



Circlewood Board Meeting

April 20, 2020

10:00 – 1:00

10:00 – Gather

Check-in

Opening prayer – *Glenn*

Overview of the meeting – *James*

10:30 – Administrative items

Action: Approve 2-21 Meeting Minutes – *Glenn*

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Discussion: Coronavirus impact on Circlewood

Page 3

Action: Officer position changes – *Glenn*

Louise from Treasurer to Secretary

Forrest from Secretary

New Treasurer

Action: By-laws changes

Pages 16-20

Financial Report – *Louise*

Resource Dashboard

Pages 4-5

Budget Year to Date

Pages 6-8

Balance Sheet

Pages 9-10

11:15 – Mission and Ministry Items

OSKR Updates - *James*

Pages 11-13

Discussion: Promoting the Earthkeepers Podcast - *Forrest*

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Discussion: Expanding Forrest's Role - *James*

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12:00 - Next Steps

Action: Review Assignments – *Forrest*

Check-in - What feelings/insights/questions do you have as we close?

Pray and Adjourn

Next Meeting – Board Retreat, July 17-19

Circlewood Board Meeting Minutes
February 21, 2020
15022 Bel Red Road, Bellevue WA

Present: Louise Conner, Beth Knox, James Amadon, Glenn Palmberg, Tim Hedberg, Tom Ruebel, Forrest Inslee, Lenore Three Stars, Mike Holmgren

4:00pm – Meeting was started

- Minutes from 12-2-19 meeting were unanimously approved.

- Updated 2020 budget was unanimously approved.

- Discussion was had around postponing officially changing organizational name. It was determined that no official decision was needed to postpone. James would bring update to next meeting.

4:30pm – Meeting adjourned.



Strategy Discussion Guide for the Board April 20, 2020

Coronavirus Impact on Circlewood

The ripple effects of the Coronavirus are being felt across the not-for-profit world. It is wise for the Board to understand the current and potential impact on Circlewood, so that we will be prepared to make good decisions together as the future unfolds.

Impact on Circlewood so far:

- Cancellation of 1 speaking event and 1 teaching event. May 30 event doubtful.
- Delay of fundraising activities.
- Opportunity to focus on developing online endeavors: podcast, blog, courses, etc.
- Filled out application for Payroll Protection Program (\$8900).
- Lots of Zoom meetings!
- Podcast creating special mini-episodes

Potential impact:

- Camano Development
 - Possible depressed timber prices for our late summer/early fall harvest.
 - Unknown impact on county approval processes (could be positive or negative)
- Resource impacts
 - Current donors needing to take a break/end their support.
 - Foundations may be focused on recovery/support of existing partners, less on funding new endeavors.
 - Payroll Protection Program funds not guaranteed.
 - Opportunity to develop business partnership ideas.
- Program impacts
 - Summer programs may not happen: Gathering on Camano; Wilderness Trip
 - Longer restrictions on in-person gatherings.
 - Opportunity to expand online platforms and offerings.
 - Opportunity to focus on long-term planning.

Strategic Questions for the Board

1. What are the key concerns for the next 3-6 months?
2. What are the key opportunities for the next 3-6 months?

Resource Dashboard

	2020 Objectives	2020 Q1	2019 Q1	2019 Total
Circlewood Friends: Donor Perfect Contacts	500	347	247	336
Circlewood Friends: FB Followers	300	201		189
Circlewood Supporters: One-time Givers \$10 - \$1000	40	1		29
Circlewood Supporters: One-time Gift Total	\$24,500	\$100		\$17,800
Circlewood Sustainers: Recurring Givers \$100 - \$1000/yr	40	16		19
Circlewood Sustainers: Recurring Gift Total	\$17,000	\$2100		\$8072
Circlewood Stewards: One-time Donors \$1000+/year	8			4
Circlewood Stewards: One-time Gift Total	\$260,000			\$60,500
Circlewood Stewards: Recurring Donors \$1000+/year	15	10		13
Circlewood Stewards: Major Donors Gift Total	\$70,000	\$15,500		\$96,500
New Givers	38	1	1	21
Total Givers	103	30	23	60
Foundations	0			\$0
Corporate Partners	\$5000			\$850
Corporate paid vol. hrs.	190 hrs / \$4750			16 hrs / \$400
Program Revenue	\$3500	\$1080		\$2890
Product Revenue	\$60,000	\$3		\$105
Total Giving/Revenue	\$445,000	\$20,700	\$20,000	\$185,850
Net Income		(16,360)	\$160	\$98,500

Other Dashboard Data

	2020 Objectives	2020 Q1	2019 Q1	2019 Total
Volunteer Hours		239	76	640
Website Visitors/month		67/month	47/month	72/month avg.
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James' Work Miles		754	N/A	1678
James' Work Hours/week		31.4 hrs/wk	N/A	27.3 hrs/wk
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Podcast Downloads		47	N/A	N/A
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Circlewood

BUDGET VS. ACTUALS: CIRCLEWOOD OPERATING BUDGET 2020 - FY20 P&L

January - March, 2020

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Income				
ACTIVITY REVENUE				
Forest Income	1,078.35	15,000.00	-13,921.65	7.19 %
Other Program Income		1,500.00	-1,500.00	
Podcast Income		500.01	-500.01	
Publication Income	15.71	37.50	-21.79	41.89 %
Total ACTIVITY REVENUE	1,094.06	17,037.51	-15,943.45	6.42 %
Other Income		37.50	-37.50	
SUPPORT				
Donor Gifts				
Camano Island Coffee Roasters Income		62.49	-62.49	
Cash	19,641.25	41,424.51	-21,783.26	47.41 %
Forest Stewardship		624.99	-624.99	
Total Donor Gifts	19,641.25	42,111.99	-22,470.74	46.64 %
Total SUPPORT	19,641.25	42,111.99	-22,470.74	46.64 %
Total Income	\$20,735.31	\$59,187.00	\$ -38,451.69	35.03 %
GROSS PROFIT	\$20,735.31	\$59,187.00	\$ -38,451.69	35.03 %
Expenses				
ADMINISTRATIVE				
Administrative Assistant	1,100.00	1,000.00	100.00	110.00 %
Bank Charges & Fees		24.99	-24.99	
Cedarstone	7,997.07	11,250.00	-3,252.93	71.09 %
Costs of Publications		12.51	-12.51	
Legal & Professional Services	2,000.00	124.98	1,875.02	1,600.26 %
Liability Insurance		312.51	-312.51	
Licenses & Fees		24.99	-24.99	
Office Supplies	65.83	75.00	-9.17	87.77 %
Password Management	52.90	8.76	44.14	603.88 %
Payroll Processing Cost	148.53	150.00	-1.47	99.02 %
Postage		62.49	-62.49	
Software Subscriptions		37.50	-37.50	
State Registrations	20.00	62.49	-42.49	32.01 %
Telecommunications	57.30	60.00	-2.70	95.50 %
Total ADMINISTRATIVE	11,441.63	13,206.22	-1,764.59	86.64 %
BOARD EXPENSES				
Meetings	777.06	300.00	477.06	259.02 %
Reimbursement	151.18	62.49	88.69	241.93 %
Total BOARD EXPENSES	928.24	362.49	565.75	256.07 %
CAMANO LAND AND DEVELOPMENT				
Camano--Maintenance	34.98	125.01	-90.03	27.98 %
Camano--Property Taxes		1,956.51	-1,956.51	

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Total CAMANO LAND AND DEVELOPMENT	34.98	2,081.52	-2,046.54	1.68 %
COMMUNICATION				
Marketing Materials		125.01	-125.01	
Newsletter		60.00	-60.00	
Website	449.68	150.00	299.68	299.79 %
Total COMMUNICATION	449.68	335.01	114.67	134.23 %
FUNDRAISING				
Cost of Fundraising	406.37	1,250.01	-843.64	32.51 %
Donor Perfect	429.64	480.00	-50.36	89.51 %
Merchant Fees	59.40	125.01	-65.61	47.52 %
Total FUNDRAISING	895.41	1,855.02	-959.61	48.27 %
PROGRAM				
CAMANO PROGRAMS				
Camano Program Expense		750.00	-750.00	
Forest Stewardship	2,409.34	9,999.99	-7,590.65	24.09 %
Total CAMANO PROGRAMS	2,409.34	10,749.99	-8,340.65	22.41 %
OTHER PROGRAM EXPENSES		1,125.00	-1,125.00	
OUTREACH PROGRAMS				
Blog Expenses		125.01	-125.01	
Events, meetings, conferences		125.01	-125.01	
Fuller Class Expenses	500.00	125.01	374.99	399.97 %
Podcast Expenses	533.42	1,250.01	-716.59	42.67 %
Podcast Producer	6,666.68	5,000.01	1,666.67	133.33 %
Total OUTREACH PROGRAMS	7,700.10	6,625.05	1,075.05	116.23 %
Total PROGRAM	10,109.44	18,500.04	-8,390.60	54.65 %
STAFF EXPENSES				
Executive Director Mileage Reimbursement	444.28	600.00	-155.72	74.05 %
Executive Director Salary	11,499.99	11,499.99	0.00	100.00 %
Executive Director Work Expenses	232.04	249.99	-17.95	92.82 %
Intern		500.01	-500.01	
Reimbursement for Taxes--WA Family & Medical Leave	19.42	29.25	-9.83	66.39 %
Taxes--Medicare	182.70	168.75	13.95	108.27 %
Taxes--Social Security	781.20	725.01	56.19	107.75 %
Taxes--Washington Employment Administration Fund	3.78	3.75	0.03	100.80 %
Taxes--Washington Unemployment Insurance	12.59	12.51	0.08	100.64 %
Taxes--Workmans Compensation	64.62	57.51	7.11	112.36 %
Total STAFF EXPENSES	13,240.62	13,846.77	-606.15	95.62 %
Total Expenses	\$37,100.00	\$50,187.07	\$ -13,087.07	73.92 %
NET OPERATING INCOME	\$ -16,364.69	\$8,999.93	\$ -25,364.62	-181.83 %
Other Expenses				
OTHER EXPENSE		7,500.00	-7,500.00	
Total Other Expenses	\$0.00	\$7,500.00	\$ -7,500.00	0.00 %
NET OTHER INCOME	\$0.00	\$ -7,500.00	\$7,500.00	0.00 %
NET INCOME	\$ -16,364.69	\$1,499.93	\$ -17,864.62	-1,091.03 %

Circlewood

BUDGET VS. ACTUALS: CIRCLEWOOD PROJECT BUDGET 2020 - FY20 P&L

January - March, 2020

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Income				
PROJECT FUNDS				
Existing Funds		30,200.00	-30,200.00	
Total PROJECT FUNDS		30,200.00	-30,200.00	
Total Income	\$0.00	\$30,200.00	\$ -30,200.00	0.00%
GROSS PROFIT	\$0.00	\$30,200.00	\$ -30,200.00	0.00 %
Expenses				
PROJECT EXPENSES				
Architect Fees	1,288.83	1,749.99	-461.16	73.65 %
Civil Engineering		1,250.01	-1,250.01	
County Fees		249.99	-249.99	
Site Security		2,499.99	-2,499.99	
Survey Work	6,587.50	1,800.00	4,787.50	365.97 %
Total PROJECT EXPENSES	7,876.33	7,549.98	326.35	104.32 %
Total Expenses	\$7,876.33	\$7,549.98	\$326.35	104.32 %
NET OPERATING INCOME	\$ -7,876.33	\$22,650.02	\$ -30,526.35	-34.77 %
NET INCOME	\$ -7,876.33	\$22,650.02	\$ -30,526.35	-34.77 %

Circlewood

BALANCE SHEET

As of March 31, 2020

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
BECU checking	10,508.17
BECU checking Forest	1,590.40
BECU Savings	136,323.35
Key Bank Checking	0.00
Paypal	-19.99
Petty Cash & Cash Equivalent	0.00
Reimbursement Clearing	0.00
SaveSave Fees	191.98
Total Bank Accounts	\$148,593.91
Other Current Assets	
Uncategorized Asset	0.00
Total Other Current Assets	\$0.00
Total Current Assets	\$148,593.91
Fixed Assets	
Camano Island Land	
Land Value	423,000.00
Total Camano Island Land	423,000.00
Total Fixed Assets	\$423,000.00
Other Assets	
CONSTRUCTION IN PROGRESS	
Building Structure - Retreat Center	96,603.85
Total CONSTRUCTION IN PROGRESS	96,603.85
Total Other Assets	\$96,603.85
TOTAL ASSETS	\$668,197.76

LIABILITIES AND EQUITY

Liabilities	
Current Liabilities	
Credit Cards	
Credit Cards	
BECU	1,342.63
Chase #4978	0.00
Key Bank #8088	0.00
Total Credit Cards	1,342.63
Total Credit Cards	\$1,342.63
Other Current Liabilities	
Sales Tax	0.00
Total Other Current Liabilities	\$0.00
Total Current Liabilities	\$1,342.63
Total Liabilities	\$1,342.63
Equity	
Opening Balance Equity	0.00
Retained Earnings	691,666.80
Net Income	-24,811.67
Total Equity	\$666,855.13
TOTAL LIABILITIES AND EQUITY	\$668,197.76

2020 Objectives, Strategies, and Key Results Update

2020 OBJECTIVE #1: Get Camano Project Going				
2020 KEY RESULTS	Q1 PROGRESS	Q2 GOALS	COMMENTS	
2020 Forest Stewardship Projects completed	*Harvest thinning scheduled for Aug/Sept.	*Further thinning plans and coordinate with logging company on driveway project.	Coronavirus may affect timber prices. May also affect our ability to host volunteer work parties, particularly for replanting.	
Receive remaining 20 acres from Sines	*All paperwork has been submitted to Island County to register transfer.	*Receive acknowledgement from county. *Determine how to honor Sines.	Ideas welcome as to how to honor Sines and celebrate their generosity.	
Prepare application to open right of way and create permanent driveway into property.	*Coordination begun between Development Team, Northwest Natural Resources Group, Janicki Logging, and 2020 Engineering.	*Continue to work with partners to put together a plan that is ecologically friendly and financially feasible.	We are entering a critical phase of this project.	
Master Plan in place	*Componentsof phase 1 identified: Driveway, Infrastructure, Current structure, *Development Team began work.	*David Vandervort to present architectural ideas.	We plan to have something for the Board to engage with at July meeting.	
2 programs connecting people to land.	*Wilderness trip planned. *Summer gathering date planned.	*Determine viability of these events.	Coronavirus disruptions may require these to be cancelled or considerably re-organized.	

2020 OBJECTIVE #2: Expand Circlewood's Voice and Community			
2020 KEY RESULTS	Q1 PROGRESS	Q2 GOALS	COMMENTS
Weekly Podcast with growing community of listeners.	*Initial episodes recorded and produced.	*Earth Day Launch *Next round of episodes recorded.	See Strategy Discussion document in board packet.
Weekly blog		*Determine vision, production strategy, launch date, marketing, etc.	James, Louise, and David Jones working on this.
Active Facebook account with weekly posts and 300 followers.	*201 followers	*Move page to a group page to allow for more community engagement and cross-promotion. <u>Ideally, page would be overseen by a volunteer administrator.</u>	
Begin online education/formatting programs	*Explored Fuller class and determined not to pursue partnership at this time.	*Create and facilitate two 6-week courses.	Anna Carlson and Eric Krumland have agreed to facilitate these. We are putting these together quickly to have something to include those who currently have extra time at home and/or may be feeling a bit isolated.
Update Website	*Updated content, added podcast.	*Put together vision document for new website.	Now that we are in our third year, we could use a website redesign.
Clear Role with Christ and Cascadia Journal		*Work with Forrest to determine best role for Circlewood. <u>*May need volunteer editor/group.</u>	Christ and Cascadia is an online journal started by Fuller Seminary and recently acquired by Seattle School of Theology – Forrest is the new editor.

2020 OBJECTIVE #3: Strengthen Circlewood's Core

2020 KEY RESULTS	Q1 PROGRESS	Q2 GOALS	COMMENTS
Add 2 Board Members	* Welcomed Mike to the Board.	* Identify possible additions.	Does not feel like a pressing need yet, but good to start thinking about this.
Every Board member active in comm. work	* Started Development Team * Started Resource Team	* Continue to develop these teams.	I wonder if it would good to have a program team?
Hold 2 great retreats and 2 great meetings.	* Held retreat in February.	* April 20 Board meeting * Retreat scheduled for July 17-19	May need to rethink July retreat if restrictions on gatherings still in place.
Clarify James' role for the next phase of CW		* Will bring discussion to July meeting.	As Circlewood grows, James' role is shifting in several ways.
Integrate David Jones more fully into Circlewood	* Participated in February retreat. * Work with James continues to be beneficial.	* Will participate in April board meeting.	We may explore ways that David can take some of the load off of James – such as in communications.
Expand Forrest's role to include Camano	* Forrest expressed willingness to move to Camano and live on the land when it is possible.	* Home draft of position and resource plan to make this possible.	Obviously ideas of expansion may be affected by current disruptions.
Established Admin. Assistant	* Louise began work on March 1. She is doing awesome!	* Continue to work out role.	This role will need to be expanded at some point for Circlewood to continue to grow.
Administrative Projects to enable growth.	* Initiated legal name change to Circlewood. * Donor break down and analysis.	* Board Handbook ready for July mtg. * Create a volunteer tracking process. * Create digital media library. * Bylaw updates for July mtg.	Louise and James keep a running list of administrative projects.

2020 OBJECTIVE #4: Resource for Growth

2020 KEY RESULTS	Q1 PROGRESS	Q2 GOALS	COMMENTS
\$445,000 Revenue	* See Resource Dashboard	* Create major donor database * Create Foundation database * Explore coffee and eBay partnerships * Refine Seed Capital Campaign. * Formalize Microsoft partnership plan.	Current coronavirus crisis puts all our goals and plans in question. The Resource Team will continue to work on strategic planning while also factoring in contingencies.



Strategy Discussion Guide for the Board April 20, 2020

Launching and Growing the Earthkeepers Podcast

Forrest has done a tremendous job moving the podcast from idea to reality! We are very pleased with the initial episodes, and believe we have something that will connect with people and help them in their personal and corporate discipleship. Here's the description of the podcast:

The Earthkeepers Podcast promotes global connection among ecological Christians who believe that creation care is an integral part of Christian faith in everyday life. Through conversations about topics like ecology, climate change, gardening, farming, social enterprise, theology, environmental justice, outdoor recreation, conservation and community development, we aim to inspire a movement of ordinary earthkeepers who will change the church and heal the world.

We want to get the word out so that the community of listeners grows, as well as awareness of and connection to Circlewood. Here's the current plan:

Launching the Earthkeepers Podcast

- Opting for a "soft" opening versus a "grand opening"
- Leveraging existing networks and communication platforms: Monthly email, FB page, James' friends, Covenant Companion.

Here's how Board members can get the word out now:

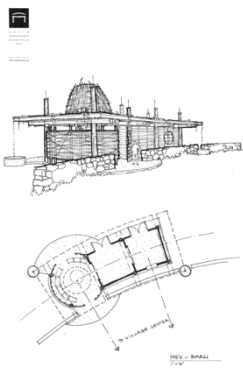
- **Email friends and family:** Forrest will send you a description and link, to which you can *add a personal introduction and recommendation*, and send to as many family and friends as might be interested.
- **Share on Facebook:** Forrest will create a shareable post on launch day, April 22, and notify you when it is posted. Then you can share it to your networks, selecting the "Share Now (Public)" option for widest reach.

Here are elements of a larger marketing strategy we are putting together.

- Guest promotion
- Social media (I need to learn about this; anyone have the skill?)
- Facebook groups
- Topic-relevant blogs and YouTube channels

Questions for the Board

- Do you have other ideas for getting the word out, both initial and long-term?
- Do you have other ideas for the podcast?



Strategy Discussion Guide for the Board April 20, 2020

Circlewood Village Director

One critical piece of moving forward with our project on Camano is having someone on the land who is 1) actively caring for the forest, and 2) helping move the vision forward through relationship building and program development. Forrest has expressed an desire to fulfill this role, and is ready to do so when it becomes feasible for both him and for Circlewood. This comes down to professional and personal timing for Forrest, and resource capacity for Circlewood. The role would entail the following:

Active Presence on the Land

- The long-term plan would include the construction of a director's residence. (This structure will also serve as a prototype of the green, affordable, modular housing that Circlewood will be developing in collaboration with architect David Vandervort.)
- The short-term plan would involve one or more of the following:
 - Finishing the current structure as a temporary residence.
 - Renting on the island, preferable near the property.
- General security, and communication to current unapproved users of the land (campers, trail bikers) that the property boundaries need to be respected.
- Cultivating community relations with immediate neighbors and regional partners.
- Oversight of ongoing projects, including construction, maintenance, and educational events.
- Management of land stewardship programs, such as habitat restoration, tree planting, and brush clearing.

Program Development and Direction

- Broad range of programs as Circlewood Village develops, such as educational programs/courses, special events, and forest product production.
- Interns program. These interns would help to both maintain the Camano property, and help to develop and implement physical property improvements and implement programs.

Details

- This role would require adding 10-15 hours/week to Forrest's current 10 hour/week work on the podcast. Eventually it would require Forrest to be at or near full-time with Circlewood.

Strategic Questions and Issues for the Board

1. What are your general thoughts and impressions about this role?
2. How do we weigh the strategic importance of this role with the current economic uncertainty?

BYLAWS
of the
CIRCLEWOOD
Amended 4.20.2020

ARTICLE I
NAME AND PURPOSES

Section 1.1. Name. The name of the organization is CIRCLEWOOD (hereinafter referred to as “CIRCLEWOOD” or “The Corporation”).

Section 2.02. Purpose. The Corporation is organized for the charitable and educational purposes cultivating transformative communities that love and care for all of creation. This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, education, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. ^[1]

Section 1.03. Incorporation and Registration. The Corporation is (or will be) incorporated as a nonprofit corporation under the laws of the State of Washington, USA, and is (or will be) registered with the Internal Revenue Service as a 503(c)(3) nonprofit organization.

ARTICLE II
MEMBERS

[For the time being, this article is intentionally left blank.]

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than three (3) directors. Nominees for the Board of Directors must be approved by a majority vote of the currently active Board of Directors. Each director shall hold office for a term of three (3) years. Directors may serve successive terms if nominated and approved by the majority vote of his/her fellow directors. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chair shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director’s predecessor in office. At least

two (2) members of the Board of Directors will be representative of church organizations or faith communities, chosen to provide spiritual leadership and guidance on matters of theology and ethics.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine.

Section 3.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment (including Internet/web-based communications), so long as all members participating in such meeting can hear one another or are otherwise included in all communications.

Section 3.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business may be allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

Section 3.13. Board Actions and Decisions. All actions and decisions of the Board of Directors will be made by majority vote unless otherwise specified.

Section 3.14. Election of Chairperson. The Board of Directors will elect a chairperson at least annually. The chairperson will preside over all Board meetings. In the event that the chairperson is unable to attend a regular or special meeting, the board will elect a temporary chairperson to preside over the meeting in question.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary/Treasurer. Any position may also be shared by two or more persons if so elected by the Board of Directors.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing, pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Chair. The Chair shall be a director of the Corporation. The Chair shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-Chair. The Vice-Chair shall be a director of the Corporation. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meeting of the Board of Directors in the books proper for that purpose. The Secretary shall work closely with any executive or administrative staff of the Corporation to ascertain that appropriate procedures are being followed in the legal and administrative affairs of the Corporation and shall perform such other duties as occasionally may be assigned by the Board of Directors. In the event that the Secretary is unable to attend a regular or special Board of Directors meeting, the Board will elect a designated person to record the actions and events of the Board at the specified meeting (to be provided to the Secretary and duly recorded in the Corporation's books of record).

Section 4.08. Treasurer. The Treasurer shall be a director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation (accounting records, accounting procedures and internal controls), and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V INDEMNIFICATION

Members of the Board of Directors serve as volunteers, without bond or insurance. Each member of the Board of Directors is personally responsible for his/her actions as a board member. Notwithstanding the above, every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31, but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VII
BOOKS AND RECORDS**

Correct books of accounts of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors. Financial and accounting records may be kept at another designated location, subject to the specific approval of the Treasurer, and provided that all such records are readily available for review by any officer or member of the Board of Directors of the Corporation.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

APPROVAL BY BOARD OF DIRECTORS:

These Bylaws were approved by the Board of Directors at a Board of Directors meeting held on

_____ at _____.

Attest (print name, sign, and date):

Name	Signature	Date
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Name	Signature	Date
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Name	Signature	Date
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Name	Signature	Date
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