

BYLAWS

THE LOUISVILLE ZEN CENTER

Adopted by the Board of Directors on December 29, 2015;

Amended by the Board of Directors on March 1, 2018;

Amended by the Board of Directors on December 29, 2025

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BYLAWS OF THE LOUISVILLE ZEN CENTER, INC

ARTICLE I. NAME

The name of the corporation shall be The Louisville Zen Center, Inc. (the “corporation” or the “Center”).

ARTICLE II. NONPROFIT PURPOSES

A. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

B. Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall be:

1. To foster the teachings of Zen Buddhism, as adapted to Western cultural forms and traditions;
2. To provide training in the disciplines, practices, and devotions of Zen Buddhism;
3. To provide suitable surroundings, instruction, and support for the teaching and practice of Zen Buddhism;
4. To train and develop instructors and fully qualified teachers of Zen Buddhism, both lay and ordained; and
5. To carry out such other activities as nonstock, nonprofit corporations are authorized to conduct under the laws of the Commonwealth of Kentucky.

ARTICLE III. SPIRITUAL DIRECTOR

A. Terminology. For the purposes of these bylaws, the terms “Spiritual Director” and “Guiding Teacher” are used interchangeably and refer to the same leadership role within the organization.

B. Duties. The Spiritual Director directs the spiritual affairs of the Center in alignment with its stated purposes. They may appoint a Head of Zendo as their primary assistant, as well as Instructors to support teaching and other spiritual responsibilities.

The Head of Zendo and Instructors serve at the Spiritual Director’s discretion, though the Board may suspend or remove them in accordance with these bylaws.

If the Spiritual Director is temporarily absent and has not left other instructions, the Head of Zendo—or their designee—will direct the Center’s spiritual affairs.

C. Selection of the Spiritual Director.

1. *Designation of Successor.* Before leaving office—whether due to retirement, resignation, or death—the Guiding Teacher shall name a successor in writing. This designation must be signed, dated, and notarized, and kept securely by the Guiding Teacher. The Guiding Teacher can change or cancel this designation at any time before leaving office, as long as they are not suspended or incapacitated. The Board may invalidate any designation if it's not properly documented or if it's made after the Guiding Teacher is suspended or becomes incapacitated or permanently disabled. A majority vote of the Board is required to take such action.
2. *Selection by Succession Committee.* The Guiding Teacher shall appoint a three-person Succession Committee, whose role is to select a successor if no valid designation exists or the designated successor is unable or unwilling to serve. Committee members serve at the Guiding Teacher’s discretion, unless the Guiding Teacher is suspended or incapacitated. The Guiding Teacher must keep a signed and dated list of committee members with the succession documents. Two members are needed for a quorum.
3. *Selection by Committee of Delegates.* If the Guiding Teacher is removed from office (not due to disability) or would have been removed had they not stepped down, then their designation is void. In such cases—or if the Succession Committee cannot act—the Board will initiate a special meeting or include on the next annual meeting agenda the election of a three-member Committee of Delegates. This committee, chosen from six candidates nominated by the Center’s Directors and Officers, will select the next Guiding Teacher. Two members of the Committee of Delegates are required for a quorum.
4. *Action by the Board of Directors; Acting Administrator.* The Board must confirm that any new Guiding Teacher was properly selected before they can take office. The Board cannot appoint a Guiding Teacher but may appoint an Acting Administrator to handle non-spiritual, administrative duties while a new Guiding Teacher is being selected. The Acting Administrator may not name a successor or appoint Succession Committee members.
5. *Committee Vacancies.* If a Succession Committee member position becomes vacant while there is no Guiding Teacher, the Board will fill the vacancy. Vacancies on the Committee of Delegates are also filled by the Board until the next meeting, when members can elect a replacement using the standard process.

D. Temporary Incapacity of the Spiritual Director. If the Guiding Teacher is temporarily unable to fulfill their duties—and has not left prior instructions—the Board may appoint an

Acting Administrator, as outlined in these bylaws. A majority vote of the Board is required to determine both the onset and the end of the Guiding Teacher's temporary incapacity.

E. Removal or Suspension of the Spiritual Director from Office.

1. *Removal of the Guiding Teacher from Office.* The Guiding Teacher can only be removed by a vote of the Members at a corporate meeting, following a formal recommendation from the Board. Any other attempt to remove the Guiding Teacher is invalid. The Guiding Teacher may not preside over this meeting. Instead, Members will choose a presiding officer from two candidates nominated by a committee of the Center's Directors and Officers. If removal is due to permanent disability, it will be considered a retirement.
2. *Suspension of the Guiding Teacher from Office.* The Board may suspend the Guiding Teacher, subject to review by the Ethics and Advisory Committee and any subsequent vote by the Members. This suspension is separate from any disciplinary actions allowed under these bylaws. During suspension, the Board may appoint an Acting Administrator. However, the Board does not have the power to remove the Guiding Teacher from office.

F. Spiritual Director's Salary. A proposed change to the Guiding Teacher's salary may be added to the agenda of any regular or special Board meeting. If the proposal is not approved, the current salary remains unchanged.

ARTICLE IV. BOARD OF DIRECTORS

A. Terminology. For the purposes of these bylaws, the terms "Board of Directors", "Board", "Directors", and "Trustees" are used interchangeably and refer to the same leadership role within the organization.

B. Duties. The Board of Directors shall set administrative policy and shall ensure that the Center is administered in a fiscally responsible manner that effectively furthers the stated purposes of the Center. The Board of Directors shall oversee and manage all property, finances, and administrative matters of the Center in accordance with its rules, practices, and applicable laws. The Spiritual Director, Officers, and staff must keep the Board of Directors informed of all significant activities and issues affecting the Center.

C. Powers. The Board of Directors shall have all powers implicitly or explicitly vested in it by law, by the Center's Certificate of Incorporation, or by these bylaws, and shall have authority to take any action that the Board of Directors may consider necessary or desirable in the management of the Center's affairs. The Board of Directors shall have authority to resolve any question regarding the interpretation of the articles of incorporation and these bylaws.

- D. Composition, Number, and Term.** The Board shall have three to five directors. The Spiritual Director serves as a voting member ex officio. One director is elected by the Board, and the remaining directors are elected by the members at the annual meeting, held at a time and place set by the Board. Directors serve three-year terms starting April 1 of the year they are elected and continue until their successor is elected and begins their term.
- E. Qualifications; Anti-Nepotism Rule.** At a minimum, directors shall be of the age of majority in this state and must be members of the Center. The parent, child, spouse, or sibling of the Spiritual Director or any Director on the Board of Directors—or of any such relative—may not be elected as a Director or Alternate Director by the Board of Directors or the Spiritual Director.
- F. Nomination.** Any corporate member may propose to the Board of Directors the names of possible nominees. The Board of Directors shall nominate persons deemed qualified to serve on the Board of Directors. The Board of Directors shall nominate a number of candidates equal to twice the number of directors to be elected by vote of the Center's members.
- G. Election.** (1) The Board of Directors-elected director shall be elected in accordance with the voting procedures in these bylaws. (2) Member-elected directors shall be elected by ballot in accordance with the voting procedures in these bylaws. However, if only one person accepts the nomination for a member-elected director position, they may be appointed to a three-year term in accordance with provisions in these bylaws for filling vacancies on the board.
- H. Regular Meetings; Notice.** The Board of Directors shall hold at least two regular meetings each year at the principal office of the Center or at such other place as the directors may determine. Notice of a regular meeting of the Board of Directors shall be given at least one week prior thereto delivered either personally, or by mail, fax, or electronic mail to each director at their address, fax number or electronic mail address as shown by the records of the Center.
- I. Special Meetings; Notice.** Special meetings of the Board of Directors may be called by or at the request of a majority of directors and shall be held at the principal office of the Center or at such other place as the directors may determine. Notice of any special meeting of the Board of Directors shall be given at least one week prior thereto delivered either personally, or by mail, fax, or electronic mail to each director at his/her address, fax number or electronic mail address as shown by the records of the Center.
- J. Waiver of Notice.** A director can choose to give up their right to get a formal notice before a meeting. But if a director comes to the meeting just to say it wasn't properly scheduled and doesn't take part in the meeting, then they haven't given up that right.

- K. Quorum.** A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a motion to adjourn.
- L. 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. No director may vote at any meeting by proxy.
- M. Telecommunications Meetings.** Members of the Board of Directors and members of any committee designed by the Board of Directors may participate in a meeting of such board or committee by means of a telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting
- N. Action without Meeting.** Any action consented to in writing or electronic mail by each and every director shall be valid as if adopted by the Board of Directors at a duly held meeting thereof, provided that such written consent is inserted in the Center's minute book.
- O. 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 of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Center 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.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the Board of Directors 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 of Directors 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 next election of the Board of Directors or until their death, resignation, or removal from office.

- P. Removal.** Directors elected by the Center's members or elected or appointed by the board may be removed upon the affirmative vote of a majority of the members of the board.

Q. Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Center.

ARTICLE V. OFFICERS

A. Composition. The officers of the Center shall be a president, a secretary, and a treasurer. The Center may also have a vice president, one or more assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of president and secretary.

B. Election and Term of Office. Officers of the Center shall be elected annually by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor has been duly elected or appointed.

C. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the board's judgment the best interests of the Center would be served thereby.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

E. Duties of President. The president shall report to the Board of Directors and shall:

1. Perform all duties incident to their office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.
2. Unless another person is specifically appointed as presiding officer of the Board of Directors, the president shall preside at all meetings of the Board of Directors and at all meetings of the members.
3. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the president shall, in the name of the Center, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
4. It is contemplated that the Board of Directors will normally elect the Spiritual Director to the office of president, but the board shall not be required to do so nor shall the Spiritual Director be compelled to serve in the office.

F. Duties of Secretary. The secretary shall report to the Board of Directors and shall:

1. Certify and keep at the principal office of the Center or at such other place as the board may determine, the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Center 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.
3. Ensure that the minutes of meetings of the Center, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of the Center. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of the Center by the later of (1) the next meeting of the board, committee, members, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
5. Be custodian of the records and of the seal of the Center and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Center.
6. Keep at the principal office of the Center or at such other place as the board may determine, a membership list containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership list together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any director or member of the Center, or to their agent or attorney, on request therefor, the bylaws, the membership list, and the minutes of the proceedings of the directors of the Center.
8. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

G. Duties of Treasurer. The treasurer shall report to the Board of Directors and shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Center, and deposit all such funds in the name of the Center in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

2. Receive, and give receipt for, monies due and payable to the Center from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Center as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Center's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any member, director of the Center, or to their agent or attorney, on request therefor.
6. Render to the president and directors, whenever requested, an account of any or all of their transactions as treasurer and of the financial condition of the Center.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
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 Center, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VI. INDEMNIFICATION, INSURANCE, COMPENSATION, CONFLICTS OF INTEREST

- A. Indemnification.** The directors and officers of the Center shall be indemnified by the Center to the fullest extent permissible under the laws of this state.
- B. Liability Insurance.** The Center shall have the authority, but not the obligation, to secure errors and omissions insurance covering its directors and officers.
- C. Compensation.** Directors and officers shall serve without compensation, but may be reimbursed for authorized expenses related to service on the board. Compensation paid by the Center to any director and/or officer of the Center shall be deemed paid to that person solely as compensation for their services rendered to the Center in their capacity other than as a director and/or officer as provided in the Conflict of Interest and Compensation Approval Policy.
- D. Conflicts of Interest.** No director, officer, or committee member shall derive any personal profit or gain, either directly or indirectly, by reason of their office. Each director, officer, and committee member shall disclose to the board any financial or other interest that they may have in a matter pending before the board, and shall refrain from participating in any decision regarding such matter, unless the board – acting without the participation of the

director, officer, or committee member in question – determines that the interest is sufficiently minimal that their participation would not constitute a conflict of interest.

ARTICLE VII. COMMITTEES

- A. General.** The Board of Directors, by resolution adopted by a majority of the entire board, may designate standing or special committees as the board may deem desirable. The presiding officer and members of such committees shall be appointed by the board; however, the Spiritual Director shall be an ex officio voting member of all committees. Each committee of the Board of Directors shall serve at the board's pleasure.
- B. Conduct of Meetings.** Committee meetings shall be conducted in the same manner as meetings of the Board of Directors.
- C. Limitations.** The Board of Directors shall determine the scope and authority of all committees. Committees may not exercise powers reserved to the Board, including amending the bylaws or articles, appointing or removing directors or officers, approving mergers, dissolutions, or asset dispositions, or amending Board-restricted resolutions. Delegation to a committee does not relieve the Board or any director of legal responsibility.

ARTICLE VIII. MEMBERSHIP

Members of the Center are individuals or legal entities admitted in accordance with the Membership Policy and whose membership remains in good standing. The Board of Directors shall establish the rights and obligations of members with respect to financial and other secular matters, while the Spiritual Director shall determine the rights and obligations of members with respect to spiritual matters. The Center shall maintain an up-to-date membership list at its principal office, recording the names, addresses, and any terminations of members. Members shall not be personally liable for the debts, liabilities, or obligations of the Center.

ARTICLE IX. CORPORATE MEETINGS OF MEMBERS

A. Meetings of Members.

1. An annual meeting of the Center's members shall be held at a date, time, and a place to be determined by the Board of Directors. The annual meeting shall elect directors and shall report on the spiritual affairs and the financial condition of the Center. The annual meeting shall also vote upon any other matter properly before the meeting.
2. Special meetings of the Center's members may be convened by the president or by the Board of Directors. Special meetings of the members may also be called, in writing, by members having one-twentieth (1/20) of the votes entitled to be cast at such meeting,

but in no case shall such meeting be called by ten (10) or fewer members. Special meetings of the Center's members shall be held at a date, time, and a place to be determined by the Board of Directors.

B. Agenda. Those and only those matters or questions that have been properly placed on the agenda of an annual or special corporate meeting shall be included on the ballots provided to members; no other matters or questions, except adjournment of the meeting, shall be in order at any corporate meeting, and no vote of a corporate meeting regarding any other matter or question shall have any force or effect. The Board of Directors may place a matter or question on the agenda for a corporate meeting. In addition, members having one-twentieth (1/20) of the votes entitled to be cast at such meeting, but in no case by ten (10) or fewer members, may place a matter or question on the agenda by written demand made upon the Center's secretary at least two months before the date of the meeting. However, the affirmative vote of a majority of the directors shall be required to place the adoption, amendment, or repeal of any bylaw on the agenda for a corporate meeting.

C. Notice. Notice stating the place, day and hour of meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Those and only those matters or questions that have been properly placed on the agenda of the meeting shall be in the notice to members.

D. Quorum. The presence (in person or by proxy) of a majority of the members will constitute a quorum. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a motion to adjourn.

E. Action. The act of the majority of the members eligible to vote at a meeting at which a quorum is present shall be the action adopted except where otherwise required by law or the articles of incorporation or these bylaws. In case of a tie vote, the matter or question proposed shall fail to pass; a tie vote as between two proposed alternatives shall be decided by the presiding officer's toss of a coin.

F. Voting Procedures.

1. Each member shall be entitled to one vote on each matter submitted to a vote of members. No vote regarding any other matter or question shall have any force or effect.
2. A member entitled to vote may vote in person or by proxy executed in writing. Elections may be conducted by mail or by electronic means.

3. In all elections for directors, every member entitled to vote shall not have the right to cumulate their vote by giving one candidate a number of votes equal to their vote multiplied by the number of directors to be elected, or by distributing such votes on the same principle among any number of such candidates.

G. Action by Written Ballot. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Center distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the Center in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Center.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot or by electronic means. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

ARTICLE X. ETHICS AND CONDUCT

All members, members of the Board of Directors, teachers, and Instructors shall uphold ethical standards grounded in the Buddhist Precepts. Complaints of misconduct shall be addressed respectfully, confidentially, and according to the Ethics policy established by the Board of Directors.

ARTICLE XI. FINANCIAL POLICY

- A. Fiscal Year.** The fiscal year of the Center shall be the calendar year.
- B. Contracts.** The Board of Directors may authorize any officer or officers or agents of the Center, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Center, and such authority may be general or may be confined to specific instances.
- C. Checks, Drafts, or Orders.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Center shall be signed by the treasurer or an assistant treasurer and countersigned by the president of the Center or such officers or agents of the Center and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- D. Deposits.** All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies or other depositories as the Board of Directors may select.
- E. Gifts.** The Board of Directors may accept on behalf of the Center any contribution, gift, bequest, or devise for the nonprofit purposes of the Center.

ARTICLE XII. CORPORATE RECORDS AND REPORTS

- A. Maintenance of Corporate Records.** The Center shall keep at its principal office:
1. Minutes of all meetings of directors, committees of the board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 3. A record of its members indicating their names and addresses and the termination date of any membership;
- B. 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 to be so prepared and delivered within the time limits set by law.

ARTICLE XIII. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

- A. Limitations on Activities.** No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as

otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- B. Prohibition Against Private Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or 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.
- C. Distribution of Assets.** The corporation may be dissolved at any time upon the adoption of a resolution to dissolve by a unanimous vote of the full Board of Directors. Upon the adoption of a resolution to dissolve the corporation, the directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation, adopt a plan to distribute the assets of the corporation to an organization having similar purposes that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision, and that qualifies as a public charity under the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the entire Board of Directors provided that:

1. Notice of the proposed amendment(s), including the full text or a summary, is given to all directors at least 30 days prior to the meeting at which the vote will occur.
2. The amendment is consistent with the organization's Articles of Incorporation and applicable laws.
3. If required by law or the organization's structure, final adoption may be subject to approval by the membership.

No amendment shall be made that would affect the nonprofit status of the organization under applicable federal or state law.

ARTICLE XVII. CONSTRUCTION AND TERMS

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

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

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