

**BYLAWS  
OF  
ISLAMIC SOCIAL SERVICES OF OREGON STATE**

**ARTICLE I – The Corporation**

- 1.1 Name. The name of this corporation is ISLAMIC SOCIAL SERVICES OF OREGON STATE.
- 1.2 Formation. The corporation is a nonprofit corporation that has been formed under the Oregon Nonprofit Corporation Act (the “**Act**”).
- 1.3 Purposes.
- a) The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “**Code**”).
- b) The specific and primary purpose of the corporation is to conduct charitable and educational activities to: promote, encourage and foster better understanding of Muslim culture, values and history in the Oregon and Washington by the means of seminars, conferences, publications, dialogue and meetings of leaders of various and diverse ethnic and religious denominations; and to engage in such other activities as may be desirable or required to accomplish the foregoing objects and purposes. In furtherance thereof, the corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes.
- c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set herein.
- d) Notwithstanding any other provision of these Bylaws, the corporation will not engage in any activity or exercise any power that is not in furtherance of a charitable or educational purpose, and will not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522 (a) of the Code.
- e) No substantial part of the activities of this corporation will consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h)), and the corporation will not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- 1.4 Powers. The corporation will have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Act.
- 1.5 Registered Office. The corporation's registered office will be located at 1211 SW 5th Avenue, Suite 1800, Portland, Oregon 97204.
- 1.6 Principal and Other Offices. The corporation will also have a principal office located at P.O. Box 5996, Aloha, OR 97007-5996, and may have such other offices, either within or without the State of Oregon, as the Board of Directors may designate or as the activities of the corporation may require from time to time.

## **ARTICLE II – Board of Directors**

- 2.1 General Powers. Except as set forth in the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws, all corporate powers of the corporation will be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors will exercise the powers of the corporation and manage the business and affairs of the corporation in accordance with Sections 1.3 and 1.4.
- 2.2 Number, Class and Term. The number of Directors will be composed of not less than 3 nor more than 15 Directors, the specific number to be set by resolution of the Board of Directors. The minimum and maximum number of Directors may be changed from time to time by amendment to these Bylaws, but no decrease in the number of Directors will have the effect of shortening the term of any incumbent Director. The term of office of the directors will expire at the next annual meeting following the organizational meeting at which they are elected. At each annual meeting after the organizational meeting, directors will be elected for a term of one year to succeed the directors whose terms expire at such meeting. Despite the expiration of a Director's term, each Director will continue to serve until the Director's successor is appointed and qualifies or until there is a decrease in the number of Directors and the Director is not re-appointed.
- 2.3 Election of Directors. The initial Board of Directors shall be those individuals named at the organizational meeting, and they shall serve until the first annual meeting or until their successors are elected. At each annual meeting of the directors shall be elected to serve until the next annual meeting or until their successors are elected. Number of Directors may be increased at any regular meeting of the Board of Directors by the majority vote of all the directors then on the Board of Directors. The new director will serve until the next annual meeting or until the director's successor is elected.
- 2.4 Resignation. A Director may resign at any time by delivering written notice to the Board of Directors or the corporation. A resignation is effective when the notice is received by the Board of Directors or the corporation unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- 2.5 Removal. A two-thirds majority of the Board of Directors may at any time remove one or more Directors with or without cause; provided, however, that a Director may be removed by the Board of Directors only at a Board of Directors meeting called for the

purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

2.6 Vacancies. A vacancy occurring on the Board of Directors shall be filled at a special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining directors, though the remaining directors are less than a quorum. The new director shall serve only the predecessor's unexpired term.

2.7 Standard of Conduct.

(a) A Director will discharge the duties of a Director, including the Director's duties as a member of a Committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the Director reasonably believes to be in the best interests of the corporation.

(b) In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more Officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) A Committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the Committee merits confidence.

(c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 2.7(b) unwarranted.

2.8 Conflicts of Interest.

(a) If a Director knows or reasonably believes that a conflict of interest transaction in which the Director has a direct or indirect interest is to be discussed or voted on at a meeting, the Director will, either prior to or at the meeting, disclose fully to the Board of Directors or to a Committee of the Board of Directors the material facts of the transaction and the Director's interest in the transaction.

- (b) A conflict of interest transaction may be approved by the vote of the Board of Directors or a Committee of the Board of Directors if the material facts of the transaction and the Director's interest in the transaction are disclosed fully or known to the Board of Directors or Committee of the Board of Directors. A conflict of interest transaction is authorized, approved and ratified if it receives the affirmative vote of a majority of the Directors who have no direct or indirect interest in the transaction; provided, however, a conflict of interest transaction may not be authorized, approved or ratified by less than two (2) Directors. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purposes of taking action under this Section 2.8(b). The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction will not affect the validity of any action taken if the transaction is otherwise approved as provided in this Section 2.8(b).
- (c) A conflict of interest transaction is not voidable and may not be the basis for imposing liability on a Director if the transaction was entered into or is approved as provided in Section 2.8(b).
- (d) A **"conflict of interest"** transaction is a transaction with the corporation in which a Director has a direct or indirect interest (whether financial or otherwise and whether actual or potential).
- (e) A Director has an **"indirect interest"** in a transaction if (i) a family member of the Director is a party to the transaction, (ii) another entity in which the Director has a material interest is a party to the transaction, or (iii) another entity of which the Director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors.
- (f) A **"family member"** of an individual will include the individual's brothers and sisters (whether by whole blood or half blood), spouse, ancestors, lineal descendants and in-laws of any of the foregoing. A legally adopted child of an individual will be treated as a child of such individual by blood.
- 2.9 Liability. No Director will be personally liable to the corporation or the members, if any, for monetary damages for conduct as a Director; provided, however, that this Section 2.9 will not eliminate or limit the liability of a Director for (i) any act or omission occurring prior to the effective date of these Bylaws, (ii) any breach of the Director's duty of loyalty to the corporation, (iii) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, (v) any transaction from which the Director derived an improper personal benefit, and (vi) any act or omission in violation of ORS 65.361 to ORS 65.367.
- 2.10 Compensation. No Director will receive any compensation for services rendered as a Director. The corporation may, in its sole discretion, reimburse a Director for any reasonable expenses incurred by the Director in connection with the attendance of any meeting.

### **ARTICLE III – Board of Directors Meetings**

- 3.1 Regular Meetings. The Board of Directors will hold a minimum of four (4) regular meetings each calendar year on such dates and at such times as may be designated by the Board of Directors for the purpose of discussing the business and affairs of the corporation. If the day fixed for a regular meeting is a holiday in the State of Oregon, the meeting will be held on the next succeeding business day. Unless otherwise designated by the Board of Directors, regular meetings will be held at the corporation's principal office. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.
- 3.2 Special Meetings. The Board of Directors will hold a special meeting on the call of the President or any two Directors. Special meetings of the Board of Directors must be preceded by at least two days' notice to each Director of the date, time and place of the meeting. Except as otherwise required under the Act or these Bylaws, the notice need not describe the purposes of the special meeting.
- 3.3 Notice for Directors Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings of the Board of Directors shall be called by the secretary when requested by the president or when requested in writing by 20 percent of the directors. Notice of the special meeting shall be given to each director either in person or by mail or telephone and must be received by the director not less than two days prior to the meeting.
- 3.4 Quorum for Directors Meetings. A majority of the number of directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- 3.5 Voting.
- (a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.
- (b) A Director who is present at a meeting of the Board of Directors or at a Committee of the Board of the Directors when corporate action is taken is deemed to have assented to the action taken unless:
- (1) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
- (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or
- (3) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

- 3.6 Telephone Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 3.7 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all member of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

#### **ARTICLE IV – Committees of the Board of Directors**

- 4.1 The Board of Directors may appoint from among its members an Executive Committee of not less than three members. The Executive Committee shall have such powers and shall perform such duties as may be delegated and assigned to the Executive Committee from time to time by the Board of Directors. A majority of the members of the Executive Committee may fix its rules of procedure.
- 4.2 All actions taken by the Executive Committee shall be by a majority of those serving on the committee if taken at a meeting or by unanimous written approval if taken without a meeting. The Executive Committee shall keep records of its activities and proceedings as it shall deem appropriate. All actions by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by such revision or alteration.
- 4.3 Meetings of the Executive Committee shall be called, from time to time, at the direction and upon the request of any member thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the Executive Committee at least one day before the meeting, either orally or in writing. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at a special meeting called for that purpose or at a regular meeting.
- 4.4 Other Committees. The Board of Directors may, from time to time, appoint other committees for such purposes as designated by the Board of Directors. The initial committees shall be Family, Needy and Outreach. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors. However, all matters transacted by a committee in the name of the corporation shall be submitted and ratified by the Board of Directors at its next regular or special meeting.

- 4.5 Members and Appointment. A Committee will consist of two (2) or more members, each of whom must be a Director, and one of whom will act as the Chairperson of the Committee. The Board of Directors will appoint the Chairperson of each Committee and all other Committee member at the first regular meeting of the Board of Directors in each calendar year, or at such other time as the Board of Directors may determine.
- 4.6 Term. Unless otherwise specified by the Board of Directors, the terms of all Committee members expire at the first regular meeting of the Board of Directors in each calendar year. Despite the expiration of a Committee member's term, the Committee member will continue to serve until the Committee member's successor is elected and qualifies or until there is a decrease in the number of Committee members and the Committee member is not re-appointed.
- 4.7 Resignation and Removal. A member of a Committee may resign at any time by delivering written notice to the Chairperson of the Committee or the Board of Directors. A resignation is effective when the notice is received by the Chairperson of the Committee or the Board of Directors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Chairperson of the Committee or the Board of Directors. The Board of Directors may at any time remove one or more member of a Committee with or without cause. If a vacancy occurs on a Committee, including a vacancy resulting from an increase in the number of members of the Committee, the Board of Directors may fill the vacancy by appointing a Director to the Committee.
- 4.8 Committee Meetings. Each Committee will hold regular meetings on such dates and at such times as may be designated by the Committee. Each Committee will hold a special meeting on the call of the Chairperson of the Committee or any two member of the Committee. To the extent not inconsistent with this Section 4.8, the provisions of Article III governing Board of Directors meetings will apply to Committee meetings.
- 4.9 Authority. Each Committee has the authority and will perform the duties set forth in these Bylaws, if any, and to the extent consistent with these Bylaws, has the authority and will perform the duties prescribed by the Board of Directors or by direction of the Chairperson of the Committee if authorized by the Board of Directors to prescribe the authority and duties of other Committee member; provided, however, that no Committee may:
- (a) Authorize distributions;
  - (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;
  - (c) Adopt, amend or repeal the Articles of Incorporation or these Bylaws; or
  - (d) Purchase, sell, lease, transfer or encumber any personal property of the corporation having a value in excess of \$50.00, without the prior written consent of the Board of Directors.

- 4.10 Standard of Conduct. The standards of conduct set forth in Section 2.7 will apply to all Committee members. The creation of, delegation of authority to, or action by a Committee does not alone constitute compliance by a Director with the standards of conduct set forth in Section 2.7.

## **ARTICLE V – Officers**

- 5.1 Officers. The Officers of the corporation will include a President and a Secretary, each of whom shall be elected by the Board of Directors. The same individual may simultaneously hold more than one office in the corporation. The Board of Directors may elect or appoint such other officers, assistant officers, agents, and other employees as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.
- 5.2 Election and Compensation. The Board of Directors will elect the Officers at the first regular meeting of the Board of Directors in each calendar year. The salaries of all employees and other agents of the corporation shall be fixed by the Board of Directors. Unless otherwise specified by the Board of Directors, officers shall serve without compensation.
- 5.3 Term. Unless otherwise specified by the Board of Directors, the terms of all Officers expire at the first regular meeting of the Board of Directors in each calendar year. Despite the expiration of an Officer's term, each Officer will continue to serve until the Officer's successor is elected and qualifies or until the office is abolished.
- 5.4 Resignation. An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.
- 5.5 Removal. Any officer, agent or other employee elected or appointed by the Board of Directors, may be removed by a majority vote of all the directors then serving on the board whenever in their judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy shall be filled by the Board of Directors.
- 5.6 Restoration of Corporate Property. On the death, resignation, retirement or removal from office of any officer, agent or other employee, all books, papers, vouchers, money and any other property of whatever kind in their possession or under their control which belong to the Corporation shall be restored to the Corporation.
- 5.7 Vacancies. If a vacancy occurs in an office, the Board of Directors may fill the vacancy by appointing an Officer to the office.
- 5.8 Authority. Each Officer has the authority and will perform the duties set forth in these Bylaws and, to the extent consistent with these Bylaws, has the authority and will perform the duties prescribed by the Board of Directors or by direction of an Officer



authorized by the Board of Directors to prescribe the authority and duties of other Officers.

- 5.9 Standard of Conduct. The standards of conduct set forth in Section 2.7 will apply to all Officers; provided, however, that Section 2.7(b)(3) will not apply to Officers.
- 5.10 Liability. The liability provisions set forth in Section 2.9 will apply to all Officers.
- 5.11 Contract Rights. The appointment of an Officer does not itself create contract rights.
- 5.12 President. The president shall be the chief executive officer of the Corporation. The president shall preside at all meetings of the Board of Directors and shall be the inspector of all elections of directors and certify those who are elected as such. The president shall see to the general and active management of the business affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 5.13 Vice President. If a vice president is elected, the vice president shall perform the duties and exercise the powers of the president at such time as the president is unable to act, and such other duties as the Board of Directors may from time to time assign.
- 5.14 Secretary. The secretary shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation. The secretary shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Articles of Incorporation and these Bylaws, and shall perform such other duties as the Board of Directors or the president may from time to time assign.
- 5.15 Treasurer. If a Treasurer is elected, the treasurer shall have the duty to receive all moneys and funds of the corporation and shall deposit the same in the bank or banks designated by the Board of Directors and in the name and to the account of the corporation. Such funds shall be paid out only as may be directed by the Board of Directors. The treasurer shall keep full and accurate books of account and shall make such reports of such official financial transactions of the corporation as may from time to time be required by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time assign. If no treasurer is elected, the secretary shall perform such functions.

## **ARTICLE VI – Contracts, Loans, Checks, Deposits and Notices**

- 6.1 Contracts. Except as provided otherwise by law or these Bylaws, the Board of Directors may authorize any Officers, employees or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, employee or agent will have any power or authority to bind the corporation by any contract or agreement or to pledge the corporation's credit to render it liable for any purpose or to any amount.
- 6.2 Loans. No money shall be borrowed by the Corporation without authority of the Board of Directors, and for security purposes, the Board of Directors may authorize the

execution and delivery of a mortgage or trust deed upon any of the real property belonging to the Corporation or the pledging of any of the personal property of the corporation. Such authorization having been given, the president or vice president of the corporation, in conjunction with the secretary or treasurer, shall execute in the name of the corporation the authorized notes, mortgages, trust deeds and pledges.

- 6.3 Checks and Drafts. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation will be signed by such Officers, employees or agents of the corporation as from time to time will be determined by resolution of the Board of Directors.
- 6.4 Deposits. All funds of the corporation not otherwise employed will 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.
- 6.5 Effectiveness of Notice. Wherever notice is required in these Bylaws, such notice may be oral or written unless otherwise specified for a particular kind of notice. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, by mail or private carrier, including publication in a newsletter or similar document mailed to a director's address. Personal written notice, if in a comprehensible form, is effective at the earliest of the following: when received; five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or 30 days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed.
- 6.6 Waiver of Notice. A director may at any time waive any notice required by these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act. The waiver must be in writing, be signed by the director entitled to the notice, specify the meeting for which the notice is waived and be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Whenever any notice is required to be given to any director under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. The presence of a director at any meeting shall constitute a waiver of any notice required for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE VII – Records, Accounts and Reports**

- 7.1 Records, Accounts and Reports. The corporation will maintain the following records, accounts and reports at its principal office:

- (a) Minutes of all meetings of the Board of Directors and all Committees, and records of all corporate actions taken by the Board of Directors and all Committees without a meeting;
  - (b) Accounting records of all operations and expenditures of the corporation;
  - (c) Articles of Incorporation, and all amendments and restatements currently in effect;
  - (d) Bylaws, and all amendment and restatements currently in effect;
  - (e) A list of the names and business or home addresses of the Directors and Officers;
  - (f) The last three annual financial statements of the corporation, if any, and the last three accountant's reports, if annual financial statements are reported upon by a public accountant; and
  - (g) The most recent annual report of the corporation delivered to the Secretary of State.
- 7.2 Confidentiality. Except as is necessary to conduct the business of the corporation, the records, accounts and reports of the corporation will be held in confidence by those persons with access to them to the extent such records and reports have not become known to the public.

#### **ARTICLE VIII – Indemnification**

- 8.1 Directors and Officers. The corporation will indemnify its Directors and Officers who are made, or threatened to be made, parties to a proceeding by reason of the fact that the person is or was a Director or Officer of the corporation, for uninsured liability incurred by such persons as a result of such proceedings, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of alleged occurrences of actions or omissions preceding any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment).
- 8.2 Employees and Other Agents. The corporation may indemnify an employee or other agent who is made, or threatened to be made, a party to a proceeding by reason of the fact that the person is or was an employee or agent of the corporation, for uninsured liability incurred by such person as a result of such proceeding.
- 8.3 No Presumption of Bad Faith. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal proceeding, that the person had reasonable cause to believe that its conduct was unlawful.
- 8.4 Insurance. To the fullest extent permitted by the Act, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article VIII or any contract. Any obligation

or authorization of the corporation for payment of indemnity or advancement of expenses to or on behalf of a Director, Officer, employee, or other agent pursuant to any provision in this or other documents will be extinguished to the extent there is enforceable insurance coverage for the same expenses or liabilities. If insurance coverage is disputed, the corporation will advance any expenses and other payments required by this Article VIII upon assignment of the claim against the insurer for failure to provide or pay such amounts.

#### **ARTICLE IX – Distribution of Assets Upon Dissolution**

The assets of the corporation are irrevocably dedicated to charitable and educational purposes, and no part of the assets of the corporation will ever inure to the benefit of any Director, Officer or other individual having a personal or private interest in the activities of the corporation. Upon the dissolution of the corporation, the assets of the corporation remaining after payment, or provision for payment, of all of the debts and liabilities of the corporation will be distributed to one or more organizations selected by the Board of Directors; provided, however, that any such organization must be exempt from taxation under Section 501(c)(3) of the Code at the time of the distribution.

#### **ARTICLE X – Amendments**

These Bylaws may be amended or repealed, in whole or in part, by the affirmative vote of two-thirds of all of the directors then on the Board of Directors at any regular or special meeting called for that purpose, provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all directors.

Adopted \_\_\_\_\_, 2003, by action of the Board of Directors.