

BYLAWS
OF
OKLAHOMA DENTAL FOUNDATION
FOR RESEARCH AND EDUCATION



Definitions I

Unless the context clearly requires otherwise, in these bylaws:

- 1.1 “Board” means the Board of Trustees of the Corporation.
- 1.2 “Trustee” means a member of the Board of Trustees of the Corporation.
- 1.3 “Bylaws” means these bylaws as adopted by the Board and includes amendments thereto subsequently adopted by the Board.
- 1.4 “Certificate of Incorporation” means the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently filed.
- 1.5 “Corporation” means Oklahoma Dental Foundation for Research and Education.
- 1.6 “Offices” means the title of an office and refers to the person or persons who at any given time perform the duties of that particular office for the Corporation.
- 1.7 “Electronic transmission” means any form of communication during a meeting where all individuals can hear and respond during such meeting and in which the records from that meeting can be retained, retrieved and reviewed.

Purpose II

2.1 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax 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, or corresponding section of any future federal tax code. Within the requirements set for under Section 501(c)(3) the Corporation may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma.

2.2 More specifically the purpose of the Corporation shall be to educate and instruct the general public regarding proper dental hygiene and oral health information, which would be useful and beneficial to the public or to a community; to educate and instruct dentists and the dental team regarding the latest scientific advancements, developments, techniques and theories in the science of dentistry and to stimulate and create an exchange of scientific information and ideas among dentists; to develop programs and grants to promote dental care to the underserved, indigent, and others in need in Oklahoma; to make grants or gifts of money or property to hospitals, corporations or other public or private institutions or individuals when the same would be consistent with the stated purposes of this Corporation; to undertake and promote studies and research programs in dentistry and allied fields; and to own, acquire, hold and manage, mortgage, lease, and convey such real and personal person property as may be reasonably necessary for the business and objectives of this Corporation.

Location III

3.1 **Principal Office.** The Corporation may locate its principal office in any state as the Board may determine. The Board has full powers and authority to change said principal office from one location to another as the Board may determine, notifying the Internal Revenue Service of such change.

3.2 **Registered Office.** The registered office of the Corporation will be maintained in the state of incorporation and may be, but need not be, identical with the principal office of the Corporation. The Board may change the address of the registered office from time to time, notifying the State of Oklahoma and the Internal Revenue Service of such change.

3.3 **Other Offices.** The Corporation may have offices at such other places as the Board may designate or as the business of the Corporation may require.

Board of Trustees IV

4.1 **Number.** The Board will consist of not less than one (1) and not more than eighteen (18) voting members. A minimum of two thirds of the Board shall consist of Dentists with the remaining members from the general public. Trustees are to be elected by vote of a majority of a quorum of the then authorized number of Trustees. The Board may increase or decrease the number of Trustees, in accordance with requirement specified above, and are entitled to vote thereon at the annual meeting of the Board.

4.2 **Term of Office.** A Trustee shall serve for a term of two years or until the next succeeding annual meeting of the Board. Upon resignation, removal or vacancy of a Trustee, the respective successor shall serve the remainder of the term. Any Trustee may serve two consecutive terms whereby a partial term will be considered as a full term. Any individual whom has served two consecutive terms, resigned or has been removed may be eligible for re-election as a voting Trustee after a period of one year.

4.3 Qualifications. Any person may serve as a Trustee of this Corporation subject to the conditions set forth in Section 4.1 of this Article IV.

4.4 Compensation. Trustees shall serve without compensation except that a reasonable fee may be paid to Trustees for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

4.5 Duties. All corporate powers shall be exercised by the Board of Trustees. The business, property and affairs of the Corporation shall be managed under the direction of the Board. It shall determine the policies governing the administration and operation of the Corporation. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the Corporation.

Duties include but are not limited to the following: 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; supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly. The date and terms of compensation arrangements will be recorded in writing and maintained with the information on which the Board based its decision.

Trustees must meet at such times and places as required by these bylaws and must provide their addresses to the Secretary of the Corporation, and notices of meetings shall be sent to them at such addresses shall be valid notices thereof. Trustees will provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof.

4.6 Meetings. An Annual meeting of the Board for the purpose of election of officers and Trustees of the Corporation and the transaction of any other business coming before such meeting shall be held each year provided a quorum is present. If a quorum of the Board is not present, then such regular annual meeting may be held at such time as shall be fixed by the consent of a majority of the Trustees present. Regular and Special meetings may be called as designated by the Board.

4.7 Voting and Privileges. Each individual Trustee shall have one vote. Routine business shall be transacted by a majority vote of a quorum of the Trustees in attendance. A majority vote of a quorum of the Trustees shall determine all elections and, except when the law or these bylaws require otherwise, a majority vote of a quorum shall determine all other matters. Should the President also be a Trustee, he shall abstain from voting and remain a non voting Trustee. In the event of a stalemate, the President shall cast a vote to break any such stalemate. If a quorum has not been met, and the President is a Trustee, he shall be counted as a voting member to reach quorum yet shall only vote, one vote, in the event of a stalemate.

The Trustees may vote by voice vote on all matters either in person or via electronic transmission. The Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Trustee or proxy holder. However, upon demand by a Trustee entitled to vote, or his proxy, the Trustees shall vote by ballot. In that event,

each ballot shall state the name of the Trustee or proxy voting, the number of votes and such other information as the Corporation may require under the procedure established for the meeting. Trustees present via electronic transmission may send their ballot to the Secretary or, in the absence of the Secretary, to the individual recording the minutes of the meeting, provided that the electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by a voting Trustee. If proper authorization can not be determined the Trustee must mail or fax a signed ballot to the Secretary or, in the absence of the Secretary, to the individual recording the minutes of the meeting within 24 hours of any meeting.

A Trustee may exercise any voting rights by proxy appointed by an instrument in writing, which the Trustee or his authorized attorney-in-fact has subscribed and which the proxy has delivered to the Secretary of the meeting in writing either in person, by mail, or by fax. A proxy may not be delivered via other electronic transmission. A proxy is valid only for the meeting or meetings specified. The attendance at any meeting of a Trustee who previously has given a proxy shall not have the effect of revoking the same unless he notifies the Secretary in writing prior to the voting of the proxy.

For the purpose of determining Trustees entitled to notice of or to vote at any meeting of the Board or any adjournment thereof, or in order to make a determination of the Board for any other proper purpose, the Board or a committee of the Board may fix in advance a date as the record date for any such determination of the Board. However, the Board or a committee of the Board shall not fix such date, in any case, more than thirty (30) days prior to the date of the particular action. If the Board or a committee of the Board does not fix a record date for the determination of Trustees entitled to notice of or to vote at a meeting of Board, the date established in the mailing or electronic transmission of notice shall be the record date to such Trustees. It is the duty and responsibility of the Trustee to notify the Corporation of any address, e-mail, or other change necessary for electronic transmission or mail service to take place.

Any actions taken or approved at any meeting of the Board however called and noticed or wherever held, shall be as valid as though a meeting duly held after regular call and notice took place, if a majority of the then authorized number of Trustees is present and if, of those present a two thirds majority voted and signed a consent in writing setting forth the action taken or approved. The signed consent shall be filed with the corporate records or made a part of the minutes of the meeting. The Secretary or an Assistant Secretary shall give prompt notice of the taking of any corporate action without a meeting to the Trustees who were not present at such meeting.

4.8 Notice of Meetings. Notice by electronic transmission is allowed for all Trustees who have given consent to such notice in writing. Revocation of notice by electronic transmission must be provided in writing to the Corporation.

For any annual or special meeting, notice shall be sent as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. Any regular meeting of the Board will require no notice if the time, date and location of such meetings shall be previously determined by the Board. Trustees not in attendance at the meeting setting forth the dates shall be given the date, time and location of such meetings by the acting Secretary within two (2) business days following the meeting.

If a Trustee does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

4.9 Quorum. A quorum shall consist of forty (40) percent of the current Trustees. In the absence of a quorum, a majority of the Trustees present at any meeting may adjourn the meeting to another place, date or time without further notice. Notice of any meeting adjourned and rescheduled in this manner shall be given as in section 4.9 of this Article IV.

4.10 Nomination. A nominating committee, with a minimum of two members, appointed by the acting Board shall prepare a slate of candidates, including the officers and Board of Trustees. Independent nominations may be made with the prior consent of the nominee.

4.11 Removal or Resignation. Any Trustee whom misses three (3) consecutive meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof. At a meeting following the resignation, the Trustee may be reinstated by a majority vote of a quorum of the Board at the Trustee's request.

Any Trustee of the Corporation may resign at any time by giving written notice to the Board or to the Secretary of the Corporation. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance by the Board. No Trustee may resign if the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of incorporation and upon notice to the Internal Revenue Service.

A two-thirds majority vote of the then authorized number of Trustees may remove any Trustee at any time with or without cause. The Conflict of Interest Policy as set forth in Article VIII applies to reinstatement and removal of a Trustee.

4.12 Newly Created Trusteeships. A nominating committee shall present to the Board candidates for vacancies or newly created Trusteeships. The Board may vote even if a quorum is not met if notice of the meeting has been given to the Trustees. Those elected by the Board shall assume their positions for the duration of the unexpired term.

4.13 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary. Each committee shall have a minimum of two (2) members.

4.14 Procedures. Meetings shall be conducted using the current edition of Sturgis Rules of Order as a procedural guide unless determined otherwise in the Certificate of Incorporation, bylaws, written policy or state law.

Officers V

5.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same individual. The Corporation may also have, at the discretion of the Board, additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed in accordance with the

provisions of Section 5.3 of this Article V. The President may be a member of the Board; provided, however, that the President shall continue to hold office until he has resigned, is removed or his successor has qualified after being appointed or elected notwithstanding an earlier termination of his office as Trustee.

5.2 Appointment. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article V, shall be chosen annually by the Board, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

5.3 Assistant Officers. The Board may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board may from time to time determine.

5.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the affirmative vote of two thirds of the total number of Trustees, at any regular or special meeting thereof or by any officer upon whom such power of removal may be conferred by the Board

Any officer may resign at any time by giving notice to the Board, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment 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 shall determine.

5.6 President. Subject to such powers and duties, if any, as may be assigned by the Board, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Corporation. He shall preside at all meetings of the Board.

5.7 Vice-President. In the absence or disability of the President the Vice-Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice-President designated by the Board, 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 upon the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the bylaws.

5.8 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may order, a book of minutes of all meetings of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board meetings, the number present or represented at meetings, and the proceedings thereof. He shall read such minutes at subsequent meetings of the Board when requested by a Trustee, Executive director or other officer.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation all documents required for inspection by the Internal Revenue Service. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the bylaws or by law.

5.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including an account of its assets, liabilities, receipts, disbursements, gains, losses and contributions. The books of account shall at all reasonable times be open to inspection by any Trustee.

5.10 Executive Director. The Board may hire, as an employee or an independent contractor, an Executive Director who shall serve as an ex-officio member of the Board, manage the daily activities of the Corporation, perform such duties as prescribed by the Board and report to the Board at each meeting.

5.11 Delegation of Duties. In case of the absence or disability of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate, for the time being, the powers or duties, of such officer to any other officer or to any Trustee.

5.12 Contracts. The Board, or any committee thereunto authorized, may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument, and such authority may be general or may be confined to specific instances. Any contract concerning the purchase or sale of real property shall require an affirmative vote of two thirds of the total number of Trustees.

5.13 Indemnity Bonds. The President, Treasurer and Executive Director of the Corporation shall furnish such indemnity bonds with good and sufficient sureties and with such conditions as may be required by the Board, or any public statute and if such bond shall be furnished by a surety company or companies, the premium or premiums on such bond or bonds shall be paid from the monies of the Corporation.

5.14 Term of Office. An officer shall serve for a one year term or until the next succeeding annual meeting of the Board. Upon resignation, removal or vacancy of an officer, the respective successor shall serve the remainder of the term.

Corporate Records and Reports VI

6.1 **Corporate Records.** The Corporation shall make available for public inspection, a copy of its original and amended annual information return for the previous three years. Each information return must be made available from the date it is required to be filed or is actually filed with the amendments, schedules, attachments and supporting documents filed with the Internal Revenue Service.

The Corporation shall make available for public inspection its application for tax-exempt status with the amendments, schedules, attachments and supporting documents filed with the Internal Revenue Service. This does not include material that is required to be withheld from public inspection nor names of contributors.

The annual returns and exemption application must be made available for inspection, upon request and without charge, at the Corporation's principal office and if applicable at the regional or district office. If requested, copies must be mailed within two weeks or if the request is made in person then the copy must be provided on the same business day the request is made unless there are unusual circumstances. The organization may charge for actual mailing fees and/or a reasonable amount for copies.

Trustees shall have the right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties.

6.2 **Periodic Reports.** The Board shall cause any annual or periodic report to be prepared and delivered to the Corporation, the Internal Revenue Service and the state of incorporation.

Indemnification and Insurance VII

7.1 **Indemnification.** The Trustees shall not be personally liable for the debts, liabilities or other obligations of the Corporation. The Trustees and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of incorporation.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action and proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was lawful, except that the Corporation

shall make no indemnification in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

The Corporation shall not indemnify any person in the absence of a court order unless authorized in the specific case upon a determination that the Trustee, officer, employee or agent has not met the applicable standard of conduct. One of the following shall make the determination: the Board, by a majority vote of a quorum of the Trustees not a party to the action, suit or proceeding; or, absent a quorum, at the direction of legal counsel, or other written opinion.

Notwithstanding the other provisions of this Article VII, to the extent that a Trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of and action, suit or proceeding referred to in these bylaws, or in defense of any claim, issue or matter therein, the Corporation shall indemnify him against expenses (including attorney's fees) which he actually and reasonably incurred in the connection therewith.

The Corporation may pay expenses incurred in defending an action or proceeding in advance of the final disposition of such action or proceeding upon delivery to the Board of an undertaking of the indemnity to repay such amount, if the Corporation ultimately determines that it should indemnify him pursuant to the provision of this Article VII.

7.2 Insurance. Upon resolution passed by the Board, the Corporation must purchase and maintain insurance and/or indemnity bonds on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another Corporation or enterprise or as a member of any committee or similar body, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of these bylaws, Certificate of Incorporation or provisions of law.

The Board shall determine if and when other insurance, including but not limited to property, casualty and general liability, is needed and acquire such insurance if so deemed.

Conflict of Interest VIII

8.1 Personal Interest. No Trustee, officer, employee, committee member or person associated with the Corporation shall use his position, or the knowledge gained there from, in such a manner that conflict arises between the interest of the Corporation and his personal interests. No Trustee, officer, employee, committee member or person associated with the Corporation may obtain for themselves, their relatives or their friends, a tangible benefit of any kind from their association with the Corporation. If a Trustee, officer, employee, committee member or a person associated with the Corporation has an interest in a proposed transaction with the Corporation in the form of a personal financial interest in the transaction or in any organization involved in the

transaction, or holds a position as an advisor, trustee, director or officer in any such organization, he must make full disclosure of such interest before any discussion or action upon such transaction. Any Trustee violating this Article VIII may be removed by a majority vote of a quorum of the Board.

8.2 Monies Received. If a Trustee, officer, employee, committee member or any person associated with the Corporation, or a member of that person's immediate family, receives money from, is a major contributor to, or serves as an advisor, trustee, director or officer with an organization which may receive funds from the Corporation, he must make full disclosure of such interest before any discussion or action is taken.

8.3 Voting. Any Trustee, who is aware of a potential conflict of interest with respect to any matter coming before the Corporation, shall first state the conflict before any discussion of, or vote in connection with the matter and then abstain from voting if the conflict relates to him in any way.

Tax Exemption Provisions IX

9.1 Political Interests. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate of public office, including the publishing or distribution of statements. Notwithstanding any other provision of the Certificate of Incorporation or bylaws to the contrary, the Corporation shall not carry on any other activities not permitted a Corporation exempt from federal income tax under Section 501(c)(3) or deductible under Section 170(c)(2) of the Internal Revenue Code or any corresponding section of any future federal tax code. The Corporation shall maintain a record of all expenditures concerning any attempt to influence legislation. Form 5768, Election by an Eligible Section 501(c)(3) Organization to Make Expenditures To Influence Legislation shall remain on file with Internal Revenue Service until an affirmative vote of two thirds of the total number of Trustees elects to revoke such election to influence legislation.

9.2 Dissolution. In the event of the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose.

9.3 Private Inurement. The Corporation is not formed for pecuniary or financial gain. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Trustees or officers or other private person, 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 the Corporation.

9.4 Private Foundation Status. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) 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 4921(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) 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 4945(d) of the Internal Revenue Code.

Miscellaneous X

10.1 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the not for profit purposes of the Corporation. Acceptance of gifts, other than legal tender, must be approved by the Board.

10.2 **Fiscal Year.** The fiscal year of the Corporation shall begin of the first day of January and end on the last day of December. The books of the Corporation shall be balanced and audited as of the last day of December of each year by an internal committee.

10.3 **Members.** This is not a membership organization. Where required the members of the Board shall be considered the members of the Corporation.

10.4 **Amendments.** These bylaws may be amended, altered, changed or repealed by the affirmative vote of two thirds of the total number of Trustees, at any regular or special meeting of the Trustees if notice of the proposed amendment, alteration, change or repeal is contained in the notice of the meeting.

10.5 **Construction and Terms.** If there is any conflict between the provisions of these bylaws and the Certificate of Incorporation of the Corporation, the provision of the Certificate 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 a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTED AND APPROVED this twelfth day of November, 2005 by the undersigned Trustees:

Ray Cohlmia

Linda Lowe

Gayle Dennehy

Jandra Mayer-Ward

Joseph Fallin

Jeff McCormick

Armella Glenn

Glenn Mead

William Goodman

Michael Nelson

Lisa Grimes

Alan Owen

Grace Holden

Robert Shirley

Larry Kiner

William Uraneck

James Lowe

Stephen Young

Stephen Mayer, President