

BYLAWS OF JAIL AND OUTREACH MINISTRY (JOM)

ARTICLE I

NAME AND LOCATION

- 1.1 **Name.** The name of this corporation shall be the Jail & Outreach Ministry (JOM). JOM is a nonprofit organization incorporated under the laws of the State of Michigan.
- 1.2 **Office.** The principal office of this organization must be located in the State of Michigan. The organization may establish other offices, as the Board of Directors may designate or as the affairs of the organization may require from time to time. The start-up offices for this organization are located at 46352 Woodward Ave, Pontiac, MI 48343.
- 1.3 **Name Change.** The organization may at its pleasure by a majority vote of the Board of Directors change its name.

ARTICLE II

PURPOSE AND LIMITS

- 2.1 **Charitable Purpose.** JOM is incorporated as a domestic nonprofit corporation in the State of Michigan and is organized for charitable, religious, and educational purposes under Section 501(c) (3) of the Internal Revenue Code or any future corresponding federal tax code.
- 2.2 **Purposes.** The purposes of JOM, through direct service, education, and advocacy, are to:
 - 2.1.1 support a professional, certified chaplaincy within institutions.
 - 2.1.2 provide outreach with a particular focus on jails and juvenile detention.
 - 2.1.3 develop and support volunteers within institutions with a particular focus on jails and juvenile detention.
 - 2.1.4 create a place to heal and a place of hope for all individuals affected by crime.
 - 2.1.5 develop resources to educate, develop services, develop information, and develop referrals for individuals and the community affected by crime.
 - 2.1.6 support advocacy for restorative justice through increased communication with decision makers.

- 2.1.7 reduce and positively impact recidivism.
- 2.1.8 establish a network and database of partners.
- 2.1.9 connect faith groups and the community with the incarcerated.

2.3 Limitations. No part(s) of the net earnings of the corporation are to benefit any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

No substantial part of the activities of the corporation are to constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation must not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

The corporation must not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The corporation must not carry on any activities not permitted by a non-profit corporation organized under the laws of the State of Michigan, pursuant to the provisions of Act 162, Public Acts of 1982, as amended (“The Act”).

The corporation must not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

2.4 Dissolution. Upon the dissolution of the organization, assets must be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III

MEMBERSHIP

3.1 Classes of Membership. JOM will have two classes of members.

3.1.1 *Voting Members.* Individuals on the Board of Directors of JOM are the only voting members of JOM. Individuals may become a member of the Board of Directors through a nomination, interview, and evaluation process. The Board of Directors will decide the particulars of the process. The Board of Directors reserves the right to delegate this process to a sub-committee of the board.

3.1.2 *Affiliate members.* Individuals or representatives of organizations with an interest in the purpose of JOM may become affiliate members. The Board of Directors or the membership sub-committee will determine the terms and criteria that an affiliate member must meet to join JOM. Affiliate members do not have voting rights.

3.2 *Affiliate Membership Removal.* Affiliate membership in JOM is subject to the right of the Board of Directors, at any time and by a majority vote, to remove any affiliate member with or without cause but primarily for failure by such potential member to manifest support for and/or agreement with the purpose of JOM.

3.3 *Role of Voting Members.* Voting members of JOM must support the objectives of JOM, elect the Board of Directors, provide input to the board, make decisions to further the mission of JOM, and vote on issues that affect JOM.

3.3 *Role of Affiliate Members.* Affiliate members are welcome to attend board meetings and may be called upon to provide input and expertise on JOM issues. Affiliate members of JOM must support the objectives and purpose of JOM.

3.4 *Affiliate Member Resignation.* An affiliate member of JOM may resign at any time by filing a written, dated, and signed resignation with the secretary of JOM.

3.5 Transfer. Membership may not be transferred.

ARTICLE IV

MEETINGS

- 4.1 Annual meeting.** JOM must conduct an annual meeting to review the activities of JOM in light of the written purposes of the organization. This meeting will be conducted to inform affiliate members and other interested parties about JOM and the activities of the past year.
- 4.2 Other meetings.** Committees must meet on a regular basis as determined by the chair of the committee.
- 4.3 Place of meeting.** All meetings must be held within the state of Michigan, unless otherwise specified by the chair of the committee or the President of the board.

ARTICLE V

BOARD OF DIRECTORS

- 5.1 General Powers.** The Board of Directors of JOM will manage all business related affairs. The board is responsible for overall policy and direction of the organization, and delegation of responsibility of day-to-day operations to the staff and committees.
- 5.2 Board Role, Size, and Compensation.** The board must have a minimum of three (3) voting members and no more than fifteen (15) voting members. The board receives no compensation. Directors will at all times be voting members of the organization. Neither affiliate members nor non-members will sit on the board.
- 5.3 Terms.** All board members will serve two-year terms, but are eligible for re-election for up to four consecutive terms.

- 5.4 Board Elections.** New directors and current directors are elected by a majority vote of the board of directors. The board elections are to be held bi-annually in the month of _____, on the day of _____.
- 5.5 Board Election Procedures.** A Nominating Committee is responsible to nominate prospective board members to represent the diverse constituency of JOM. In addition, any voting member may nominate a candidate to the slate of nominees. All voting members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year. **Board Elections:** During the 2nd quarter of each fiscal year, the Board of Directors shall elect board members to replace those whose terms are due to expire. The election shall be conducted at the annual meeting of JOM and shall be supervised by the Nominating Committee. Officer positions shall expire in accordance with Article V, paragraph 2 of these bylaws. **Nominating Committee:** A Nominating Committee shall present one candidate at a time to the JOM directors for consideration 2 months prior to term expiration. Directors so elected shall serve a term beginning at the meeting following the annual meeting.
- 5.5 Vacancies.** When a vacancy on the board exists, the secretary must receive nominations for a new board member(s) from present board members two weeks in advance of a regular board meeting. The nomination(s) must be sent out to present board members with the regular board-meeting announcement, to be voted upon at the next board meeting. The term of the new board member will only continue until the next board election.
- 5.6 Board Member Resignation.** A board member may resign from the board at any time. To resign the board member must send written, signed, and dated notice to the secretary of the board.
- 5.7 Absences.** A board member may be terminated from the board due to excessive absence more than two unexcused absences from board meetings in a year.
- 5.8 Removal.** A board member may be removed with or without cause. The removal must be by a $\frac{3}{4}$ vote of the Board of Directors. The matter of removal may be acted upon at any regular

or special meeting of the Board of Directors, provided that notice of the removal action has been given to each board member not less than seven (7) days before the meeting. Cause may include, but is not limited to failure to attend board meetings, not pursuing the objectives of JOM, etc.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 Regular Meetings and Notice.** The board must meet once quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance of the meeting.
- 6.2 Special Meetings.** The President, or two members of the executive committee, or any four (4) board members may call special meetings of the board.
- 6.3 Notice of Special Meetings.** Notice of special meetings must be sent out by mail, email, fax, or telephone to each member of the board not less than twenty-four (24) hours before the special meeting except in the following situation. Special meetings called for the purposes of removing one or more directors must be given by mail, email, fax, or telephone to each member of the board not less than seven (7) days before the meeting. Special meetings must take place at the site of the last regularly scheduled board meeting. Attendance of a board member at a meeting constitutes a waiver of notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 6.4 Remote Participation.** A member of the board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

- 6.5 Quorum and Adjournment.** A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass, except that in the absence of a quorum a lesser number may adjourn a meeting.
- 6.6 Voting.** Each board member will have one vote and may not vote by proxy.
- 6.7 Manner of Acting.** Unless otherwise specified in the Articles of Incorporation or the Bylaws, the vote of the majority of the board members present at a meeting at which a quorum is present constitutes an action of the board.
- 6.8 Action without a meeting.** Any action to be taken by the board without a meeting must have consent in writing or by electronic transmission, setting forth the action taken, and is signed by all the board members. The consent must set out the action taken and the signatures of all board members and must be delivered to the secretary.

ARTICLE VII

OFFICERS AND COMMITTEES OF THE BOARD

- 7.1 Executive Committee.** The Board of Directors must elect officers. The officers are a President, a Vice-President, a Secretary, and a Treasurer. All officers must at all times be members of the Board of Directors. The officers constitute the Executive Committee.
- 7.2 Powers of the Executive Committee.** The Executive Committee will exercise all powers of the Board of Directors between regular meetings of the board, except any power specifically denied by the Board of Directors or by law.
- 7.3 Term of Service of the Officers.** The officers will serve two (2) year terms. Each officer must serve until a successor is duly elected, or until the resignation or removal of the officer. Vacancies may be filled at any meeting of the Board by a majority vote.

- 7.4 Removal of an Officer.** Any officer may be removed from the position of officer by a majority vote of the board members at a meeting of the board at which quorum is present. Removal as an officer does not constitute removal from the board.
- 7.5 Removal of a Board Member.** A board member may be removed with or without cause by a $\frac{3}{4}$ vote of the Board of Directors. The matter of removal may be acted upon at any regular or special meeting of the Board of Directors, provided that notice of the removal action has been given to each board member not less than seven (7) days before the meeting. Cause may include, but is not limited to failure to attend board meetings, not pursuing the objectives of JOM, etc.
- 7.6 Resignation.** Any officer may resign at any time by providing written, signed, and dated notice to the President. Upon the resignation of the President, the President must notify the Vice-President.
- 7.7 Officers and Duties.** There must be four officers of the board, consisting of a president, a vice-president, a secretary, and a treasurer. The powers and duties of the officers are to be as follows:
- 7.7.1 President.** The President must preside at the meetings of the Board of Directors. The President must convene regularly scheduled board meetings. In the absence of paid staff, the President must ensure the supervision and administration of the business and affairs of JOM. The President must play a major role in resource development and represent the organization within and outside the community. The President must communicate to the other officers or to the Board of Directors important matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the organization, and subject to the supervision of the Board of Directors must perform all duties customary to that office
- 7.7.2 Vice-President.** In the absence of the President, due to any inability to act from any cause, the Vice-President must perform the duties of the office of the President. The

Vice-President must play a major role in resource development and in representing JOM within and outside the community.

7.7.3 Secretary. The Secretary is responsible to keep an accurate record of all board meetings. The Secretary must see that all notices are duly given in accordance with these bylaws or as required by law. The Secretary must maintain the official records of the organization and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

7.7.4 Treasurer. The treasurer is responsible for financial management including keeping all appropriate fiscal records and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The treasurer must make a report at each board meeting. The treasurer must chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

ARTICLE VIII

EXECUTIVE DIRECTOR

8.1 Executive Director. The board hires the executive director. The executive director has day-to-day responsibility for the organization, including but not limited to, carrying out the goals and policies of the organization. The executive director will attend all meetings of the board: report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE IX
COMMITTEES

- 9.1 Committees.** The Board of Directors must appoint all committees of this organization. The Board of Directors may form one or more committees to work on issues related to the purpose of JOM.
- 9.2 Committee Chairs.** The chair of each membership committee must be a member of the Board of Directors. The Board of Directors must nominate the chair and appoint the chair with a majority vote.
- 9.3 Committee members.** Affiliate members and interested outside individuals will make-up the membership of each committee.
- 9.4 Committee meetings.** A meeting of a committee may be called by the chair or by two members of the committee.
- 9.5 Powers of Committees.** A committee designated by the board may exercise any powers of the board in managing the business affairs of the corporation, to the extent provided by resolution of the board. However no committee will have the power to: a) amend the articles of incorporation; 2) adopt an agreement of merger or consolidation; 3) amend the bylaws of the corporation; 4) fill vacancies on the board; 5) fix compensation of the directors for serving on the board or on a committee; or 6) terminate membership.
- 9.6 Committees.** The committees shall be:
- 9.6.1 *Executive Committee:*** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.
 - 9.6.2 *Jail:*** The committee oversees, provides direction, and facilitates the conduct of religious services, the provision of religious counseling and other related services directed at inmates of the Oakland County Jail and its satellite facilities.
 - 9.6.3 *Juvenile Detention:*** The committee oversees, provides direction, and facilitates the conduct of religious services, the provision of religious counseling and other related

services directed at juveniles in the Oakland County Children's Village and other related juvenile detention facilities in Oakland County.

- 9.6.4 *Outreach Services:*** The committee oversees, provides direction and facilitates providing for the immediate needs of inmates while incarcerated or upon their release, and the needs of families of inmates, including clothing, food, transportation, referrals for shelter, or other services.
- 9.6.5 *Families:*** The committee oversees, provides direction and facilitates providing for the immediate needs of families of victims of crimes and of offenders, as well as, families in the neighborhood of the JOM facility.
- 9.6.6 *Prison:*** The committee oversees, provides direction and facilitates the conduct of religious services, the provision of religious counseling and other related services directed at inmates of the Michigan Department of Corrections Facilities within the JOM operating area.
- 9.6.7 *Finance:*** The treasurer is the chair of the Finance Committee, which includes three other board members. Board members on this committee may not sit on the audit committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. The board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. This committee is also responsible to submit all financial reports and statements to the board, the public, the state, the federal government, etc. as required by law.
- 9.6.8 *Fundraising:*** The committee develops, conducts, provides direction and facilitates all fund-raising activities of JOM and investigates, writes proposals, and oversees administration of, grants in the interest of furthering the purposes of JOM.
- 9.6.9 *Media:*** The committee oversees, provides direction and facilitates the preparation of newsletters, web sites, social networking sites and other public information activities of JOM.
- 9.6.10 *Audit:*** The vice-president is the chair of this committee, which includes three board members. Board members on the audit committee may not be members of the finance committee. This committee is responsible for the oversight of the process for financial reports for JOM. The audit committee has authority to conduct or authorize investigations into the financial process of JOM. This authority may include work with a registered public accounting firm, meet with company directors, retain independent counsel, retain external auditors, and other such services as required by the committee.
- 9.6.11 *Termination of committees.*** The Board of Directors reserves the right to terminate a permanent committee at any time.

9.6.12 *Other committees.* The Board of Directors may from time to time as the board deems necessary create new committees that promote the purpose of JOM as found in these bylaws.

ARTICLE X

CONFLICT OF INTEREST

- 10.1 Purpose.** The purpose of the conflict of interest policy is to protect the interests of JOM. 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.
- 10.2 Conflict Defined.** A conflict of interest may exist when the interests or activities of any director, officer, staff member, or member of a committee with governing board delegated powers, may be seen as competing with the interests or activities of JOM, or the director, officer, staff member, or committee member has a financial or other material interest as a result of a direct or indirect relationship.
- 10.3 Interested Person Defined.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. An interested person is also defined as any person related, either through business or family relations, to any person who is subject to a conflict of interest with the organization.
- 10.4 Financial Interest Defined.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
- 10.4.1** A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement;
 - 10.4.2** An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - 10.4.3** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement; or
 - 10.4.4** The potential to realize a financial benefit that cannot be characterized as a potential ownership or investment interest but that nevertheless benefits a person as a result of a transaction or arrangement into which the organization

enters. Compensation includes direct and indirect remuneration both for services rendered and for duties performed. Compensation also includes gifts or favors that are not insubstantial.

- 10.5 Disclosure Required.** Any possible conflict of interest must be disclosed to the Board of Directors by the person concerned, if that person is a board member or the President of the organization. If that person is a member of the staff, the staff member must disclose any possible conflict of interest to the President, or to such person or persons as the President may designate.
- 10.6 Determining Whether a Conflict of Interest Exists.** When there is doubt as to whether a conflict of interest exists, the matter must be resolved by a vote of the Board of Directors or its committee, excluding the person concerned.
- 10.7 Action Taken in the Event of a Conflict of Interest.** Upon determining that a conflict of interest exists, the Board of Directors may nevertheless decide to enter into a transaction or arrangement that might benefit the private interest of an officer or director of the organization so long as the following protocol is observed:

10.7.1 *Abstinance from Vote.* When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof. Any related person (either through business or family) who may also be deemed an interested person under the definition in section 10.3 shall also abstain from voting on the matter.

10.7.2 *Absence from Discussion.* Unless requested to remain present during the meeting, The person having a conflict (and any related persons under the definition in section 10.3) shall retire from the room in which the board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board or committee with all relevant information.

10.7.3 *Exploration of Alternative Arrangements or Transactions.* After exercising diligence, the Board of Directors or committee shall determine whether the Organization 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.

10.7.4 *Evaluation of Transaction or Arrangement.* If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

10.7.5 *Appointment of a Disinterested Person to Investigate Alternative Arrangements or Transactions.* If appropriate, the board shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

10.7.6 *Record of Proceedings.* The Minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

10.8 *Annual Review.* A copy of this conflict of interest bylaw shall be furnished each director, officer and senior staff member who is presently serving the Organization, or who may hereafter become associated with the Organization. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XI

INDEMNIFICATION

11.1 *Indemnification.* The Organization shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Organization, or is or was serving at the request of the Organization as a Director or officer of another Organization, against expenses

including actual and reasonable attorneys' fees, judgments, fines, and amounts paid in settlement actually and necessarily incurred by him or her in connection with such action, suit, or proceeding. The Board may, at any time, approve indemnification of any other person which the Organization has the power to indemnify under the Michigan Non-Profit Corporation Act. The indemnification allowed for in this Article is available only to a person who acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Organization or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful.

11.2 Suits by or in the right of the organization. The organization shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that the person is or was a director or officer, of the Organization, or is or was serving at the request of the organization as a director or officer of another organization against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit. The Board may, at any time, approve indemnification of any other person, which the organization has the power to indemnify under the Michigan Non-Profit Corporation Act. The indemnification allowed for in this article is available only to a person who acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the organization or its shareholders or members. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the organization unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

- 11.3 Expenses of Successful Defense.** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 11.1 or 11.2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 11.4 Contract Right; Limitation on Indemnity.** The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 11.3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.
- 11.5 Determination That Indemnification Is Proper.** Any indemnification under sections 11.1 or 11.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 11.1 or 11.2, whichever is applicable. Such determination shall be made in any of the following ways:
- 11.5.1** By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
 - 11.5.2** If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
 - 11.5.3** By independent legal counsel in a written opinion.
 - 11.5.4** By the voting members.
- 11.6 Former Directors and Officers.** The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

- 11.7 Changes in Michigan Law.** If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.
- 11.8 Indemnification Insurance.** The organization may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XII

MISCELLANEOUS

- 12.1 Gifts to the Organization.** The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Organization.
- 12.2 Loans.** No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- 12.3 Checks, Drafts etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall be from time to time be determined by resolution of the Board of Directors.
- 12.4 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Organization, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances.

ARTICLE XIII

AMENDMENTS

13.1 Amendments. These bylaws may be amended, repealed, or modified, and new bylaws adopted, when necessary by two-thirds majority of the board of directors at a meeting of the Board at which a quorum is present. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. Any notice of a meeting at which these bylaws are to be amended, repealed or modified must include notice of the proposed action and must be given thirty-days (30) in advance.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on [Date].

Secretary

Date