

Bylaws of the New Mexico Music Commission Foundation

As adopted by vote of the board on January 9, 2017

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Offices: Article 1

Section 1. Principal Office

The principal office of the corporation is located in Santa Fe County, Santa Fe, N.M., at:

6-B Deans Court, Santa Fe, NM 87508.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws.

The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed, nor require, an amendment of these bylaws.

New address:

Dated:

Section 3. Other

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may from time to time designate.

Nonprofit Purposes: Article 2

Section 1. IRC Section 501C3

This corporation is organized exclusively for one or more of the purposes as specified in Section 501c3 of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501c3 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of the New Mexico Music Commission Foundation are to raise funds and otherwise to advance music education, music heritage and the public appreciation for music projects of the New Mexico Music Commission and, where appropriate, qualifying projects of others.

Directors: Article 3

Section 1. Number

The corporation shall have a minimum of three directors and up to a maximum of twenty-two directors and collectively they shall be known as the board of directors.

One director shall always be the then-serving Executive Director of the New Mexico Music Commission, who shall serve in an *ex officio* capacity, without right to vote.

Section 2. Qualifications

Directors shall be of the age of majority in this state and shall have evidenced a history of commitment to the specific purposes and objectives of the corporation.

No director may simultaneously serve as a Commissioner of the New Mexico Music Commission.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board.

Section 4. Duties

It shall be the duty of the directors to:

4.1 Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

4.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

4.3 Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

4.4 Meet at such times and places as required by these bylaws;

4.5 Register their physical and email addresses with the secretary of the corporation and notices of meetings communicated to them in writing at any such address shall be valid notices thereof.

Section 5. Term of Office

5.1 Each director shall initially be elected to serve a one-year term of office.

5.2 At the conclusion of the initial one-year term, a director may be elected to serve a subsequent two year term of office.

5.3 At the conclusion of the two-year term of office, a director may be elected to serve a subsequent three-year term of office.

5.4 At the conclusion of the three-year term of office, a director must rotate off the board for at least a year, after which the director may be elected to serve subsequent three-year terms of office.

5.5 The provisions of this section do not apply to the ex officio board membership of the Executive Director of the New Mexico Music Commission.

Section 6. Compensation

Directors shall serve without compensation but may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Regular meetings of directors shall be held no less than once every three months in the first week of the quarter or as close thereto as shall be reasonably possible, at such day and time as the directors may specify, and a

meeting agenda formulated by the officers will be supplied to the directors no later than one week prior to such meetings. Directors shall be elected by the board of directors at a regular meeting of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number to be elected to the board. A director must be appointed or reappointed by a majority of a quorum of the board of directors.

Section 9. Special Meetings

Special meetings of the board of directors may be called by one officer together with two board members or by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors;

10.1 Regular meetings. At least one week prior notice shall be given by the secretary of the corporation to each director of each regular meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or email, and shall state the place, date, and time of the meeting and matters proposed to be acted upon at the meeting.

10.2 Special meetings. At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or email, and shall state the place, date, and time of the meeting and matters proposed to be acted upon at the meeting.

10.3 Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver in writing signed by the director, before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of one third of the number of directors, but in no event less than three directors. For these purposes, the *ex officio* New Mexico Music Commission director shall not be counted. Directors participating by conference call or other electronic means shall be counted.

Except as otherwise provided under the articles of incorporation, these bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the president of the board, or, if no such person has been so designated, in his/her absence, the vice president of the board, or in the absence of each of these, by a chairperson chosen by a majority of directors present at the meeting. The secretary shall act as secretary of all meetings of the board provided that in the absence of the secretary, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order or other published protocol as the board may select, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 14. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board, unless the notice specifies a later time

for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the expiration of the director's term, resignation, or removal from office.

Section 15. Nonliability of Directors

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

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance for Corporate Agents

Except as may otherwise be provided under provision of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Officers: Article 4

Section 1. Designation of Officers

The officers of the corporation shall be a president, secretary and treasurer. The board may establish the position of vice president.

Section 2. Qualifications

Officers shall be of the age of majority in this state and shall have evidenced a history of commitment to the specific purposes and objectives of the corporation.

No officer may simultaneously serve as a Commissioner of the New Mexico Music Commission.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until the expiration of the officer's term of service as a member of the board or until the officer resigns or is removed or is otherwise disqualified to serve, or until the officer's successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and the acceptance of such notice shall not be necessary to make it effective. The above provision of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the board of directors.

In the event of a vacancy in any office other than that of president, such

vacancy may be filled temporarily by appointments by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board may determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. The president shall perform all duties incident to the office of president and such other duties as may be required by law, by the articles of incorporation, or by these by laws, or which may be prescribed from time to time by the board of directors.

Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise provided by law, by the articles of incorporation or by these by laws, the president shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

If the position of vice president is adopted by the board, the vice president in the event of the president's inability or refusal to act, shall perform all the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions on the president. The vice president shall have other powers and perform other such duties as may be prescribed by law, by the articles of incorporation, or these bylaws, or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

8.1 Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

8.2 Keep at the principal office of the corporation or at such other place as

the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

8.3 See that all notices are duly given in accordance with the provision of these bylaws or as required by law.

8.4 Be custodian of the records and of the seal of the corporation and affix the seal as authorized by law or the provisions of these bylaws, to duly execute records of the corporation.

8.5 Keep at the principal office of the corporation a membership book containing the names and address of each and any members and, in the case where any membership has terminated, the secretary shall record such fact in the membership book together with the date on which membership has ceased.

8.6 Exhibit at all reasonable times to any director of the corporation, or to the director's agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

8.7 In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or these bylaws, or which may be assigned to the secretary from time to time by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall:

9.1 Have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

9.2 Receive and give receipt for monies and gifts of any type payable to the corporation from any source whatsoever.

9.3 Disburse or cause to be disbursed the funds of the corporation as may be

directed by the board of directors, taking proper vouchers for such disbursements.

9.4 Keep and maintain adequate and correct accounts of the corporation's properties and business transactions including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

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

9.6 Render to the president and directors whenever requested an account of any or all of the treasurer's transactions and of the financial condition of the corporation.

9.7 Prepare or cause to be prepared and certify or cause to be certified, if certification shall be required, the financial statements to be included in any required reports.

9.8 In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to the treasurer from time to time by the board of directors.

Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable as compared with similar services for comparable sized non profit organizations and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Committees: Article 5

Section 1. Executive Committee

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of the officers, the *ex officio* Music Commission Executive Director, and other board members and delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, in between regular meetings of the board and to the extent permitted, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The corporation shall have other such committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are also not board members of the board and shall act in an advisory capacity to the board, without voting authority.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of these bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Execution of Instruments. Deposits and Funds: Article 6.

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and in behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits

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

Section 4. Gifts

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

Corporate Records, Reports, and Seal: Article 7 Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office

1.1 Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, notice given, and the names of persons present and the proceedings thereof.

1.2 Adequate and correct books and records of account, including accounts of properties and business transactions and accounts of assets, liabilities, receipts, disbursements, gains and losses.

1.3 A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

1.4 A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such

person's interest as a member:

4.1 To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

4.2 To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.

4.3 To inspect at any reasonable time the books, records, or minutes of proceedings of the members or the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonable related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

IRC 501c3 Tax Exemption Provisions: Article 8

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501h of the Internal Revenue Code) and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, this corporation shall not carry on any activities not permitted to be carried on:

- a) by a corporation exempt from federal income tax under Section 501c3 of the Internal Revenue Code or
- b) by a corporation, contributions to which are deductible under Section 170c2 of the Internal Revenue Code.

Section 2. Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501c3 of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509a of the Internal Revenue Code, the corporation:

- 1) shall distribute its income for said period at such time and manner as

not to subject it to tax under section 4942 of the Internal Revenue Code;

2) shall not engage in any act of self-dealing as defined in section 4941d of the Internal Revenue Code;

3) shall not retain any excess business holdings as defined in Section 4943c of the Internal Revenue Code;

4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and

5) shall not make any taxable expenditures as defined in section 4945d of the Internal Revenue Code.

Conflict of Interest and Compensation Approval Policies: Article 9

Section 1. Purpose of Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into an arrangement that might benefit the private interest of an officer of the corporation or any "disqualified person" and which might result in a possible "excess benefit transaction," all as defined in the Internal Revenue Code. 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.

Section 2. Definitions

2.1 Interested person. Any director, principal officer, member of a committee with governing board-delegated powers, or any other person who is a "disqualified person" as defined in the Internal Revenue Code, who has a direct or indirect financial interest as defined below, is an interested person.

2.2 Financial interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

2.2.1 An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.

2.2.2 A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

2.2.3 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 and favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 3B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested 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 governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all materials facts, and after any discussion with an interested person, the interested person shall leave the governing board or committee 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.

3.3 Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of and vote on the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing 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 governing 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 or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors 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.

3.4 Violations of the Conflict of Interest Policy. If the governing 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 governing 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.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

4.1 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 taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

4.2 The names of the persons who were present for discussion 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 taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing 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 services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing 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 any committee regarding compensation.

When approving compensation for directors, officers and 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 this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

5.1 The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

5.2 All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to compensation arrangements per the Internal Revenue Code which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person":

5.2.1 is not the person who is the subject of the compensation arrangement, or a family member of such person;

5.2.2 is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement

5.2.3 does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement

5.2.4 has no material financial interest affected by the compensation arrangement

5.2.5 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.

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

5.3.1 compensation levels paid by similarly situated organizations, both taxable and tax- exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar

resources.

5.3.2 the availability of similar services in the geographic area of the organization; 5.3.3 current compensation surveys by independent firms;

5.3.4 actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

5.4 As allowed by IRS Regulation, 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.

5.5 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:

5.5.1 the terms of the compensation arrangement and the date it was approved;

5.5.2 the members of the board or compensation committee who were present during the debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

5.5.3 the comparability data obtained and how it was obtained;

5.5.4 if the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing survives 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;

5.5.5 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 or committee meeting;

5.5.6 any action 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 finding a 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 vote to approve the arrangement).

5.6 The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 90 days after the final actions of the board 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.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

has received a copy of the conflicts of interest policy

has read and understands the policy

has agreed to comply with the policy; and

understands the corporation is charitable 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.

Section 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 reviews, shall at a minimum include the following subjects:

7.1 Whether compensation arrangements are reasonable, based on competent survey information, and the result of arms-length bargaining.

7.2 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, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 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.

Amendment of Bylaws: Article 10

Section 1. Amendment

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

Construction and Terms: Article 11

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the article of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws in the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

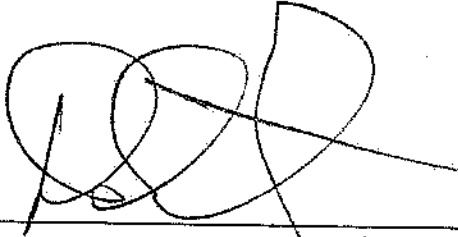
All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time or to corresponding sections of future federal tax code.

ADOPTION OF BYLAWS

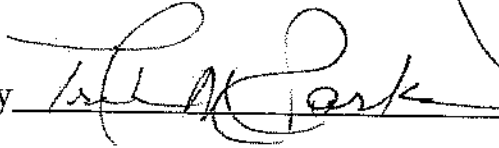
WE the undersign are all of the initial directors or incorporators of this corporation and we consent to and hereby do adopt the foregoing bylaws consisting of XX preceding pages, as the bylaws of this corporation.

Dated: 1/9/17

David Schwartz, President



Trish Parks, Secretary



Ned Jacobs, Treasurer



