

## **AMENDED AND RESTATED BYLAWS FOR ASCM ATLANTA CHAPTER INC.**

### **Article I.**

#### **Name, Location, and Offices**

- 1.1 Name. The name of the Corporation shall be “ASCM Atlanta Chapter Inc.”
- 1.2 Registered Office and Agent. The initial registered office of the Corporation shall be at 33 South Main Street, Suite 300, Alpharetta, GA 30009. The initial registered agent of the Corporation at such address shall be BCS Corporate Services, Inc.
- 1.3 Other Offices. The principal mailing address of the Corporation shall be 4555 Mansell Road, Suite 300, Alpharetta, GA 30022, or at such other place or places, within or without the State of Georgia, as the Board of Directors of the Corporation may determine from time to time.

### **Article II.**

#### **Purposes and Governing Instruments**

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation of the Georgia Nonprofit Corporation Code.
- 2.2 Charitable and Educational Purposes. The Corporation shall be a nonprofit corporation under applicable provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable, and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation,
- (a) To foster and maintain high standards in the operations and supply chain management profession;
  - (b) To promote education and development programs relating to supply chain and operations management at the local, district, and national levels;
  - (c) To promote and support community engagement and awareness relating to operations and supply chain management;
  - (d) To assist colleges and universities in the development and improvement of educational programs in operations and supply chain management;
  - (e) To raise money to effectuate any of the foregoing purposes;
  - (f) To receive and accept, grants, or contributions, and to enlist sponsors to effectuate any of the foregoing purposes;
  - (g) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same may be amended from time to time; and the Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth

in this Article and as are exclusively charitable or educational and which are entitled to charitable or educational status under Section 501(c)(3) of the Internal Revenue Code.

(h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Georgia law, including the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

### **Article III.**

#### **Membership**

3.1 Membership Eligibility and Admission Procedure. Qualification and eligibility for membership shall follow the policies established by the Association for Supply Chain Management (“ASCM”).

3.2 Dues.

(a) Dues shall be payable upon joining the Corporation.

(c) The Membership Chair shall notify members who are in arrears ninety (90) days after the due date of membership dues, and those members whose dues are not paid within one month thereafter shall automatically be removed from membership. Any member who is removed from membership for such reason who also served as an officer or director of the Corporation shall be deemed to have resigned voluntarily from such officer and/or director position.

3.3 Resignation from Membership. Any member desiring to resign from the Corporation shall submit his/her resignation in writing or by email to the Vice President of Administration. Membership Dues shall not be refunded.

3.4 Troublesome Members. Upon a two-thirds majority vote of the Board of Directors, a member may be suspended or expelled for a definite or indefinite period of time if there is a determination by the Board of Directors that such member’s conduct is harmful or inconsistent with the goals of the Corporation. In such a case, the expelled individual’s membership fee will be refunded for the current year.

3.5 Membership Meetings. Regular meetings of the members shall be held at such times and places as determined by the Board of Directors. There shall be at least eight (8) general body membership meetings. Meetings shall not take place during the months of December, June, July and August, unless the Board of Directors deems it necessary.

3.6 Annual Meeting. The last regular meeting of the members each calendar year shall be known as “Annual Meeting” and shall be for the purpose of electing directors and any other business as determined by the Board of Directors.

3.8 Special Meetings. Special meetings may be called by the President or the Board of Directors. The purpose of the meeting shall be stated in the notice of the meeting. Except in cases of emergency, at least two weeks' notice shall be given to the members prior to any such meeting.

3.9 Quorum.

(a) Five percent (5%) of the members in good standing shall constitute a quorum. A quorum must be present or be represented by proxies when the following items require action: election of directors and changes or amendments to the bylaws.

(b) Members in good standing shall be notified at least 14 days prior to any meeting at which the items listed in Section 3.9(a) above are to be considered.

3.10 Voting. Members shall have the following rights to vote:

(a) As to who may serve on the Board of Directors at the annual meeting of the members; and

(b) Only on such other matters as the Board may determine or as may be required as a matter of law.

## **Article IV.**

### **Board of Directors**

4.1 Authority and Responsibility. The governing body of the day-to-day affairs of the Corporation shall be the Board of Directors (the "Board"). The Board shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board may hire employees and fix compensation therefor if the Board, in its discretion, determines such employees to be necessary to conduct the business of the Corporation. The Board may adopt, by majority vote, the business of the Corporation as the Board shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes be amended or changed; and the Board shall not permit any part of the net earnings or capital to inure to the benefit of any director, officer, or other private person or individual.

4.2 Initial and Regular Boards of Directors. The initial directors of the Corporation shall be determined by the incorporator. At the first meeting of the initial Board, the initial Board shall elect a regular Board and officers to consist of the President, Executive Vice President, Vice President of Administration, Vice President of Finance, Vice President of Membership, Vice President of Education, and Vice President of Marketing of the Corporation, together with such other directors or officers as may be elected by the affirmative vote of the majority of the initial directors and shall determine the class of membership of each member of the Board, as set forth below.

4.3 Directors, Manner of Election, and Term of Office.

(a) The Board shall consist of the two (2) immediate past presidents and those elected by the members of the Corporation.

(b) The nomination period for the Board shall close two (2) weeks prior to the day of election.

(c) Any and all prerequisites to become a Board nominee may be waived by the presiding Chairman of the Board if deemed necessary or appropriate by the presiding Chairman of the Board.

4.4 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the Board by a two-thirds vote of the directors then in office. All Board members shall be entitled to vote on such matter. A removed director's successor may be elected at the same meeting to serve the unexpired term.

4.6 Vacancies. Any vacancy in the Board arising at any time and from any cause, including the authorization of any increase in the number of directors, may be filled for the unexpired term at any meeting of the Board by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board and the qualification of his or her successor.

4.7 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director unless recommended first by a majority of the disinterested directors of a compensation advisory committee formed expressly for such purpose, then by the concurring two-thirds vote of all disinterested directors. A director shall nonetheless be reimbursed for any authorized expenses which he or she may incur in connection with the performance of his or her duties and functions for the Corporation.

## **Article V.**

### **Meetings of the Board of Directors**

5.1 Annual Meeting; Notice. The annual meeting of the Board shall be held within ninety (90) days before the end of each fiscal year of the Corporation on such day and such time as the Board shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the Vice President of Administration either personally, by certified mail, return receipt requested, by facsimile, or by statutory overnight delivery not less than ten (10) nor more than fifty (50) days before such meeting.

5.2 Regular Meetings; Notice. Regular meetings of the Board shall be held quarterly, unless otherwise determined by the Board, at such times and at such places as the Board may prescribe. Notice of the time and place of each such Regular Meeting shall be given by the Vice President of Administration either personally, by courier, by a reputable overnight delivery service that provides written confirmation of delivery (e.g., United Parcel Service, Federal Express, etc.), by certified mail, return receipt requested, by facsimile, or by email. Such notice shall be given not less than seven (7) nor more than thirty (30) days before such Regular Meeting.

5.3 Special Meetings; Notice. Special meetings of the Board may be called by or at the request of the President or by a two-thirds vote of the members of the Board. Notice of the time, place, and purpose of any special meeting of the Board shall be given by the Vice President of Administration either personally, by certified mail, return receipt requested, by facsimile, email, or by statutory overnight delivery not less than forty-eight (48) hours before such meeting. Special meetings shall be limited in scope to those agenda items announced in the notice of such meetings.

5.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.5 Quorum. At meetings of the Board, the presence of a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. If such quorum cannot be obtained, a second meeting may be called at such meeting for the following day, each Board member being notified via email. If a quorum cannot be obtained at the second meeting, the members then present shall constitute a quorum. In no event, however, shall less than two (2) directors constitute a quorum. Presence may be physical or electronic.

5.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board. Each director shall be permitted to cast one vote per matter.

5.7 Majority Vote for Amendment. An affirmative majority vote of the Board is required to amend the Articles of Incorporation or these Bylaws.

5.8 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if (a) a consent in writing, setting forth the action so taken is signed by directors holding the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all directors entitled to vote were present and voted and (b) the action is taken by directors that would have been entitled to vote at a duly called meeting. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent action, or a copy thereof, shall be placed in the Corporation's minute book.

5.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone, video telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. If shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at a meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting that was adjourned.

## **Article VI.**

### **Notice and Waiver**

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article V, and the notice shall be deemed to have been given at the time the notice is actually received by the receiving party.

6.2 Waiver. Whenever notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **Article VII.**

### **Board of Advisors**

7.1 Appointment. The Board may (but shall not be required to) appoint such persons, as it reasonably deems necessary or desirable to act as an Advisory Board of the Corporation, which Advisory Board shall be led by the President, or, in the Board's sole discretion, by an executive director so designated (the "Executive Director") who, if appointed, shall be an ex-officio member of the Board and may attend all meetings of the Board but shall not be entitled to vote. The number of persons appointed to constitute the Advisory Board shall be determined in the sole discretion of the Board.

7.2 Purpose. It shall be the function and purpose of the Advisory Board to advise the Board on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

## **Article VIII.**

### **Officers**

8.1 Number and Qualification. The officers of the Corporation shall consist of a President, Executive Vice President, Vice President of Administration, Vice President of Finance, Vice President of Programs, Vice President of Membership, Vice President of Education, and Vice President of Marketing. The Board shall from time to time create and establish the duties of such other officers or assistant officers as it deems reasonable or necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, Executive Vice President, and At-Large Vice President, or role-specific Vice Presidents. A person may not hold more than one (1) officer position at one time.

8.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board and shall serve for a term of one (1) year, with the exception of the President, and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The President shall serve for a term of two (2) years.

8.3 Other Agents. The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine.

8.4 Removal. Any officer or agent may be removed either for or without cause at any special, regular, or annual meeting of the Board by a two-thirds vote of the directors then in office. All Board members shall be entitled to vote on such matter. A removed officer's successor may be elected at the same meeting the serve the unexpired term.

8.5 Vacancies. A vacancy in any office, other than President, arising at any time and from any cause shall be filled temporarily by the other officers until a new officer is elected for the unexpired term at any meeting of the Board. The Board shall fill a vacancy by a two-thirds vote of the Board in attendance at the meeting.

8.6 President. The President shall be the principal executive officer of the Corporation. The President shall preside at all meetings of the Board and shall be the Chairman of the Board. The President shall be responsible for developing and implementing the overall objectives and

direction of the Corporation. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies; and the executive director shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Vice President of Administration, any instrument or other writing; and the President shall see that all orders and resolutions of the Board are carried into effect. The President shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board, and the other officers and employees of the Corporation shall be under the President's supervision and control during such interim and powers as the Board may from time to time prescribe. The President shall serve as the co-chairman of the nominating committee and assure a nominee for each elected office. The President shall appoint, subject to ratification by the Board, all special committee chairpersons, all delegates of the Corporation representing the Corporation in any organizations of which the Corporation is a member, and shall coordinate and monitor the operation of such persons. A delegate's term of appointment shall end upon the assumption of office by a newly elected President.

8.7 Executive Vice President. The Executive Vice President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Executive Vice President shall serve as the co-chairman of the nominating committee and assure a nominee for each elected office. The Executive Vice President shall serve as the chairman of the audit committee and submit a final audit report no later than the first board meeting after the annual transition meeting. The Executive Vice President shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

8.8 Vice President of Administration.

(a) The Vice President of Administration shall attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when require.

(b) The Vice President of Administration shall give, or cause to be given, notice of all meetings of the Board.

(c) The Vice President of Administration shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Vice President of Administration's signature or by the signature of the Vice President of Finance or an assistant secretary.

(d) The Vice President of Administration shall be under the supervision of the President. The Vice President of Administration shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

8.9 Vice President of Finance.

(a) The Vice President of Finance shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designed by the Board.

(b) The Vice President of Finance shall disburse the funds of the Corporation as ordered by the Board, and prepare financial statements each month or at such other intervals as the Board shall direct.

(c) The Vice President of Finance shall provide a written report at each regular meeting of the Board and shall prepare an annual budget to be submitted in writing to the General Assembly at the annual meeting.

(c) If required by the Board, the Vice President of Finance shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of the Vice President of Finance's office and for the restoration to the Corporation, in case of the Vice President of Finance's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Vice President of Finance's possession or under the Vice President of Finance's control belonging to the Corporation.

(d) The Vice President of Finance shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

(e) All financial records of the Corporation shall be made available for inspection at the Corporation's office by appointment made with the Vice President of Finance.

8.11 Vice President of Programs. The Vice President of Programs shall be responsible for developing chapter meeting times, places and content. The Vice President of Programs shall be the Chairman of the Program Committee and shall be responsible for coordinating all arrangements for chapter programs, guest speakers and other activities.

8.12 Executive Directors. The Board may (but shall not be required to) elect one or more executive director(s) (the "Executive Director(s)"), who, if appointed, shall be a member(s) of the Board. Where the Board shall appoint more than one Executive Director, the Executive Directors shall report to the President, as the senior executive of the Corporation.

## **Article IX.**

### **Committees of Directors**

#### **9.1 Committees of the Board of Directors.**

(a) By resolution adopted by a majority of the Board, the Board may (but shall not be required to) designate from among its members an executive committee consisting of three (3) or more directors (the "Executive Committee"), which number shall always include the President or Executive Vice President of the Corporation. The Executive Committee, if appointed, shall have such power and discretion as the Board shall, by majority vote, so determine to make decisions and carry out tasks as the agent of the Board without returning to the Board for its further consent unless expressly so instructed. The Executive Committee shall serve at the pleasure of the Board, which may adjust the membership in such committee, in its sole discretion, at any time, for any reason or no reason.

(b) By resolution adopted by a majority of the Board present at a meeting at which a quorum is present, the Board may further designate, from time to time, one or more advisory committees, each consisting of one (1) or more directors (one of whom shall chair such advisory committee) and any number of non-members of the Board that the Board shall desire to

appoint to such subcommittee. Advisory committees shall perform such tasks as the Board shall request and shall not act as agents for the Board but shall instead advise and make recommendations to the Board with regard to actions that the Board may then consider. Advisory committees shall serve at the pleasure of the Board, which may adjust the membership in such committees, in its sole discretion, at any time, for any reason or no reason.

9.2 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

9.3 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board.

## **Article X.**

### **Contracts, Checks, Deposits and Funds**

10.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confirmed to specific instances.

10.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board.

10.3 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.

10.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **Article XI.**

### **Indemnification and Insurance**

11.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in the settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

11.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and officer, employee, trustee or agent, and shall inure to the benefit of their heirs, executors, and administrators of such a person.

11.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

## **Article XII**

### **Conflict of Interest and Compensation Policies**

11.1 Purpose of Conflict of Interest Policy. The purpose of this 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 11.2 Definitions

(a) Interested Person. Any director, principal officer, member of a committee with the Board delegating powers, and any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (3) 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, paragraph b, a person who has financial interest may have a conflict of interest only if the Board or an appropriate committee decides that a conflict of interest exists.

### 11.3 Conflict of Interest Avoidance Procedures

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interest person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the Board delegated powers 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 interest person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board or committee 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. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee 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. If a more advantageous transaction arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members 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. If the Board or committee 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 Records of Board and Board Committee Proceedings. The minutes of meetings of the Board and all committees with Board delegated powers 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 take to determine whether a conflict of interest was present, and the Board's or committee'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 take in connection with the proceedings.

11.5 Compensation Approval Policies. A voting member of the 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 voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for service is precluded from voting on matters pertaining to that member's compensation. No voting member of the Board or 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 the committee regarding compensation. When approving compensation for director, officers, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of the Board shall also comply with the following additional requirements and procedures:

(a) The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;

(b) All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4989-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

- (1) is not the person who is the subject of the compensation arrangement, or a family member of such person;
- (2) is not in an employment relationship subject to the direction or control of the person who is the compensation arrangement;
- (3) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
- (4) has no material financial interest affected by the compensation arrangement; and
- (5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

(c) the Board or compensation committee shall obtain and rely upon the appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

- (1) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions.

“Similarly situated” organization are those of a similar size, purpose, and with similar resources;

- (2) the availability of similar services in the geographic area of this organization;
- (3) current compensation surveys compiled by independent firms; and
- (4) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by Treasury Regulation Section 1.4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

- (1) the terms of the compensation arrangement and the date it was approved;
- (2) the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
- (3) the comparability data obtained and relied upon and how the data was obtained;
- (4) if the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
- (5) if the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board of committee meeting;
- (6) any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement); and

- (7) the minutes of the Board or committee meetings at which compensation arrangements are approved must be prepared before the later date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

11.6 Annual Statements. Each director, principal officer, and member of a committee with Board-delegated powers 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 a tax-exempt organization within the meaning of section 501(c)(3) 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.

11.7 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 review 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 arms'-length bargaining; and
- (b) whether partnerships, joint ventures, and arrangements with management organizations 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.

11.8 Use of Outside Expert. When conducting the periodic reviews as provided for in Section 11.7, 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.

### **Article XIII.**

#### **Miscellaneous**

12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

12.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Headings. The headings used herein are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

### **Article XIII.**

#### **Amendments**

13.1 Power to Amend Bylaws. The Board shall have the power to amend the bylaws with an affirmative majority vote of the Board at a meeting where a quorum is reached in compliance with Article V.

### **Article XIV.**

#### **Periodic Meetings**

14.1 Periodic Meetings. The Board, any board of advisors, officers of the Corporation, and interested members of the community shall meet from time to time at times and places of each such meeting, time and place shall be given to the directors, advisors, officers of the Corporation, and to those individuals who have caused their names to be placed on the Corporation's mailing list. The mailing list shall be kept by Vice President of Administration. The date of the meeting may be changed by the President or any two (2) members of the Board, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

### **Article XV.**

#### **Period Reviews**

15.1 Periodic Reviews. The Board shall conduct periodic reviews of the corporation to assure compliance with these bylaws and maintenance of tax-exempt status.

### **Article XVI.**

#### **Tax-Exempt Status**

16.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Sections

509(a)(1), 509(a)(2), or 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on this \_\_\_\_\_ day of September, 2022.

[SEAL]

DocuSigned by:  
*Adam Hassan*  
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Adam Hassan, President