BYLAWS

of

CHRISTIAN OUTREACH FOR AFRICA

As Duly Adopted by the Board of Directors

this 7th day of January, 2016

With Conflict of Interest and Dispute Resolution Policies

PREPARED BY

WAGENMAKER & OBERLY, LLC

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BYLAWS

OF

CHRISTIAN OUTREACH FOR AFRICA

ARTICLE I. DEFINITIONS

The following terms used in these bylaws shall have the meanings set forth below.

1. "Act" means the Illinois General Not for Profit Corporation Act of 1986, as amended.
2. "Corporation" means Christian Outreach for Africa, an Illinois not-for-profit corporation.

ARTICLE II. CORPORATE OFFICES

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE III. CORPORATE PURPOSES

The Corporation shall have such purposes as are now or may hereafter be set forth in the Articles of Incorporation as follows.

The Corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Corporation seeks to promote the Gospel of Jesus Christ through developing U.S. collaborative support for African Christian outreach ministries, including education, job creation, health initiatives, and acts of mercy.

ARTICLE IV. MEMBERSHIP

There shall be no members of the Corporation, and the organization shall be governed by a self-perpetuating Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section A. General Powers

The affairs, business, and all legal matters of the Corporation shall be managed by its Board of Directors.

Section B. Number and Tenure

The Board of Directors shall be composed of three (3) directors and may be increased to eight (8), without amending the bylaws, by a resolution of the Board of Directors. The Board of Directors may from time to time, by amendment of these bylaws, change the minimum and maximum number of directors, but in no case shall the number be less than three (3).

Each director shall hold office for a term of three (3) years unless the Board shall expressly resolve to elect a director for a shorter term. Beginning after the date of the implementation of these bylaws, the first Board election shall provide for staggered terms of office so that approximately one-third of the directors, thereafter, shall be elected at each annual meeting of the Board. Notwithstanding the limitation on the term of office, each such director shall hold office until his or her successor has been elected and qualified. Directors may serve two consecutive terms provided that after any such director serves two consecutive terms, he or she shall be required to leave the Board for a period of one year before being reelected to serve on the Board.

If an Executive Director is employed as the principal business administrator, he/she shall be an ex-officio non-voting director of the Board and shall be considered for purposes of notice but not quorum and shall not be elected for a term of office.

Section C. Qualifications

Those who seek to be directors of the Corporation must personally affirm the Corporation's statement of purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

Section D. Election

Directors shall be elected at the annual meeting of the Board by a majority vote. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

Section E. Fiduciary Duties

Directors are legally required to fulfill the following fiduciary duties to the Corporation:

1. Duty of Diligence. Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as

appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

2. Duty of Loyalty. Directors must always act in the best interests of the Corporation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. Directors shall comply at all times with the Conflict of Interest Policy at Addendum A; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

3. Duty of Obedience. Directors are required to ensure that the Corporation's activities adhere and conform to the charitable purposes set forth in the Corporation's purpose statement at Article III, Section A above; and to utilize the assets of the Corporation for the best interest of the Corporation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.

Section F. Resignation and Removal

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board.

Section G. Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of directors or resignation or termination of a director shall be filled by the Board of Directors as soon as is practicable. A director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section H. Compensation

Directors shall not receive compensation for their services as directors, and they are ordinarily expected to provide financially for their own board-related expenses. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section I. Confidentiality

As part of their fiduciary duties owed to the Corporation, all directors, officers, committee members, and other agents of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including donor and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the

extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section A. Annual Meeting

An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of directors and officers, and for the transaction of such other business as may come before the meeting.

Section B. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Section C. Notice

1. Time. Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

2. Email. Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Corporation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

3. Extraordinary Notice. Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the bylaws or removing a director as required under applicable Illinois law.

4. Waiver. Notice of any meeting of the Board of Directors may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver

of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

Section D. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section E. Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

Section F. Telephone Meeting

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section G. Action without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Corporation's Secretary to be filed in the Corporation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

ARTICLE VII. COMMITTEES

Section A. Appointment of Committees and Committee Members

The Corporation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify (1) the task(s) assigned to the committee; (2) whether or not the committee has authority to act on behalf of the Corporation (see Sections B & C of this Article), and (3) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution. Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

Section B. Committees with Corporate Authority

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority must have two or more directors; a majority of its membership must be directors; and all the committee members shall serve at the pleasure of the Board.

Section C. Committees without Corporate Authority

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and program as well as making recommendations to the Board of Directors or officers for approval. The committees shall not have authority to bind the Corporation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Corporation.

Section D. Committee Meetings

Meetings of any committee may be called by the President of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Article VI, Sections C(2) and C(3).

Section E. Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

Section F. Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Article VI, Sections F and G.

ARTICLE VIII. OFFICERS AND AGENTS

Section A. Officers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. Directors of the Board may simultaneously serve as officers, but directorship shall only be a required qualification for the President and Vice President. The Secretary and Treasurer of the Corporation may or may not be directors.

Section B. Election and Term of Office

The officers of the Corporation shall be elected by the Board for a term of one (1) year at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

Section C. President

The President shall be a director and may serve as the chief executive officer of the Corporation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board. The President may sign documents on behalf of the corporation, as provided below in Article IX. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

Section D. Vice President

If a Vice President is appointed, he or she shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

Section E. Secretary

The Secretary shall: (a) be responsible for the keeping of the minutes of the Board and committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and (d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section F. Treasurer

The treasurer shall: (a) monitor the financial books of the Corporation; (b) keep regular books of account and make them available for inspection at all times to the directors of the Corporation; (c) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and (d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

Section G. Executive Director

If an Executive Director is hired, he or she shall be an officer and shall supervise and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include: (a) carrying out all policies established by the Board; (b) selecting, employing, training, controlling and discharging all other employees of the Corporation; (c) attending all meetings of the Board and committees of the Board; (d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Corporation's mission; and (e) any other duties and responsibilities as may be assigned to him or her by the President or by the Board.

Section H. Delegation of Authority

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

Section I. Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE IX. FINANCIAL POLICIES

Section A. Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

Section B. Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

Section C. Contracts

The President may sign contracts with another officer of the Corporation provided, however, that the Board may authorize him or any other officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, *individually or together*, and such authority may be general or confined to specific instances.

Section D. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section E. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section F. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section G. Gifts

The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section H. Leadership Expenses

Consistent with the Corporation's tax-exempt purpose to collaboratively support African Christian outreach ministries, all volunteer directors and officers are expected to contribute personally for travel and other expenses related to their service to the Corporation.

ARTICLE X. GRANTS DISTRIBUTED OUTSIDE THE UNITED STATES

The Corporation may from time to time, provide grants to organizations and individuals in furtherance of the purposes set forth in Article III, Section A. The following shall govern the Corporation's making of any grants in which the recipient is located outside of the United States.

1. The making of grants and contributions and otherwise rendering financial assistance shall be within the exclusive power of the Board of Directors.

2. The Board of Directors shall review all requests for funds from other organizations and shall require that said requests specify the use to which the funds will be used. If the Board of Directors approves the request, it shall authorize payment of such funds to the approved grantee.

3. The Board of Directors shall require that all grantees furnish a periodic accounting to demonstrate that the funds proved were expended for the purposes, which were approved by the Board of Directors.

4. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes which funds are requested.

5. After the Board of Directors has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall at all times maintain discretion of said funds and shall have the right to withdraw approval of the grant and use the funds for other charitable or educational purposes.

6. The Secretary shall retain reasonably complete financial records of any transaction involving a foreign grant for a minimum of seven (7) years.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any director, officer, or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, or a recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Article if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

ARTICLE XII. CORPORATE LIMITATIONS

Section A. Distributions

The Corporation, being organized exclusively for charitable purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

Section B. Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 set forth in Article III, Section A above.

Section C. Political Activity

No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section D. Other Prohibitions

The Corporation shall not carry on any other activities not permitted to be carried on (1) under the Act or Illinois Charitable Trust Law; (2) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (3) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section E. Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and be engaged in activities substantially similar to those of the dissolving corporation, as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE XIII. MISCELLANEOUS

Section A. Books and Records

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a director, or his agent or attorney, at any reasonable time.

Section B. Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted by a two-thirds majority vote of the directors present at any meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Article VI, Section C herein, and shall identify the persons proposing the amendment.

Section C. Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a two-thirds majority vote of the Board of Directors.

Section D. Conflict of Interest Policy

Attached at Addendum A is the Corporation's Conflict of Interest Policy, which shall govern all actions and decisions by the Corporation's Board of Directors.

Section E. Dispute Resolution Policy

Attached to these Bylaws as Addendum B is the Dispute Resolution Policy, which shall be the policy of the Corporation. Provided, however, that with respect to breaches of confidentiality as required herein, the Corporation may at its option protect its interests through injunctive and other judicial relief available through litigation.

Section F. Seal

The Corporation shall not maintain a corporate seal.

Section G. Inconsistencies with Articles of Incorporation

If any provision of these bylaws is inconsistent with a provision of the Corporation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

Section H. Severability

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected Secretary of Christian Outreach for Africa, an Illinois not for profit corporation, hereby certifies that the attached bylaws were adopted by the official act of the Board of Directors and the same do constitute the bylaws of the Corporation.

Dated this 11th day of January, 2016

Bob Glenn, Secretary

ADDENDUM A. CONFLICT OF INTEREST POLICY

Article I. Purpose

The purpose of this Conflict of Interest Policy is to protect the Corporation and its tax-exempt status when the Corporation is contemplating entering into a transaction or arrangement that involves certain individuals that have a special relationship with the Corporation, either directly or through family or business relationships. The law imposes a fiduciary duty on the Corporation's directors, which carries with it a broad and unbending duty of loyalty to the Corporation. The directors have the responsibility of administering the Corporation's affairs honestly and prudently, and of exercising their best care, skill, and judgment for the Corporation's sole benefit. As such, they shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Corporation or knowledge gained therefrom for improper private benefit. The interests of the Corporation must be the first priority in each director's decisions and actions. This Policy is intended to supplement but not replace applicable laws governing conflicts of interest for nonprofits.

Article II. Definition of Interested Person and Conflict of Interest

A. Interested Person. An "Interested Person" shall include:

1. any director, officer, member of a committee with board-delegated power, or key employee of the Corporation (an employee with decision-making authority);
2. a substantial contributor to the Corporation;
3. any family member of the individuals described above[1]; and
4. any corporation, trust, or other entity in which persons described above hold more than 35 percent of the total combined voting power.

B. Conflict of Interest. A "Conflict of Interest" is any transaction or arrangement involving the Corporation, which directly or indirectly benefits an Interested Person.

Article III. Annual Statements

A. Each director, officer, member of a committee with board-delegated power, or key employees of the Corporation shall annually sign a statement which affirms that such person: (1) has received a copy of this Policy; (2) has read and understands the Policy; (3) has disclosed on the annual statement all known potential Conflicts of Interest that may arise, or have arisen; and (4) agrees to comply with the Policy.

B. The Corporation's Board of Directors shall maintain a record of other known potential Conflicts of Interest that may arise, or have arisen with Interested Persons not otherwise disclosed under Section A of this Article.

Article IV. Procedures for Addressing Conflicts of Interest

A. Loyalty to the Corporation. The Corporation must be careful in undertaking transactions with Interested Persons to ensure that the transaction is in the best interest of the Corporation and that the Interested Person is not receiving an improper private benefit. This may include, but is not limited to, those transactions involving Interested Persons with decision-making authority in the Corporation.

B. Duty to Disclose and Recuse from Discussion and Vote. Interested Persons with decision-making authority in the Corporation have a duty to disclose the existence of a potential Conflict of Interest in any proposed transaction or arrangement under consideration by the Corporation. After disclosure of the interest and all material facts related thereto

[1] A person's family is limited to: (i) Spouse; (ii) Brothers or sisters (by whole or half blood); (iii) Spouses of brothers or sisters (by whole or half blood); (iv) Ancestors; (v) Children; (vi) Grandchildren; (vii) Great grandchildren; and (viii) Spouses of children, grandchildren, and great grandchildren.

by the Interested Person, including any initial questioning by the independent individuals on the board or committee, the Interested Person with the Conflict of Interest shall recuse himself or herself and is not permitted to participate in any discussion or vote, on the transaction or arrangement.

C. Investigation and Due Diligence Analysis. The Corporation has a duty to investigate alternatives to any proposed transaction or arrangements involving Interested Persons to determine whether the proposed action is in the best interest of the Corporation. If appropriate, the chairperson may appoint a disinterested person or committee to perform this investigation. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

D. Decision-Making Process. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the 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 and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

E. Contemporaneous Reporting. The acts taken to comply with this Policy, including the disclosure of the Conflict of Interest, investigation thereafter, explanation of the decision-making process, including the explanation of why the proposed action is or is not in the best interest of the Corporation, and the individuals voting on the proposed transaction, shall be contemporaneously recorded in writing by the Corporation in the minutes of the meeting, together with any comparability data or other supporting documentation.

Article V. Violations of the Conflicts of Interest Policy

If the board or committee has cause to believe that a director, officer, member of a committee, or key employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and provide an opportunity to explain the alleged failure to disclose.

If, after hearing the response and making such further investigation as may be warranted in the circumstances, the independent board or committee determines that he or she has in fact knowingly failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including suspension or removal from his or her position with the Corporation.

Article VI. Compensation and Avoiding Excess Benefits

A. Duty to Recuse for Compensation. An Interested Person who receives compensation, directly or indirectly, from the Corporation for services, whether as an employee or an independent contractor, is precluded from voting on matters pertaining to his/her compensation or any benefits provided by the Corporation to the individual.

B. Review of Compensation Arrangements. All compensation arrangements between the Corporation and an Interested Person shall be reviewed at least every other year by the Corporation to assure that compensation is reasonable and is the result of arms length bargaining. Decisions regarding compensation shall be made only after the Board or an appropriate independent committee examines relevant financial information regarding compensation received by similarly situated individuals for similar services performed. A copy of such relevant comparable financial information, including a description of how the data was obtained, shall be maintained as a part of the records of board or appropriate committee making such compensation decision.

ADDENDUM B. DISPUTE RESOLUTION POLICY

In the event a dispute may arise between directors, officers, executive staff, or committee members regarding any matter under these Bylaws or otherwise affecting the Corporation, and except as specifically provided otherwise in the Corporation's Bylaws regarding confidentiality, the parties to the dispute shall submit the circumstances and issues in dispute for mediation or arbitration as follows.

Article I - Mediation

A. The parties shall promptly retain a mutually-agreed upon neutral mediator. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to effect such a resolution of their dispute.

B. Such mediator shall be retained from a reputable source or organization such as the Center for Conflict Resolution (located in Chicago, Illinois) or JAMS End Dispute.

C. In the event that the parties cannot agree on a mediator, then each party shall select a mediator. The two individually selected mediators shall jointly identify a third mediator, who then will be responsible for facilitating a binding resolution of the parties' dispute at a mutually agreed upon time and place.

D. The mediation shall be conducted in accordance with the rules of the organization from which the mediator who facilitates the parties' dispute is retained. Notwithstanding the foregoing, any and all mediation conferences shall be private and all communications therein confidential unless the parties otherwise agree.

E. The fees and costs of the mediator who facilitates the mediation shall be borne equally by the parties. The fees and costs of any mediator whom a party retains individually shall be borne by that party.

The mediator shall have sole discretion to make the determination that the parties have reached an impasse and no voluntary resolution will be forthcoming.

Article II - Arbitration

If the parties cannot reach a resolution through mediation, and the mediator makes the determination that the parties have reached an impasse and no resolution will be forthcoming, the parties shall submit the matter for arbitration.

A. The parties may agree on a single arbitrator.

B. Alternatively, each party to the dispute shall select an impartial, disinterested person to be part of the arbitration. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered arbitration panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.

C. When the single arbitration or arbitration panel is identified, the matter shall proceed to binding arbitration.

D. Compensation for the arbitration shall be paid equally by the parties.

These methods shall be the sole legal remedy for any controversy or claim arising out of this Agreement. No party shall bring any dispute under these Bylaws to any court of law or chancery except to enforce a mediation agreement or arbitration decision and except as otherwise provided in Section 8.3 of the attached Bylaws ("Dispute Resolution Policy").