**ATM Associate process – July 2019**

ATM Associate process to support expansion of CNT or GCN

Organization wishing to Associate under ATM does the following:

Set up a Non profit in a state in the United States.   We recommend Arizona.  You can set up an Arizona Non Profit and do business in your state by simply filing paperwork registering your non-profit as a foreign entity doing work in your state

1. Setting up an Arizona Non Profit:
* Identify your board members and officers.  Include their addresses
* Identify your organization name as well as your physical and mailing addresses
* You can register your non-profit with the Arizona Corporate Commission (ACC - [http://www.azcc.gov](http://www.azcc.gov/)).  Or for the fee of $450, Schneider and associates will set up your Arizona non profit (filing fees with ACC, EIN procurement,  obtaining articles of incorporation and adding you to the ATM IRS filing once you are an affiliate)
* You organization does not need by laws; you will fall under ATM’s by laws.  See attached
1. Apply to Associate under ATM:
* Complete the application process and your upcoming year's budget (see attached)
* Submit via ATM President the ATM board for approval
* Each year you will need to submit a report of your progress in the current year and your budget for the upcoming year for ATM approval.  You will also need to do another 6 month mid year report to the ATM board. You will also have to insure you register each year with the ACC (Schneider and Associates can help with this)
1. If you are not in AZ, file form registering your AZ-based non profit as a foreign entity doing

Business in your state.  (Note - check your state for the specific requirements.  We know this works

for CA and KS)

 ***ASSOCIATE APPLICATION***

**Name of Organization:**

**Address:**

**Phone and Email:**

**Main Contact Person:**

**State Registered In and When:**

**Employer Identification Number:**

**List of Board Members:**

**Bank Information with Account Number:**

**Mission Statement:**

**Vision Statement:**

**Attach Full One Year Budget**

**Attach Plans for the Organization’s First Year as Associate**

(Include information how CHE or Neighborhood Transformation plays a part)

Return completed paper work.

Jeff Bisgrove

ATM President

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Phoenix AZ 85048

602-653-9996

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**Bylaws**

**Of**

**Alliance for Transformational Ministry (ATM)**

**Article 1**

**Offices**

**Section 1 Principal Office**

The principal office of the corporation is located in Maricopa County, State of Arizona.

**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 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 of address shall not be deemed, nor require, and amendment of these bylaws:

Original Address: 6420 W Beverly Lane

 Glendale, AZ 85306

Dated: December 4, 2008

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 Board members may, from time to time, designate.

**Article 2**

**Nonprofit Purposes**

**Section 1 IRC Section 501(c)(3) Purposes**

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

**Section 2 Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be the empowerment of the poor, disfranchised and underprivileged to take control of their own lives and be transformed physically, spiritually, emotionally, socially and intellectually. We exist to expand transformational ministries across the world by creating collaboration between partnering organizations that mutually encourage, motivate, and innovate on behalf of underserved communities.

ATM is a holding ministry for other like-minded ministries which are of two categories:

* Alliances, Collaboratives, or Networks that promote the spread and creation of holistic transformational ministry through multiple groups.
* Affiliate organizations that support transformational ministry projects with the understanding that all funding needed would be the responsibility of the affiliate leadership.

**Article 3**

**Board members**

**Section 1 Number**

Alliance for Transformational Ministry is board governed.

**Section 2 Qualifications**

Board members shall be of the age of majority in this state. Their chief qualification shall be that they shall be committed to transformational ministry and to the vision of ATM. Board members will adhere to ATM policies.

**Section 3 Powers**

Subject to the provision of the laws of this state and any limitations in the articles of incorporation and these Bylaws relating to 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.

**Section 4 Election of Board Members**

Board members may be nominated by any other member of the Board and shall be approved by a majority vote of the Board. Board members shall be elected by the Board at the regular meeting of the Board held during the fourth quarter of each year. Voting for the election of Board members shall be by written ballot. Each board member 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 board members to be elected shall be elected to serve on the Board.

**Section 5 Duties**

It shall be the duty of the Board members to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
2. Appoint and remove, employ and discharge, 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;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such address shall be valid notices thereof.

**Section 6 Terms of Office**

Each board member shall serve a three-year term from the effective date. A board member may serve up to three successive three-year terms.

**Section 7 Compensation**

Board members shall serve without compensation except that a reasonable fee may be paid to board members 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 8 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.

**Section 9 Regular Meetings**

Regular meetings of the Board shall be held during the fourth quarter of each year.

**Section 10 Special Meetings**

Special meetings of the Board may be called by the Chairman of the Board, the Vice Chairman, the Secretary, by any two Board members, 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 of persons calling the special meeting.

**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:

1. **Regular Meetings:** The specific date of regular meetings in the fourth quarter of the year will be set by the Board while in session, or by the Board Chairman. At least two weeks prior, notice shall be given by the Secretary of the board to each board member of the dates of the regular board meeting in the fourth quarter of the year.
2. **Special Meetings:** At least one week prior, notice shall be given by the Secretary of the board to each board member of any special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, 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 notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
3. **Waiver of Notice:** Whenever any notice of a meeting is required to be given to any board member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the board member, 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 two-thirds majority of the members of the Board. 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 meeting at which the required quorum is not present, and the only motion which the Chairman shall entertain at such meeting is a motion to adjourn.

**Section 13 Majority Action as Board Action**

Every action or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board, unless the articles of incorporation, these bylaws, or provision of law required a greater percentage or different voting rules for approval of a matter by the Board.

**Section 14 Conduct of Meetings**

Meetings of the Board shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairman of the Board or, in the absence of each of these persons, by a Chairman chosen by a majority of the Board members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the Presiding Officer shall appoint another person to act as Secretary of the meeting.

**Section 15 Vacancies**

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

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

Board members may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Board members can be removed by a two-thirds majority vote of the full board.

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. If the number of Board members then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Board members then in office or by a sole remaining Board member. A person elected to fill a vacancy on the board shall hold office until the next election of the Board or until his or her death, resignation, or removal from office.

**Section 16 Non-liability of Board members**

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

**Section 17 Indemnification by Corporation of Board members and Board Officers**

Board members and Board officers shall be indemnified by the corporation to the fullest extend permissible under the laws of this state.

**Section 18 Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board 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 4**

**Officers of the Board**

**Section 1 Designation of Officers**

The Officers of the Board shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Board may also have other such officers with such titles as may be determined from time to time by the Board.

**Section 2 Qualifications**

Officers shall be of the age of majority in this state. Officers are nominated by the Board and shall be approved by a majority of the board. Officers shall be committed to the vision of ATM.

**Section 3 Election and Term of Office**

Officers shall be chosen by the Board at any time, and each office 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 comes first. Elections shall be held at least once per three years.

**Section 4 Removal and Resignation**

Any Officer may be removed, either with or without cause, by the Board majority vote at any time. Any Officer may resign at any time by giving written notice to the Board of Director or to the Chairman or Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any Officer of the corporation.

**Section 5 Vacancies**

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

**Section 6 Duties of Chairman**

The Chairman shall be subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. 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. The Chairman will preside at all meetings of the Board members. 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, contract, checks, or other instruments which may from time to time be authorized by the Board.

**Section 7 Duties of Vice Chairman**

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman. The Vice Chairman 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.

**Section 8 Duties of Secretary**

The secretary shall certify and keep at the principle office of the corporation, or at such other place as the Board may determine, The Secretary shall also keep the following at the principle office or at such other place as the board may determine:

* The original, or a copy, of these bylaws as amended or otherwise altered to date
* A book of minutes of all meetings of the Board members, and, if applicable, meetings of committees of Board members. Minutes of meeting shall contain 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.
* The name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

The Secretary shall be the 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 executed documents of the corporation. He or she shall exhibit at all times to any Board member, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Board members.

The Secretary shall 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.

**Section 9 Duties of Treasurer**

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 Board members. The Treasurer shall:

* Ensure the maintenance of adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
* Make available financial records to any Director of the corporation, or to his or her agent or attorney, on request thereof.
* Render to the Chairman and Board members, whenever requested, an accounting of specific transactions or 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.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by 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.

**Section 10 Compensation**

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board. 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 5**

**Statement of Faith**

1. We believe that the Bible, in its entirety in the original writings, is the inspired, inerrant and infallible Word of God, authoritative as the standard for conduct.
2. We believe in one God, eternally existent in three persons: Father, Son, and Holy Spirit.
3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious death and atonement through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His imminent personal return in power and glory.
4. We believe that, for the salvation of the lost and sinful man, faith in the Lord Jesus Christ provides the only grounds for justification.
5. We believe in the regenerating ministry of the Holy Spirit by whose power the Christian is enabled to live a godly life.
6. We believe in the forgiveness of sins, the resurrection of the body, and life eternal.
7. We believe in the spiritual unity of the Church, which is the body of Christ, composed of all who are regenerated through faith in the Lord Jesus Christ.
8. We believe in the reality of heaven, hell and Satan, which gives urgency to Christ’s command to reach the entire world with the Gospel.

**Article 6**

**Financial Matters**

**Section 1 Accounting Period**

Financial year of the organization shall be a calendar year commencing on January 1 and ending on December 31 of each year.

**Section 2 Budget**

The Board shall establish a budget supporting its strategic and operational plan prior to the beginning of each calendar or fiscal year.

**Article 7**

**Committees**

**Section 1 Executive Committee**

The Board may, by a majority vote of its members, designate an executive committee consisting of three Board members and may delegate to such committee the powers and authority of the Board in management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provision of law.

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, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the Board. 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.

**Section 2 Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of person who are not also members of the Board and shall act in an advisory capacity to the Board.

**Section 3 Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provision of these bylaws concerning meetings of the Board, with such changes in the context of such bylaw provision as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also 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.

**Article 8**

**Execution of Instruments, Deposits, and Funds**

**Section 1 Execution of Instruments**

The Board, 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, 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 Treasurer and countersigned by the Chairman or by other individuals whom the Treasurer and Chairman should designate.

**Section 3 Deposits**

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

**Section 4 Gifts**

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

 **Article 9**

**Corporate Records, Reports, and Seal**

**Section 1 Maintenance of Corporate Records**

The corporation shall keep at its principal office:

1. Minutes of all meetings of Board members, 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;
2. 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;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation’s articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**Section 2 Corporate Seal**

The Board 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 instrumen

**Section 3 Board Member’s Inspection Rights**

Every Board member 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.

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

**Article 10**

**Agents and Employees**

**Agents and Employees**. The Board may choose to appoint a President, who shall serve at the pleasure of the Board. The President shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Vice Presidents may be added at the discretion of the President and then approved by the Board.

**Section 6.07 Compensation**. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, based on ATM compensation policy. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees.

**Article 11**

**IRC 501(c)(3) Tax Exemption Provisions**

**Section 1 Limitation 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.

**Section 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, Board members, 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.

**Section 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.

**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 meaner 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 12**

**Amendment of Bylaws**

**Section 1 Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of two-thirds majority of the Board.

**Article 13**

**Conditions 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, 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.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial Board members or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ preceding pages, as the bylaws of this corporation.

Dated:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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