of the candidate organization using SAFER Santa Rosa, Inc. bylaws, and present the application for discussion at the next business meeting.

e. The Authorized Member Organizational Representatives (AMORs) will vote after the application is presented and discussed to extend or deny an offer of membership to the candidate organization.

#### **4. Responsibilities of Membership**

a. The leadership of a SAFER Santa Rosa, Inc. member organization must be committed to sending knowledgeable and authoritative representatives to attend SAFER Santa Rosa, Inc. meetings.

b. The AMOR must have access to the resources of their organization to serve the needs of disaster victims. SAFER Santa Rosa, Inc. member organizations are encouraged to designate one alternate AMOR to attend SAFER Santa Rosa, Inc. meetings.

c. The leadership of a SAFER Santa Rosa, Inc. member organization shall designate the primary representative and one alternate representative in a letter to the executive committee. Routine changes are made no later than thirty days prior to the next business meeting.

d. An AMOR who misses 50 percent of the business and special meetings in a twelve-month period shall receive a reminder letter from the executive secretary. A copy of the reminder letter shall be sent simultaneously to the leadership of the AMOR's organization.

e. The reminder letter shall state the importance of each organization's participation and shall request a statement as to the intentions of the AMOR as well as that of their organization to actively participate in the future.

f. If the organization or the AMOR fails to respond to the reminder letter within thirty days, or accumulates two additional unexcused absences in the next twelve-month period, the executive secretary shall recommend a vote to terminate the status of the organization.

#### **5. Termination of Membership**

An organizations or individual membership may be terminated by:

a. SAFER Santa Rosa, Inc. member organizations may voluntarily withdraw by submission of a letter of separation to the directors and officers.

b. Membership may be terminated at any time for any reason by a four-fifths formal vote by the membership.

c. Consistent failure to meet the conditions and responsibilities of membership.

## V. Meetings

The meetings of SAFER Santa Rosa, Inc. shall be guided by *Roberts Rules of Order* except as otherwise provided for in these bylaws.

### 1. General Meetings

a. A General meeting will be held once a year on a schedule set by SAFER Santa Rosa, Inc. This meeting is the Annual meeting.

b. Written notice, including a meeting agenda, shall be sent to all members prior to any business meeting.

c. The AMOR has voice for and votes for his/her organization at business meetings. Other representatives from the same organization have voice, when recognized by, and at the discretion of the Chair. The intent is that there is a reasonable exchange of ideas in a timely fashion without monopoly by multiple representatives of a single agency.

d. General meetings are open to the public.

### 2. Special Meetings

a. Special meetings to meet the needs of disaster events (or drills) can be called at any time by the Executive Committee with minimal notice.

b. Teleconferencing is an option for special meetings to facilitate the work of SAFER Santa Rosa, Inc.

c. Special meetings are open to members and those agencies with specific responsibilities that concern SAFER Santa Rosa, Inc. members.

### 3. Committee Meetings

a. Technical advisors may attend committee meetings at the request of the chairpersons.

b. Committee meetings are encouraged to be monthly or as needed.

c. Committees shall be representative of SAFER Santa Rosa, Inc. member organizations. Some committees will be standing committees, while some will be ad hoc committees whose need will be determined by directors and officers.

### 4. Board of Directors Meetings

Board meetings will be held quarterly at a minimum.

## VI. Board of Directors, Officers, and Meetings

### 1. Board of Directors

a. The business and affairs of SAFER Santa Rosa, Inc. shall be managed by its directors and officers. The directors shall in all cases act as a board. They may adopt such rules and regulations for the conduct of their meeting and the management of SAFER Santa Rosa, Inc. as they may deem proper and which are not inconsistent with these bylaws or the laws of this state.

Individuals not organizations are elected. Executive Committee is made up of officers. Any member of SAFER Santa Rosa, Inc. may nominate officers. Nominations must be seconded to be accepted. Officers are nominated at the first business meeting and voted in the second business meeting. The accepted nominees must appear on the agenda. Officers are elected by the membership of SAFER Santa Rosa, Inc. No single agency will be allowed to hold more than one officer or board position. When an officer position is vacated the board will select a replacement who will serve the unexpired term. Board of Directors will consist of

fifteen selected board members which includes the Executive committee. The board will give equal representation to a cross section of businesses, non-profit, government, and faith-based organizations. This cross section will consist of no more than four persons from any one of the four groups to make up the total of 15 board members, which includes the Executive committee. Executive committee (officers) is selected from within the board and open to any of the four groups without limit. If a board position comes open, the board will select a replacement who will serve the unexpired term. Additionally Liaison positions are available on the board for non voting members who represent partner programs from adjacent counties such as BRACE in Escambia. The Liaison positions are to maintain an open dialogue with like minded organizations that, due to by law constraints, are limited to working in a specific jurisdictional area. The specific reason for the liaisons is to maintain the Western Panhandle Critical Incident Protocol Group which consists of Santa Rosa, Escambia and Okaloosa counties, representing a regional public/private partnership venue.

b. Board of Director terms are two years long. Board members may serve as many consecutive terms as they are elected for.

c. The terms of office for board members shall be two years with an election of all current eligible board members who wish to remain on the board, and new nominees for the board taking place every even numbered year.

## **2. Nominations Committee**

A nominations committee shall prepare a list of potential candidates for the various positions on the Board of Directors. Individual Board of Directors shall be elected by ballot sent to the entire membership of SAFER. 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 in their designated position.

The month of annual meeting shall be time newly elected Board of Directors takes office.

## **3. Removal of Board of Director**

Any Director may be removed from the Board for cause by the affirmative vote of sixty percent (60%) of the remaining Directors at a regular or special meeting of the Board called for that purpose. "For cause" reasons for removal shall include, but not limited to, conduct detrimental to the interests of the Corporation, lack of sympathy with the purposes of the Corporation, or refusal to render reasonable assistance in carrying out its purposes. Any such Director shall be entitled to at least ten (10) days notice in writing. Such notice shall include (a) the "for cause" reasons for removal and (b) the date, time, and location of the meeting at which such vote is to be taken. Such Director shall be entitled to appear before the Board and be heard at such meeting.

## **4. Vacancies**

Vacancies on the Board of Directors shall exist (a) on the death, resignation or removal of any director, and (b) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the President or the Secretary. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board shall be filled by appointment and fill the vacancy on the board until the vacating position's term is complete.

## **5. Quorum**

Fifty percent plus one (51%)... or majority... of the Board of Directors shall constitute a quorum for the transaction of business. Directors participating by teleconference are considered present for purposes of determining quorum.

## **6. Officers**

The Officers of the Corporation shall be: Chairperson, Vice-Chairperson, Secretary, and Treasurer. Election of officers shall be handled by the Nominating Committee.

## **7. Executive Committee**

The affairs of the Corporation shall be managed by the Board of Directors. There shall be an Executive Committee to handle the day-to-day affairs of the Corporation. The Executive Committee shall consist of the officers of the Corporation.

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of four (4) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. This Executive Committee shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

The Executive Committee can be granted emergency decision making capacity in the event a full board meeting can not occur to meet the demands of the Corporation.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority. 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 from time to time as the board may require.

### **a. Chairperson**

Presides at meetings, acts as spokesperson and represents SAFER Santa Rosa, Inc. delegates' tasks as pertains to SAFER Santa Rosa, Inc. business convenes meetings and provides leadership, nominates committee members to be voted on by the Executive Committee. The chairperson with the consent of the voting membership may engage in external contracts.

### **b. Vice-Chairperson**

Acts on behalf of the chair in the absence of or at the request of the Chairperson.

### **c. Secretary:**

Maintains organizational records, makes notifications and keeps minutes of meetings.

### **d. Treasurer:**

Maintains the financial records of SAFER Santa Rosa, Inc.

## **8. Expenditures**

The disbursement of funds for administrative expenses listed in the budget shall need no further authorization once the budget is approved by the Board of Directors. The Executive Committee is authorized to spend not more than Five Hundred Dollars (\$500.00) for any one purchase not listed in the budget. All other expenditures shall be subject to the approval of the Board. Administrator is authorized to spend no more than \$300.00 on any single expenditure with approval by a minimum of two Executive Committee members.

## **9. Ex-Officio Directors**

In addition to the foregoing, and notwithstanding the limitation on the number of Directors as set forth in the preceding section, the Board may, from time to time, appoint "ex-officio" Directors ("Ex-officio Directors"). It is contemplated that Ex-officio Directors will be appointed by reason of that person's title, position or degree of responsibility, the involvement of whom will enhance the ability of the Corporation to achieve its purpose. Ex-officio Directors cease to serve as such upon relinquishing the title, position or role which was the basis of her/his appointment, and that person's successor work automatically (absent action by the previously described Board) replace her/his predecessor as an Ex-officio Director. Ex-officio Directors shall be entitled to the same rights and privileges and shall be subject to the same duties and responsibilities as the Directors, except that they shall not be entitled to vote. Any Ex-officio Director may be removed for cause for the same reasons and pursuant to the same procedures as those set forth in the preceding sections. **An administrator will be selected by the board of directors to assist with daily operations and is a Ex-Officio board member.**

## **10. Non-liability of Directors**

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

## **11. 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 this state. Any person (and the heirs, executors, or administrators of such person) made or threatened to be made a party to any action, suite of proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceedings that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administrators) may be entitled apart from the Article.

## **12. 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.

## **13. Compensation**

No compensation shall be paid to board of directors and officers for their services as such. Nothing herein contained shall be construed to preclude any director or officer from serving SAFER Santa Rosa, Inc. in any other capacity and receiving compensation thereof.

Optional addition: However Board of Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **VII. Committees**

1. The following committees will be appointed per the bylaws. Committees shall be representative of SAFER Santa Rosa, Inc. member organizations. The following committees may be Standing, or active on an as needed basis

- Recovery
- Logistics
- Volunteers
- Administration
- Public Relations/Marketing
- Unmet Needs (Bridges Out of Poverty)
- Case Management
- Business Continuity

Other committees may be developed on an ad hoc basis.

2. Committees will be managed by Co-chairs if qualified persons are available.

3. The Chair of the Administrative committee will be responsible for ensuring that committee reports are delivered to the board in those cases where a board member is not on a particular committee.

## **VIII. Voting**

1. Each member organization is entitled to one vote.
2. Voting by proxy other than the appointed AAMOR shall not be permitted.
3. Members present at a properly noticed meeting shall constitute a quorum to do business.
4. All voting except as otherwise provided for in these bylaws shall pass by simple majority vote.
5. All votes (formal or consensus reached) will be recorded in the meeting minutes.
6. An individual or AMOR may represent more than one organization however an individual/AMOR has one vote regardless of the number of organizations he/she may represent.

## **IX. Conflict of Interest Policy**

### **1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

### **2. Definitions**

#### **a. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or paying arrangement.
- ii. A compensation arrangement with the Corporation or with any entity or individual



with which the Corporation has a transaction or arrangement, or

- iii. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 3 item 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **3. Procedures**

#### **a. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

#### **b. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

#### **c. Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **d. Violations of the Conflicts of Interest Policy**

- i. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has

failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **4. Records of Proceedings**

The minutes of the governing board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict was present, and the governing board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **5. Compensation**

A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the governing board of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **6. Annual Statement**

Each director and principal officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **7. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **8. Use of Outside Experts**

When conducting the periodic reviews as provided for in section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **X. Fiscal Year**

This fiscal year shall end on December 31 of each year.

## **XI. Execution of Instruments, Deposits and Funds**

### **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.

### **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 shall be signed by the at least two of the Executive Committee members of the Corporation.

### **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 of Directors may select.

### **4. Gifts**

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

## **XII. Corporate Records, Reports and Seal**

### **1. Maintenance of Corporate Records**

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors shall be kept, minutes of the board should indicate 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 record of Board of Directors membership, indicating their names and addresses and the termination date;
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the public, if any, of the Corporation at all reasonable times during office hours.

## **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.

## **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 the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **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.

## **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 or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

### **XIII. IRC 501(c)(3) Tax Exemption Provisions**

#### **1. Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and 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.

#### **2. Prohibition Against Private Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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.

#### **3. Distribution of Assets**

Upon the 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 a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **XIV. Amendment of Articles of Incorporation**

Amendments to the Articles of Incorporation may be made by a two-thirds majority vote of the quorum of membership at the meeting where amendments are presented. Amendments must be moved and seconded at a properly noticed general or special meeting to be voted on at the following business meeting.

**XV. Amendment of Bylaws**

Amendments to these bylaws may be made by a two-thirds majority vote of the quorum of membership at the meeting where amendments are presented. Amendments must be moved and seconded at a properly noticed general or special meeting to be voted on at the following business meeting.

**XVI. Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, 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 these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, or other founding documents 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.

Approved: \_\_\_\_\_, 2009  
Revised: July 15, 2009 / April 2012