

THE BY-LAWS

Read 1/20/09 and 10/21/09

OF

THE BUCKEYE CHRISTIAN SCHOOL ORGANIZATION (BCSO)

Adopted on 5/6/82

Amended on 8/14/97; 8/1/02; 12/04/03; 3/25/10; 10/25/10; 5/7/18 (amending all “BCSA” references to “BCSO” following 2017 merger of the Buckeye Christian School Association

(BCSA) and Christian Schools of Ohio (CSO))

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ARTICLE I

STATEMENTS OF FAITH AND POLICY

Section 1. Statement of Faith. Membership in the Buckeye Christian School Organization is based upon agreement with the following affirmation of faith:

1. We believe that the Bible— the verbal and plenary inspired of God— is infallible and authoritative in every area of faith and life. (II Timothy 3:16-17; II Peter 1:20-21; II Peter 1:3-4)
2. We believe in the eternal existence of one triune God, Father, Son, and Holy Spirit; that this God has revealed Himself and His will for mankind in His Word the Bible. (Psalm 90:2; II Corinthians 13:14; Isaiah 45:18,22; 46:9-10; I Thessalonians 4:1-5; II Peter 1:3-8)
3. We believe that God created man and all things by the power of His Word; that He continues to uphold all things by the word of His power; that the whole creation, both visible and invisible, was created and is sustained for the pleasure and glory of God, Who is Lord of all. (Genesis 1:26-27,31; 2:7; Colossians 1:16-17; Psalm 33:9; Hebrews 1:3; Revelation 4:11; Romans 11:36)
4. We believe in the incarnation, the virgin birth and sinless life of our Lord and Savior Jesus Christ, Who is in one person completely God and completely man, and in Whom both natures exist together, without confusion, change, division, or separation. (Romans 1:3-4; Isaiah 7:14; Matthew 1:23; II Corinthians 5:21; Philippians 2:5-11; Colossians 2:9)
5. We believe that the Lord Jesus Christ, by the shedding of His blood on the cross, is the propitiation for the sins of mankind. (I Peter 1:18-19; I John 2:2; II Corinthians 5:21)

6. We believe in the actual death and burial; the bodily resurrection from the tomb; the physical ascension into heaven and the literal second coming of the Lord Jesus Christ. (I Corinthians 15:3,4; Acts 1:9; I Thessalonians 4:16-17).
7. We believe in salvation by grace through faith upon the merits of the finished work of Jesus Christ, even the new birth through regeneration by the Holy Spirit. (Ephesians 2:8-9; Romans 5:17-19; John 3:3; Titus 3:5)
8. We believe in the eternal salvation of redeemed sinners, according to the immutable promise of God, through the sealing and keeping power of the Holy Spirit and the eternal damnation of unrepentant sinners in the lake of fire. (John 10:28,29; Romans 8:38-39; 11:29; Ephesians 1:13-14; Jude 24.)
9. We believe in the scriptural and historic doctrine of separation of church and state; that the process of education is intrinsically, inherently, and inescapably religious in its philosophy and implementation; that education is therefore properly a ministry of the home and the church but not the state. (Luke 20:25; Acts 5:29; Colossians 2:3; Proverbs 1:7; Deuteronomy 4:9; 6:2,7; Psalm 78:6; Ephesians 6:4; I Timothy 3:15)
10. We believe in personal and ecclesiastical separation from the world system and from brethren that walk disorderly (according to scriptural definitions). We believe in separation from modernism, the Charismatic movement, Pentecostalism, and all organizations and movements that bridge fundamentalism to the ecumenical movement that is the main structure of the apostasy of the last days. (Hebrews 7:26; Romans 12:1-2; II Corinthians 6:17-7:1; II Thessalonians 3:6-7,14-15; I Corinthians 14:21-22,33)

All Scriptures used are cited in the same order in which the doctrinal statements are made.

Section 2. Statement of Policy. The following policy statements identify the stand of the Buckeye Christian School Organization on issues of significance to the work and ministry of this Organization. Agreement with these policy positions is required of those who desire membership in the BCSO.

1. The theme of BCSO is “building and battling,” in the spirit of Nehemiah 4:18. We believe it is appropriate and important for churches to associate for the purposes of mutual edification and collective representation. Seeking to maintain and promote high standards for our young people, and trying to help pay the price of “eternal vigilance” which is the price of freedom are the “building and battling” goals of BCSO.
2. We encourage and promote scriptural standards of excellence and outstanding quality in the operation of Christian schools and other religious organizations.

3. We believe it is appropriate and important for Christians and local churches to seek “to lead a quiet and peaceable life in all godliness and honesty” in matters pertaining to civil government. We believe this is especially true in the areas of morality, family, education, and religious liberty. We believe each of the three institutions of home, church, and state is separate, with some overlap, and all are under God’s sovereignty (Rom. 13:7). We believe civil government is ordained of God and should be obeyed by all Christians: we are law-abiding citizens. When the demands of government and Scriptures conflict, we ought to obey God rather than man (Rom. 13:1 with Acts 5:29). We believe in participating in the civil government process, and we are grateful to God for it. As churches, we believe any participation should be nonpartisan, and consistent with the BCSO Articles of Incorporation.
4. We oppose the state or secular control of Christian schools through a chartering or licensure or secular accreditation of church-related child-care ministries and other ministries or personnel of the local church. The state or secular organizations do not properly control internal affairs of churches or other religious organizations.
5. We believe that the administrations of Christian institutions and ministries are directly responsible to God and not to the state or secular organizations, and that they will be held accountable according to the strictures, commandments, principles, and penalties imposed by the Scriptures.
6. We believe that parents have a primary responsibility in the approval of Christian education ministries, and that this responsibility is vested in them by the Scriptures. The education and training of children is primarily a parental responsibility and secondarily a church responsibility.
7. We believe that as non-chartered schools in the present legal setting, we should not seek governmental aid, such as funds, services, equipment, vouchers, or secular accreditation.
8. We use only the King James version of the Bible for all official BCSO meetings, programs, and other functions.
9. BCSO is the Ohio State affiliate of the American Association of Christian Schools.
10. BCSO maintains dress and music standards. These standards are delineated in the current board-approved athletic and fine arts competition manuals.
11. **ECCLESIASTICAL SEPARATION STATEMENT - BCSO**

Separation is to be practiced by God-fearing people in all areas of life. In this generation particularly, practiced separation is to be in the areas of doctrine, attitude, music, appearance, and organizational alliance. The essence of Biblical

separation has its source in the Person and character of God Himself: "...be ye holy for I am holy" (I Pet. 1:16). Scriptural obedience is the separatist position between the holy and the unholy. Separation is identification with God and the consequent distancing from unholiness (including the world, the flesh, and the devil) which has as its totality (including the end, motive, standard, and essence) the exaltation of the Lord Jesus Christ.

The BCSO theme, "Building and Battling," is appropriate to the separatist position. Accenting the positive, "building," we are to "...keep the unity of the Spirit in the bond of peace" (Eph. 4:3). We count it a privilege to serve together with those who hold the separatist position in contending for the faith! Since BCSO is not a local church, but an association of local churches, our purpose is to complement the conviction of our local separatist churches. We say with the Psalmist, "...how good and how pleasant it is for brethren to dwell together in unity" (Ps. 133:1).

The "battling" part of our theme contains that truth of utmost importance that we "...have no fellowship with the unfruitful works of darkness, but rather reprove them" (Eph. 5:11). "Brotherly charity should not be used as an excuse to neglect doctrinal purity." We, as a separatist association, stand not only against the blatant liberal apostasy, but against the groups who compromise with, gravitate toward, and accommodate the unbelieving liberals by their non-separatist position. These include the ecumenical "groups," such as apostate Protestantism and Romanism, along with the charismatics who seek an unscriptural unity.

The areas of special concern in ecclesiastical separation to the Biblical separatist are the so-called "Evangelicals," the "New-Evangelicals," and the "Pseudo-Fundamentalists" whose compromising feet are moving toward the unbelieving liberal camp. These are those with whom we are not to fellowship, but we are to reprove such compromise militantly with meekness (I Pet. 3:15 and Eph. 5:11).

In any type of fellowship, obedience to the scripture is the final basis for fellowship. None of the following is the ultimate basis for "unity of the brethren": whether or not folk are believers, whether or not souls might be saved, whether or not we might have more "clout," or whether or not we might have what some falsely call "love."

ARTICLE II

DEFINITIONS

Section 1. Throughout the Articles of Incorporation and the By-Laws of the Buckeye Christian School Organization, several terms are used which should be understood according to the definition here presented. These definitions will be used exclusively in the interpretation of these documents and in the operation of the Buckeye Christian School Organization.

Section 2. Association. An organization of entities with a common purpose, shared goals, and common interests; as used in the BCSO Article of Incorporation and By-Laws, the term “Association” may be understood by the synonym “fellowship.”

Section 3. Member. A Member is a church which follows the procedures and meets the requirements set forth in Article III; but, this Association does, and shall at all times, recognize the independence and autonomy of the local church. Membership (or fellowship) in BCSO does not and shall not in any way violate this scriptural principle. The Association does not, and shall not, exercise any control over the internal affairs and operations of its Members. Membership in BCSO is determined by the Statements of Faith and Policy set forth in Article I. These statements are not intended to control the internal affairs of any church or church-school; they are presented to insure that only those of like precious faith and like standards seek fellowship in this Organization. The membership application procedure also aids the accomplishment of this goal.

Section 4. Supporters. Supporters are churches, individuals, or other Christian organizations which support BCSO regularly, at or above the levels of contribution established by the BCSO Board of Directors.

Section 5. Acronym. The official abbreviation for the Buckeye Christian School Organization

is “BCSO,” written without punctuation between the letters. Wherever this acronym is used in the literature of the Association, it stands in place of the full name.

ARTICLE III

MEMBERS AND MEETINGS OF MEMBERS

Section 1. Responsibilities and Privileges of Members. Members shall consist of churches (represented by the individual or individuals designated by the church) (1) which have completed the procedures for application set forth in Article III, Section 2; (2) which have been accepted into membership by the BCSO Board of Directors; (3) which have annually signed statements of agreement with the Articles of Faith and Policy set forth in Article I; and, (4) whose BCSO membership fees are paid-to-date. Members are eligible to participate in the activities, programs, and benefits of the corporation, and to receive all services provided by the corporation to its members. Only Members are entitled to vote at the business meetings of the corporation.

Section 2. New Members. Churches and individuals may make written application for membership or supporting membership in the Buckeye Christian School Organization, on forms provided by the Organization for this purpose. All applications will be considered by the Board of Directors at a regular or specially-called meeting of the Board. Applicants for membership will be asked to sign a copy of the Statement of Faith and Statement of Policy of BCSO, thus indicating their agreement with these Statements. All applicants for regular membership will be invited and expected to send a representative or representatives to meet with the BCSO Board of Directors, at a time mutually convenient, to discuss their agreement with the Statement of Faith and Statement of Policy, as well as to meet and fellowship with the Board. The Board of Directors will vote upon each application, and is the sole determiner for the acceptance of new Members. First year Members are provisional members with full responsibilities and privileges. At the end of that first year, the provisional Member will meet with the BCSO Board of Directors for a mutual review.

Section 3. Rights of Members. The right of a Member to vote and all of his rights, titles, and interests in and/or to the corporation shall cease upon the termination of his membership. Membership may be terminated if dues are in arrears. No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

Section 4. Resignation of Members. Any Member may resign from the corporation by submitting a written resignation to the principal office of the corporation.

Section 5. The Annual Corporate Business Meeting. There shall be an annual meeting of Members to elect Directors; receive reports on the fiscal standing, operations, and achievements of the corporation; and to conduct all necessary business. The date of this meeting shall be established by the Board of Directors, and notice of the meeting shall be sent to all Members.

Section 6. Notice of the Annual Corporate Business Meeting. Notice of the time, place, and purpose of the BCSO annual Corporate Business Meeting shall be served, either personally or by mail, not less than ten nor more than forty days before the meeting upon each Member who appears on the books of the corporation as a Member at his address as it appears on the books of the

corporation. If sent by mail, such notice shall be sent to the Member's last known address.

Section 7. Special Meetings for Members. Special meeting of the Members, other than those regulated by statute, may be called at any time by the President, Vice-President, Executive Vice-President, or by two Directors; and must be called by the President or Secretary upon receipt of the written request of one-third of the Members of the corporation.

Section 8. Notice of Special Meetings. Notice of a special meeting, stating the time, place, and purpose or purposes thereof, shall be served personally or by mail upon each Member residing within the United States, not less than five nor more than forty days before such a meeting in the same manner provided for the calling of the Annual Corporate Business Meeting.

Section 9. Quorum. At any meeting of the Members of the corporation those Members present shall constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the Members present at any meeting shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws.

Section 10. Voting. At every meeting of the Members, each Member shall be entitled to vote. Each Member shall automatically be entitled to one vote, if a representative is present. Each Member may also be accorded a second vote, provided that a second representative from the Member church-school is present, and that the second vote is registered with the Secretary at the time of the calling of the roll. No Member may cast more than two votes on any question. The vote for Directors and, upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. All questions decided and all elections shall be made by a majority vote of the Members present.

Section 11. Removal of Members, Director, or Officer. Any Member, Director, or Officer may be removed from membership or from office by an affirmative vote of two-thirds of the membership present at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, for a demonstrated disagreement with its Statements of Faith and Policy, or for refusal to render reasonable assistance in carrying out its purposes. Any such Member, Director, or Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

Section 12. Compensation and Expense. Members shall not receive any stated salary for their services. The Board of Directors shall have the power in its discretion to contract for and to pay to Members rendering unusual or special services to the corporation special compensation appropriate to the value of such services.

ARTICLE IV

SUPPORTERS

Section 1. Responsibilities and Privileges of Supporters. The Board of Directors of BCSO shall establish a monthly or yearly fee or fees for Supporters. The Supporters of the corporation shall consist of those churches, individuals, and organizations which contribute on a monthly or yearly basis at least the amount of the Supporters contribution. The Board may establish various categories of Supporters according to levels of contributions. Supporters are eligible to participate in the activities, programs, benefits, and service of the corporation except that they may not vote, nor have their young people participate in conventions or tournaments.

Section 2. Notices and Meetings. Supporters of the BCSO shall be entitled to attend all meetings which a Member of the corporation may attend. All matters of notice in regard to any meeting shall be the same as previously set forth herein for notice to Members.

Section 3. Voting and Advising. Supporters of BCSO are not accorded a vote in BCSO business meetings, but suggestions from Supporters are gratefully received, and will be given due consideration by the Board of Directors. Supporters may render such advice as they believe will be helpful to the corporation or the carrying out of its purposes, on any matter of concern to them and the corporation.

ARTICLE V

INFORMATION SERVICES

Churches, organizations, and individuals wanting only the informational services provided by BCSO may subscribe at a level of contribution established by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Duties of the Board. The control and management of the policies, programs, business, and property of the corporation shall be vested in the Board of Directors of the Buckeye Christian School Organization.

Section 2. Number of Directors and Composition of the Board. The BCSO Board of Directors shall have twelve (12) members, at least six (6) of whom are male pastors or male ordained ministers. The remaining members of the Board of Directors may be male administrators or male principals of Christian schools. All Directors must represent Member churches or church-schools. Each member (church) represented on the Board of Directors is to select a representative to serve on the Advisory Board which meets with the Board of Directors at the regular Directors' meetings. BCSO Advisory Board members are non-voting; otherwise, they are full participants. (Regular Directors' meetings do not include Executive Sessions.)

Section 3. Election, Term of Office, and Staggering of Terms. Directors shall be elected during the BCSO Annual Corporate Business Meeting, shall serve for a term of three years, and shall hold their office until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. Three or more Directors shall be elected each year so that all vacancies on the Board are filled. The nine original Directors shall assign terms of office, in a manner selected by them, so that three Directors serve for one year, three others serve for two years, and the final three serve for three years (except that the Executive Vice-President shall be a permanent Director), thus providing for a staggered election of Board members in subsequent years. Directors elected subsequent to the original Board shall be elected by the majority vote of those Members present at the BCSO Annual Corporate Business Meeting. Voting for Directors shall be by secret ballot, and must be made in person. No proxy votes are cast in meetings of the Buckeye Christian School Organization. The number of Members of the Buckeye Christian School Organization which are present shall constitute a quorum for the purpose of electing Directors. Directors are expected to attend the (whole) meetings of the Board (see Article VII, Section 9).

Section 4. Qualifications for the Office of Director. Nominees for the office of Director of Buckeye Christian School Organization must meet all of the following qualifications:

- A. a personal testimony of salvation by faith and a life consistent with Biblical standards;
- B. acceptance of the Statement of Faith and the Statement of Policy of BCSO without reservation;
- C. a church affiliation in which the church and the church's school, if any, reflects high spiritual and academic standards; and
- D. a church affiliation in which the church and the church's school, if any, has no licensed (chartered) ministries; and which is not a recipient of governmental aid in the form of funds, services, equipment, vouchers, or secular accreditation.

Section 5. Procedure for Nomination and Election of Directors.

- A. Ninety days prior to election. A nominating committee shall be appointed by the Board of Directors at least ninety days prior to the Annual Corporate Business Meeting. The nominating committee shall be composed of Members of the Buckeye Christian School Organization, and shall number at least five members on the committee, of whom are at least three members of the committee being current Directors of BCSO whose terms as Director are not due to expire as of the next election. In the selection of members for the nominating committee, the Board of Directors shall seek the appointment of those who, insofar as possible, will equally represent the various regions of the state.
- B. Sixty days prior to the election, any Member of the Buckeye Christian School Organization may nominate a candidate, or candidates, for the office of Director, but all nominations must be made in writing, and must be received at the principal office

of the corporation at least sixty (60) days prior to the Annual Corporate Business Meeting in order to receive the consideration of the nominating committee.

- C. Thirty days prior to the election. The nominating committee shall make its own nominations for the vacancies on the Board of Directors, and shall consider all written nominations received from Members by the deadline stated in paragraph B., above. After deliberating on all the choices for nomination, the nominating committee shall select a tentative slate of candidates, and this tentative slate shall be submitted to the Board of Director, for the qualification of the candidates, no later than thirty days before the Annual Corporate Business Meeting.
- D. Qualification of Candidates. After receiving the tentative slate of candidates, the Board of Directors shall meet with each new candidate for the purpose of interviewing him, of ascertaining his understanding of, and agreement with the BCSO Statements of Faith and Policy, and of discerning his aptitude and attitude for the requirements of the position of Director. Each candidate who, in the majority opinion of the Board of Directors, successfully passes this “qualification” process shall have his name placed on the final slate of candidates, and shall be so notified. Any candidates who are disqualified by this process shall not be listed on the final slate of candidates, and shall be so notified prior to the Annual Corporate Business Meeting.
- E. Voting procedures. The final slate of qualified candidates for the office of Director shall be presented to the Members at the Annual Corporate Business Meeting. Tellers shall be appointed by the President or the Chairman of the meeting, and all voting shall be done by secret ballot. Each voter may vote for a number of candidates equal to the number of vacancies on the Board of Directors. A majority vote of those Members present at the meeting shall be required to elect a Director to fill each vacant position on the Board. Successive ballots may be cast until all vacancies have been filled. All voting for the election of Directors shall be done in person; there is no provision for voting by proxy.

Section 6. Resignation of Directors. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Vacancies. Any vacancy in the Board of Directors which occurs during the year may be filled for the unexpired portion of the term by the Director then serving. Any Director so elected shall hold office until the next BCSO Annual Corporate Business Meeting at which time he may be reelected by the Members, or until the qualification and election of his successor.

Section 8. Annual Meeting. Immediately after each BCSO Annual Corporate Business Meeting, the Directors may meet forthwith at the principal office of the corporation, or at the site of the election, or at an agreed-upon site for the purposes of organization, the election of officers, and the transaction of other business. No prior notice of such meeting shall be required to be given.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by him upon the written request of one-third of the membership of

the Board of Directors.

Section 10. Notice of Meetings. Notice of all Directors' meetings shall be given by mailing the same at least three days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Any business may be transacted at any Directors' meeting.

Section 11. Chairman. At all meetings of the Board of Directors the President or Vice-President, or in their absence a chairman chosen by the Directors present, shall preside.

Section 12. Quorum. At all meetings of the Board of Directors the number of Directors present shall be sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the By-Laws.

Section 13. Contracts and Services. The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contract, enter transaction, or otherwise act for and on behalf of the corporation notwithstanding that they may also be acting as individuals, or as trustees or trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or Officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the corporation's use or application of Incorporation of its funds for private benefit; and provided further that no contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

Section 14. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in his discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 15. Power. All the corporate powers, except such as are otherwise provided for in these By-Laws, of the State of Ohio, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the corporation such powers as they may see fit.

ARTICLE VII

OFFICERS

Section 1. Number. The Officers of the corporation shall be the President, Vice-President, Secretary, Treasurer, and Executive Vice-President (otherwise known as Executive Director—10/21/04 minutes). The offices of Secretary and Treasurer may be held by the same person. Such other Officers with such powers and duties not inconsistent with these By-Laws may be appointed and determined by the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. All Officers shall be elected annually by the Board of Directors from among their number, at the first meeting of the Board of Directors after the BCSO Annual Corporate Business Meeting. All elections shall be by secret ballot.

Section 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office may elect an Officer to fill such vacancy; and the Officer so elected shall hold office and serve until the first meeting of the Board of Directors after the BCSO Annual Corporate Business Meeting next succeeding and until the election and qualification of his successor.

Section 4. President. The President shall preside at all meetings of Members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 5. Vice-President and Executive Vice-President. At the request of the President, or in the event of his absence or disability, the Vice-President and Executive Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President and Executive Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to them by the Board of Directors. The Executive Vice-President shall have all the privileges accorded to regular Members, and shall be a permanent member of the Board of Directors as long as he is retained as the Executive Vice-President.

Section 6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. He shall attend and keep the minutes of all the meetings of the Board of Directors and Members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all Members of the corporation, showing their place of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice-Presidents, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. He shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He

may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the corporation checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other Officer or Officers if any, as shall be designated by the Board of Directors, he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other Officer or agent of the corporation. He shall make such payments as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director or Member on application at the offices of the corporation. He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 8. Salaries. The salaries of all Officers shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any Officer is a Member of the corporation or a Director shall not preclude him from receiving a salary or from voting on the resolution providing for the same.

Section 9. Removal of Officers and Directors. Any Officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for the purpose: for nonfeasance, malfeasance, or misfeasance; for conduct detrimental to the interests of the corporation; for lack of sympathy with its objects; for lack of agreement with its Statements of Faith or Policy; for failure to attend Board of Directors meetings; or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VIII

VOTING UPON STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall commence on August 1 of each year and end on July 31 of the following year.

ARTICLE X

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Members, Director, Officer, employee, member of a committee, person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All Members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to charitable, religious, scientific, literary, educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or they may hereafter be amended.

ARTICLE XI

INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

AMENDMENTS

Section 1. By Directors. The Board of Directors shall have power to make, alter, amend, and repeal the By-Laws of the corporation by the affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All By-Laws made by the Board of Directors may be altered, amended, or repealed by the Members.

Section 2. By Members. The By-Laws may be altered, amended, or repealed at any meeting of Members of the corporation by a majority vote of all the Members present provided that the proposed action is inserted in the notice of such meeting.

ARTICLE XIII

PARLIAMENTARY PROCEDURES

The parliamentary procedures set forth in the most recent edition of Robert's Rules of Order will be the parliamentary authority, and will be followed at all Members' meetings of the corporation and at all meetings of the Board of Directors.

ARTICLE XIV

EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Member, Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.