

**BYLAWS**

**OF**

**Statewide Action for Family Empowerment of Washington (SAFE WA)**

**ARTICLE 1.**  
**OFFICES**

**ARTICLE 1. OFFICES SECTION 1.**  
**PRICIPAL OFFICE**

The principal office of the corporation is located in the City of Olympia, County of Thurston, and State of Washington.

**ARTICLE 1. OFFICES SECTION 2. CHANGES**  
**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 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:

*Wona Tillot*

*Presuntak*

*Lauren Sutherland*

*Patty King*

*Lorin Mc Ginnis*

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

*February 3, 2004*

## **ARTICLE 1. OFFICES SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the 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 2 NONPROFIT PURPOSES**

### **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, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 C (3) of the Internal Revenue Code.

Statewide Action for Family Empowerment of Washington is the united voice of family organizations whose families have minor children or youth with complex needs including emotional, behavioral or mental disorders. Statewide Action for Family Empowerment of Washington agrees to work together recruiting and mentoring families, encouraging collaboration toward mutual goals and organizing networks that will support, educate, and advocate for stronger, healthier families.

### **ARTICLE 2. NONPROFIT PURPOSES SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The corporation is organized and at all times shall be operated exclusively for charitable and educational purposes:

- (a) to ensure that SAFE WA members and families who have children and youth with complex mental health needs including emotional, behavioral or mental disorders, have adequate information that enables them to access the services provided by current private and public mental health systems; and
- (b) to provide SAFE WA members and families who have children and youth with complex mental health needs including emotional, behavioral or mental disorders, with the information necessary to enable them to understand the impact on their child or youth with complex mental health needs issues and changes in mental health systems; and

- (c) to provide SAFE WA members and families who have children and youth with complex mental health needs including emotional, behavioral or mental disorders, with training, resources and supportive systems to enable them to maximize positive outcomes for their children or youth; and
- (d) to inform and educate SAFE WA members and families, educators, researchers, mental health providers, and state and national policymakers about mental health issues related to children and youth with complex mental health needs including emotional, behavioral or mental disorders, but not to influence legislation.

### **ARTICLE 3.** **DIRECTORS**

#### **ARTICLE 3. DIRECTORS SECTION 1. GENERAL DESCRIPTION OF THE BOARD**

The Board shall be culturally and geographically diverse.

The Board membership in order to assure fidelity to the goals of SAFE WA values and mission, shall consist of not less than 51% of individuals who have had direct experience caring for children and youth with complex mental health needs including emotional, behavioral or mental disorders.

#### **ARTICLE 3. DIRECTORS SECTION 2. NUMBER OF BOARD OF DIRECTOR MEMBERS**

The corporation shall have four (4) Directors and one (1) Officer and collectively they shall be known as the Board of Directors.

The Board of Directors shall be known as:

President;

Vice President;

Secretary;

Treasurer; and

Member At Large

### **ARTICLE 3. DIRECTORS SECTION 3. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for Directors of this corporation shall be as follows:

A Board of Director member shall be a family member related to a child or youth with a complex mental health needs including emotional, behavioral or mental disorders.

A Board of Director member shall be a youth or consumer with a complex mental health needs including emotional, behavioral or mental disorders

A Board of Director member shall be a professional who works with children, youth consumers and families in the related field of complex mental health needs including emotional, behavioral or mental disorders.

A Board of Director member shall have knowledge of and interest in mental health and health issues.

A Board of Director member shall represent the SAFE WA Network membership.

A Board of Director member shall have knowledge of and interest in the health of persons with disabilities, as well as children with special health care needs.

A Board of Director member shall support the goals of the Corporation.

### **ARTICLE 3. DIRECTORS SECTION 4. POWERS**

Subject to the provisions 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 of Directors of the SAFE WA Network.

### **ARTICLE 3. DIRECTORS SECTION 5. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these Bylaws;
- (b) 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;

- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **ARTICLE 3. DIRECTORS SECTION 6. TERM OF OFFICE**

Initial Directors identified in the Articles of Incorporation, as determined by the Board, shall hold office for a two-year term and until their successors shall have been appointed and qualified. Three Directors shall hold office for a one year term and until their successors shall have been appointed and qualified. The Directors terms shall be so staggered, each for a two-year term thereafter.

### **ARTICLE 3. DIRECTORS SECTION 7. 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 of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, which could include travel.

### **ARTICLE 3. DIRECTORS 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 of Directors.

### **ARTICLE 3. DIRECTORS SECTION 9. REGULAR MEETINGS**

Regular meetings of the Board shall be held in conjunction with the SAFE WA Network meetings, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

### **ARTICLE 3. DIRECTORS SECTION 10. SPECIAL MEETINGS**

Special meetings of the Board of Directors, may be called by the President, the Vice President, the Secretary, 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 of, if different, at the place designated by the person or persons calling the special meeting.

### **ARTICLE 3. DIRECTORS 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 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 a two-week prior notice shall be given by the Secretary of the corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by telephone, by facsimile machine, or by on line transmission (email), 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, or on line transmission (email), the Director to be

contacted shall acknowledge personal receipt of the facsimile or on line transmission (email) notice by a return message or telephone call within twenty-four hours of the facsimile or on line transmission (email).

(c) 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 of these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **ARTICLE 3. DIRECTORS SECTION 12. QUORUM FOR MEETING**

A quorum shall consist of at least 50% of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be conducted by the Board if the required quorum is not present, and the only motion which the President or his/her designee shall entertain at such meeting is a motion to adjourn.

### **ARTICLE 3. DIRECTORS 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 of different voting rules for approval of a matter by the Board.

### **ARTICLE 3. DIRECTORS SECTION 14. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these person, by a Chairperson chosen by a majority of the Directors 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 officers shall appoint another person to act as Secretary of the meeting.

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

### **ARTICLE 3. DIRECTORS SECTION 15. VACANCIES**

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

Any Director may resign effective upon written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would be left without a duly elected Board of Directors in charge of its affairs, except upon notice of 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 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

### **ARTICLE 3. DIRECTORS SECTION 16. NON LIBILITY OF DIRECTORS**

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

## **ARTICLE 3. DIRECTORS**

### **SECTION 17 INDEMINIFICATION 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.

## **ARTICLE 3. DIRECTORS SECTION 18. 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 4** **OFFICERS**

### **ARTICLE 4. OFFICERS SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have three (3) officers named as, Members At Large, and other such officers with such titles as may be determined from time to time by the Board of Directors.

The officers of the corporation shall always be comprised of a number equivalent to 51 % of the number of members who are family members related to children and youth with complex mental health needs, to include emotional, behavior and mental disorders.

### **ARTICLE 4. OFFICERS SECTION 2. QUALIFICATIONS**

Any Directors may serve as an officer of this corporation.

## **ARTICLE 4. OFFICERS SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and 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.

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 to be elected to the Board. The candidates receiving the highest number of votes shall be elected to serve on the Board.

## **ARTICLE 4. OFFICERS SECTION 4. REMOVAL AND RESIGNATION**

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary 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 otherwise 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 has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **ARTICLE 4. OFFICERS SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any office 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 until such time as the Board shall fill the vacancy. Vacancies occurring in officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **ARTICLE 4. OFFICERS SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control to the Board of Directors 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 of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. 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.

A family member related to a child or youth with complex mental health needs, including, emotional, behavioral or mental disorders is preferred to the Office of President.

#### **ARTICLE 4. OFFICERS SECTION 7. DUTIES OF VICE PRESIDENT**

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

#### **ARTICLE 4. OFFICERS SECTION 8. DUTIES OF SECRETARY**

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, minutes of all meetings and accompany materials of the Directors, and, if applicable, meetings of committees, or Directors, and of members, recording therein the time and place of holding, whether regular or special, 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 executed documents of the corporation.

Exhibit at all reasonable times to any Director or the corporation, or to his or her agent or attorney, on request thereof, the Bylaws and minutes of the proceedings of the Directors of the corporation.

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.

## **ARTICLE 4. OFFICERS 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 hands, trust companies, or other depositories as shall be selected by the Board of Directors, unless an employee has been designated to carry out such duties.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever, unless, an employee has been designated to carry out such duties.

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, disbursement, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

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.

In general, 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 of Directors.

## **ARTICLE 4. OFFICERS SECTION 10. COMPENSATION**

The salaries of the Officers, 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 5**

### **ARTICLE 5. COMMITTEES SECTION 1. COMMITTEES:**

The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who may or may not be members of the Board and shall act in an advisory capacity to the Board.

### **ARTICLE 5. COMMITTEES SECTION 3. MEETINGS AND ACTION 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 Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors, or by the committee. The Board of Directors 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 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **ARTICLE 6. 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.

### **ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS SECTION 2. CHECK 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 Treasurer.

**ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**  
**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 of Directors may select.

**ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**  
**SECTION 4. GIFT**

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

**ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL**

**ARTICLE 7. 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, 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 its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and termination date of any membership;
- (d) 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, or the corporation at all reasonable times during office hours.

**ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL SECTION 2.**  
**CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporation 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.

**ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL**  
**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 the books, records and properties of this corporation as may be required under the Articles of Incorporation, the provisions of these Bylaws, and provisions of law.

**ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL**  
**SECTION 4. RIGHT TO COPY AND MAKE EXTRACT**

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.

**ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL**  
**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 8 IRC 501 © (3) TAX EXEMPTION PROVISIONS**

### **ARTICLE 8 IRC 501 © (3) TAX EXEMPTION PROVISIONS SECTION 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 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.

### **ARTICLE 8 IRC 501 © (3) TAX EXEMPTION PROVISIONS SECTION 2. PROHIBITION AGAINST PRIVATE INSUREMENT**

No part of the net earnings of this corporation shall insure to the benefit of, or be distributed to, its members, Directors or trustees, officers, or other private persons, except that the corporation may 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.

### **ARTICLE 8 IRC 501 © (3) TAX EXEMPTION PROVISIONS 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 exempted purposes within the meaning of Section 501 © (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.

### **ARTICLE 8 IRC 501 © (3) TAX EXEMPTION PROVISIONS 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 of 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 9 AMENDMENT OF BYLAWS**

### **ARTICLE 9. 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 the Board of Directors.

## **ARTICLE 10 CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Article 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 corresponding provisions of any future federal tax code.

