

**BY-LAWS of the
ORDER OF UNIVERSAL INTERFAITH, INC.**

Adopted March 1, 2017

**ARTICLE I
NAME AND ARTICLES OF THE ORDER**

1.1 Name

The name of this organization shall be "The Order of Universal Interfaith, Inc." As used herein and in general references, this name refers to the whole organization including its three expressions: local congregations, individual clergy and lay participants, and the overall organization. For the purposes of these by-laws, the Order of Universal Interfaith is hereafter designated as the "Order."

1.2 Articles of Incorporation

These By-laws, the powers of the Order, its Members and Board of Directors, and the regulation of the affairs of the Order shall be subject to the Order's Articles of Incorporation as on file with the State of Michigan.

**ARTICLE II
BELIEFS and DEFINITIONS**

2.1 Declaration of Faith

The Declaration of Faith attached hereto as Appendix 1 (the "Declaration of Faith") shall constitute the common set of beliefs and principles of the Order.

2.2 Definition of Interfaith

"Interfaith" as used in these By-Laws refers to a spiritual path that integrates, mixes and blends teachings, practices, wisdom and beliefs from several traditional and nontraditional religions, denominations, and ethical systems.

**ARTICLE III
PURPOSES**

3.1 General Purposes

The Order is organized and operated exclusively for charitable, religious, educational and/or scientific nonprofit purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as it may hereafter be amended, or under any successor section or the corresponding section of any future federal tax code, and the regulations promulgated thereunder (the "IRS Code").

3.2 Specific Purposes

The specific purposes of the Order are to create a spiritual community in accordance with the Declaration of Faith that:

- advances inclusive theology;

- encourages individuals in their religious and/or spiritual growth and expression;
- fosters the values of peace, harmony, compassion, respect and understanding;
- promotes Interfaith worship, activities and community service;
- provides for faith-based service at the local, state and national levels;
- ordains educated, trained and qualified persons for Interfaith spiritual service, supports them in their ministries, and provides ecclesiastical credentials as needed;
- creates an intercultural, interracial voluntary association of independent, self-governing houses of worship, religious congregations, spiritual communities, ministry centers, and seminaries that embrace “Interfaith” as a spiritual expression in accordance with the beliefs articulated in Declaration of Faith;
- helps develop new Interfaith houses of worship and ministry centers;
- supports congregations, ministries, organizations and agencies to carry out an Interfaith mission through this Order;
- advances the Interfaith movement and brand through marketing efforts, public relations activities, and a readiness to work voluntarily and constructively with other Interfaith organizations; and
- develops relationships with communities of other faiths for dialogue and common action.

ARTICLE IV MINISTERS

4.1 Eligibility

To carry out its ministry, the Order calls and ordains qualified persons who have i) signified that they are in agreement with the Order’s Declaration of Faith, ii) indicated their willingness to actively collaborate in achieving the vision and objectives of the Order, iii) met the educational qualifications, practical experience and other requirements set forth by the Order in effect at the time of application, and iv) whose life and conduct are above reproach.

The Order may also call and grant ecclesiastical standing to qualified persons who were previously ordained through an Interfaith seminary, a different faith tradition or a spiritual community, and who otherwise meet the standards set forth by the Order for ordination. These ministers will have all of the rights, privileges and responsibilities of a minister who was ordained by the Order.

All candidates for ordained ministry and ecclesiastical standing will be considered without regard to personal religious or spiritual beliefs as long as they are not in conflict with the Order’s Declaration of Faith. Ordination and standing are never denied based on race, ethnicity, age, physical limitation, gender or gender expression, or sexual orientation.

All ministers who were ordained by the Order together with those who were ordained outside the Order but granted ecclesiastical standing shall hereinafter collectively be called “Ministers.”

4.2 Policy on Ordination and Standing

The Board of Directors of the Order shall appoint a person or committee to:

- publish, maintain and update from time to time the standards for ordination, for initial ecclesiastical standing, and for the continued ecclesiastical standing of Ministers, such standards to be approved by the Board of Directors (the “Policy on Ordination and Standing”);
- examine the qualifications and conduct background and credit checks for ordination and ecclesiastical standing candidates;
- issue approvals for ordinations and ecclesiastical standing;
- coordinate ordination ceremonies;
- examine the qualifications and conduct background checks for the continued standing of Ministers;
- work with the Secretary of the Order to maintain a roster containing the names of all Ministers in good standing;
- issue letters of ecclesiastical standing to those making a proper request;
- examine any complaints and conduct investigations regarding a Minister of the Order; and
- recommend to the Board of Directors disciplinary action or the removal of a Minister from the roster.

4.3 Rights and Privileges of Ministers

Those Ministers who are in good standing shall have the rights to vote at annual and special meetings of the Order; serve as a Director of the Order; and receive letters of ecclesiastical standing as needed.

4.4 Discipline and Removal

Ministers must remain in good standing for continued endorsement. Any Minister may be disciplined, suspended or removed from the Order by a three-fourths (3/4ths) vote of the Board of Directors.

4.5 Resignation

A Minister may resign and leave the Order at any time by notifying the Board of Directors in writing by registered mail sent to the Order’s registered address as stated in the Articles of Incorporation as in effect at the time of the resignation. The Board of Directors shall send a letter of confirmation to the former Minister via registered mail to the address of the Minister on record with the Order.

4.6 Fees

The Board of Directors may from time to time establish one or more fees or suggested donations for ordination, initial standing and/or continued stature in the Order, particularly with regard to covering the costs of completing an initial or subsequent national criminal background check and credit check. If such a fee is established, financial assistance at the discretion of the Executive Director or his/her designee shall be made available for those unable to pay. If any fees are established and overdue, and a Minister has not paid said fee in full and has not requested and received financial assistance from the Order, the Board of Directors may take action against the Minister including suspension of his/her voting rights or suspension or revocation of the Minister’s clergy status in the Order.

ARTICLE V MEMBER ORGANIZATIONS

5.1 Criteria for Membership

Non-profit organizations that are houses of worship, religious congregations, spiritual communities, ministry centers, or seminaries may apply for membership in the Order (upon acceptance of membership, the “Member Organizations”); individual laypersons may not apply for membership.

Standards for membership shall be recommended by the Board of Directors and endorsed by vote at the annual meeting. All memberships shall be granted by the authority of the Board of Directors without regard to specific religious beliefs as long as those beliefs are not in conflict with the Declaration of Faith.

Any house of worship, religious congregation, spiritual community, ministry center, or seminary may apply for full membership and may remain in good standing as long as it:

1. identifies itself as being “Interfaith” as that term is defined in the Declaration of Faith;
2. embraces the values set forth in the Declaration of Faith;
3. conducts regularly scheduled spiritual activities, worship, community service, and/or educational programs for the general public under the “Interfaith” banner;
4. signifies its willingness to support the Order by participation in Order-sponsored activities and by financial support of the Council;
5. is not affiliated with any other national religious denomination or church body;
6. is properly incorporated as a non-profit corporation in its home state;
7. has its own Employee Identification Number (EIN) through the United States Internal Revenue Service; and
8. has applied for and received official tax-exempt status from the United States Internal Revenue Service (hereinafter referred to as the “IRS”) unless it is a “church” as such term is used in the IRS Code.

5.2 Voting Rights

Those Member Organizations who have met all of the criteria for full membership as set out in 5.1 above and have received the approval of the Board of Directors of the Order shall be entitled to one (1) vote for all democratic processes.

5.3 Fees

The Board of Directors may from time to time establish one or more fees or suggested donations for Member Organizations.

5.4 Termination of Membership

A Member Organization may withdraw its membership in the Order at any time by notifying the Board of Directors in writing by registered mail sent to the Order’s registered address as stated in the Articles of Incorporation as in effect at the time of the resignation. The Board of Directors shall send a letter of confirmation to the former Minister via registered mail to the address of the Minister on record with the Order.

In the event that a Member Organization has departed from one or more of the criteria for full membership set forth in 5.1 above, or if any fees that have been established pursuant to 5.3 above are overdue, the Board of Directors may, after a careful investigation, notice and a hearing, take action against the Member Organization including suspension of its voting rights or suspension or revocation of its membership in the Order.

5.5 Emerging Member Organizations

A newly formed or forming house of worship, religious congregation, spiritual community, ministry center, or seminary that is not yet able to fulfill all of the requirements set out in 5.1 for full membership may apply for “emerging” membership in the Order for guidance and encouragement. If the Board of Directors accepts such an organization for emerging membership, the “Emerging Member Organization” may participate in general membership activities and may attend annual and special meetings, but are not entitled to vote. No notice of any meeting of the Order need be given to any Emerging Member Organization. At such time that an Emerging Member Organization is able to fulfill the requirements for full membership, it may make an application to the Order to become a Voting Member.

ARTICLE VI MEETINGS OF THE ORDER

6.1 Voting Members

Each Minister shall be allowed one vote at all annual or special meetings of the Order. Before the start of each meeting, each delegate shall register by name.

Each Member Organization shall elect one (1) delegate plus one (1) alternative delegate to the annual and special meetings of the Order. Delegates and alternative delegates must be laypersons. The moderator, clerk, presiding clergy person, or other official authority of each Member Organization shall notify the Secretary of the Order of the names of those elected. Before the start of each meeting, each delegate shall register by name and by the Member Organization represented.

The Ministers and the delegates of all Member Organizations collectively shall hereinafter be referred to as the “Voting Members.”

6.2 Annual Meeting

The annual meeting of the Order shall be held at a place fixed by the Board of Directors on the first Saturday of March.

6.3 Special Meetings

Special meetings of the Order may be called at any time by the Board of Directors, by the Executive Director, or upon the written request of one-fourth (1/4) of the Voting Members.

6.4 Notice of Meetings

Each meeting of the Order shall be announced on the Order’s website and by electronic communication at least fifteen (15) days but not more than thirty (30) days before such meeting to the Voting Members at their email addresses on record with the Order.

Notice for the annual meeting shall specify the place, day and hour of the meeting as well as a link to the Order's annual report for the prior year. Notice for a special meeting shall specify the place, day and hour of the meeting as well as the purpose of the meeting.

6.5 Parliamentary Authority

All meetings shall be governed by the latest edition of Robert's Rule of Order (hereinafter referred to as the "Parliamentary Authority").

The Executive Director of the Order may appoint a parliamentarian to help ensure the orderly progress of meetings and the fair and equitable treatment of all participants.

6.6 Quorum

For any annual or special meeting of the Order (other than meetings of the Board of Directors), twenty-five percent (25%) of the Voting Members shall constitute a quorum.

6.7 Voting and Proxies

Unless provided otherwise by the Parliamentary Authority or these By-laws, all elections and questions put before the Voting Members shall be decided by a majority of votes cast.

At all meetings of the Order, each Voting Member may vote either in person or by proxy. All proxies shall be in writing, dated and received by the Executive Director at least two (2) days prior to the meeting. Every proxy shall be revocable and shall automatically cease upon the direct conveyance by the Voting Member of his/her vote. No proxy shall be valid after 1 year of its date.

6.8 Action Taken Without a Meeting

Action required or permitted to be taken at an annual or special meeting of the Order, including the election of one or more Directors, may be taken without a meeting if the action is taken in writing by a quorum as defined in 6.6 above.

6.9 Minutes

A written record of the attendance and business transacted at all regular and special meetings of the Order shall be approved by vote of the Order and recorded in a minute book to keep a historical record for reference.

ARTICLE VII BOARD OF DIRECTORS

7.1 Duties and Powers

There shall be a Board of Directors with the duty, full power and authority to carry out the purposes the Order. Subject to the limitations set forth in the Articles of Incorporation of the Order including any amendments thereto, the Board of Directors shall have general charge and control of the affairs, funds, and property of the Order including, but not limited to the following:

- to publish and promote the Declaration of Faith of the Order, and suggest amendments thereto as needed;
- to choose and promote any spiritually-defining texts that help explain the beliefs of the Order;

- to adopt and publish a Policy on Ordination and Standing that sets forth the qualifications, procedures and manner of admission for candidates for ordination or for ecclesiastical standing;
- to adopt and publish a Conflict of Interest Policy addressing situations in which the interests of the Directors, Officers, and key staff come into conflict or appear to come into conflict with the interests of the Order;
- to appoint, elect, hire and/or dismiss the Executive Director, Secretary and Treasurer, to set their terms of office, and to periodically review and assess their performances;
- to appoint one or more committees and delegate to any such committee or committees any or all of their powers;
- to keep a complete record of the acts and affairs of the Order and to present a report thereof to the General Assembly at each annual meeting;
- on behalf of and in the name of the Order, to purchase, acquire, accept by donation, hold, control, manage or dispose of such property, real or personal, as may be necessary to carry out the purposes of the Order;
- to borrow money and to mortgage, deed, or pledge any or all of the real or personal property owned by the Order as security for money borrowed or debts incurred;
- to obtain and pay for adequate insurance coverage or bonding as it may deem appropriate; and
- to enter into or sever relationships and agreements with other agencies or organizations when in its judgment such a relationship is desirable or undesirable toward achieving the Order's objectives.

7.2 Composition and Election

All members of the Board of Directors must be Ministers or duly appointed Representatives of Member Organizations.

The Board of Directors shall be made up of no less than 3 and no more than 7 members except that there shall always be an odd number.

The members of the Board of Directors shall be divided into three classes with approximately one-third (1/3) being elected annually to serve for a term of three years. Elections shall take place at the Order's annual meeting according to the procedures outlined in Article VI.

If the Executive Director is not also a Director, he/she shall be permitted to attend meetings of the Board of Directors but shall not have any voting rights or count toward the establishment of a quorum for the transaction of business.

7.3 Removal and Vacancy

The Board of Directors may remove a Director by the affirmative vote of a majority of the remaining Directors present at a properly constituted meeting.

A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even if there is less than a quorum present at a properly constituted meeting, and may in the case of a resignation that will become effective at a specified later

date, be filled before the vacancy occurs; however, the new Director may not take office until the vacancy occurs.

7.4 Meetings

7.4.1 Parliamentary Authority

All meetings shall be governed by the latest edition of Robert's Rule of Order.

If a chairperson of the Board of Directors is elected by the Directors, he or she shall preside at all meetings of the Board of Directors except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors. If there is no chairperson of the Board of Directors, the Executive Director shall preside at all meetings of the Board of Directors.

7.4.2 Number and Notice of Meetings

The Board of Directors shall meet regularly, but no less than once per year, at such time and place as it determines. The Executive Director will be responsible for notifying each Board member of the meetings by US mail, electronic communication, or telephone call not less than seven (7) days before a regular meeting.

Special meetings of the Board of Directors may be called by the Executive Director by notifying each Board member by US mail, electronic communication, or telephone call not less than three (3) days before the meeting including the date, time, place and purpose of the meeting.

7.4.3 Electronic Presence

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present at the meeting.

7.4.4 Quorum

A majority of the membership of the Board of Directors shall constitute a quorum.

7.4.5 Voting and Proxies

All actions by the Board of Directors shall be by a majority vote of those present at a duly constituted meeting, unless otherwise specified in these By-Laws. Directors who cannot be present may offer written proxies for votes on specific issues by notifying the Executive Director of their intent to vote by proxy and transmitting the proxies to the Executive Director at least twenty-four (24) hours before the meeting.

7.5.6 Action Without a Meeting

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director, and included in the minutes. Actions taken under this section shall be effective when the last Director signs the consent unless the consent specifies a different effective date.

7.4.7 Minutes

The Board of Directors shall appoint one of its members to complete a written record of the attendance and business transacted at all regular and special meetings of the Board of Directors. Such record shall be approved by vote of the Directors and recorded in a minute book to keep for historical reference.

ARTICLE VIII OFFICERS

8.1 Officers Designated

The principal Officers of the Order shall be an Executive Director, a Secretary and a Treasurer. The Board of Directors may designate such other officers or assistant officers as may be deemed necessary or advisable to carry on the business of the Order.

The offices of Secretary and Treasurer may be held by the same person.

A member of the Board of Directors may also act as an Officer.

8.2 Election and Term

The Officers shall be elected by the Board of Directors. Unless otherwise provided, an Officer shall hold office until he/she resigns or is removed with or without cause. Any Officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

The Board of Directors may remove any Officer or assistant officer by the affirmative vote of a majority of the Directors present at a properly constituted meeting. Any vacancy of a principal Office shall be filled upon election or appointment by the Board of Directors.

The election or appointment of an Officer shall not of itself create any contractual rights.

8.3 Duties in General.

Unless otherwise specified in these By-Laws, the Officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

8.3.1 Executive Director

The Executive Director shall be the Chief Executive Officer of the Order and shall hold office for as long as the Board of Directors deems appropriate. The Executive Director shall have the duty to:

- a) see that all orders and resolutions of the Board of Directors are carried out;
- b) assign responsibilities to Officers and others to fulfill the work of the Order, and provide general encouragement and oversight to committees in order that their responsibilities may be fulfilled;
- c) be responsible for the employed or volunteer staff members in accordance with the policies and procedures set forth by the Board of Directors;
- d) make periodic reports on the operation of the Order to the Board of Directors;

- e) nominate for appointment by the Board of Directors, a corporate resident agent for service of process;
- f) represent the Order when necessary in relation to other religious and public bodies;
- g) provide notice to members of the Board of Directors with respect to all meetings and call special meetings of the Board of Directors when necessary; and
- h) any and all other duties as shall be designated by the Board of Directors to ensure that the Order's purposes are carried out.

8.3.2 Secretary

The Secretary shall act as custodian of all records and reports of the Order, and as such, has the duty to:

- a) record and keep records of the attendance, votes, resolutions, and minutes of all annual and special meetings and proceedings of the General Assembly;
- b) keep records of the attendance, votes, resolutions, and minutes of all annual and special meetings and proceedings of the Board of Directors;
- c) keep the corporate seal of the Order and affix it on all papers requiring said seal;
- d) maintain a roster of all Ministers in good standing including contact information;
- e) prepare the annual report no later than January 31 of each year;
- f) serve proper notice of the annual meetings and any special meetings of the General Assembly pursuant to Article VI; and
- g) such other duties and powers as designated by the Executive Director or Board of Directors.

8.3.3 Treasurer.

The Treasurer shall preside over the fiscal management of the Order and as such, has the duty to:

- a) receive and deposit in appropriate bank accounts all monies of the Order;
- a) disburse such funds in the ordinary course of business or as directed by resolution of the Board of Directors;
- b) sign all checks and promissory notes of the Order up to the amount of \$3,000 with any expenditure, check or withdrawal exceeding \$3,000 requiring the signatures of both the Treasurer and the Executive Director;
- c) maintain full and accurate records of account;
- d) prepare and present periodic reports on the Order's finances to the Board of Directors;
- e) prepare an annual budget and a statement of income and expenditures to be represented to the General Assembly at the annual meeting;
- f) file all forms, notices, amendments and such other documents as may be required by any state or local government or the US government to maintain status as a tax-exempt nonprofit corporation; and

- g) such other duties and powers as designated by the Executive Director or Board of Directors.

ARTICLE IX LIMIT ON LIABILITY AND INDEMNIFICATION

9.1 Personal Liability

The Directors, Officers, Ministers, employees and volunteers of the Order shall not be personally liable for any debt, liability or obligation of the Order except for acts or omissions which involve intentional misconduct, or a knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. All persons or entities extending credit to, contracting with, or having any claim against the Order may look only to the funds and property of the Order for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Order.

9.2 Indemnification

The Order shall indemnify each person who serves or has served as a Director or an Officer of the Order, to the fullest extent legally permissible, against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement, or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon such person in connection with the defense or disposition of, or otherwise in connection with, or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been a Director or Officer, or by reason of any action taken or not taken in any such capacity, *except* such liabilities and expenses as are incurred because of the individual's intentional misconduct or a knowing violation of the law or for a transaction from which the person derives an improper personal benefit.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a Director or Officer acted in such a manner as to make such Director or Officer ineligible for indemnification.

Expenses, including but not limited to counsel fees and disbursements so incurred by any such person in defending any such action, suit or proceeding shall be paid from time to time by the Order in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid.

Promptly after becoming aware of any claim, demand or other action giving rise to a claim for indemnification under this Article, each party indemnified hereunder shall advise the Order's General Secretary of its existence.

9.3 Employees and Others

By the same procedures set forth in 9.1 and 9.2 above, the Board of Directors may, from time to time by general or specific action, extend indemnification provisions substantially similar to those rights and subject to those limitations described in 9.1 and 9.2 above to Ministers,

employees, volunteers, agents or other entities who are not Directors or Officers or to other persons serving at the Order's request.

9.4 Non-Waiver of Other Rights and Amendments

The right or grant of indemnification provided in this Article IX shall not be exclusive of or affect any other rights to which any Director, Officer, Minister, employee, volunteer, or agent may be entitled or which may lawfully be granted to such person.

Any repeal or modification of this Article shall not adversely affect any right or protection of a Director, Officer, Minister, employee, or volunteer of the Corporation existing at the time of such repeal or modification.

9.5 Definitions

All references in this Article IX to Director, Officer, Minister, employee, volunteer and agent shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

ARTICLE X GENERAL AND MISCELLANEOUS

10.1 Fiscal year. The fiscal year of the corporation shall end on December 31 in each year or such other date as the Board of Directors may determine.

10.2 Execution of Instruments

Except as otherwise provided in these By-laws or by resolution of the Board of Directors, the Executive Director, Secretary and Treasurer shall have the authority to execute documents that require the signature of an Officer of the Order. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors.

10.3 Insurance

By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Order may purchase and maintain insurance or fidelity bonds, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was a Director, Officer, Minister, employee, volunteer or agent of the Order or who is or was serving at the request of the Order as a Director, Officer, Minister, employee, volunteer or agent of another organization, against any liability incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Order would have the power to indemnify such person against such liability.

10.4 Inspection of Books and Accounts

All corporate records, meeting minutes and financial accounts of the Order shall be made available for examination by any Minister or a duly authorized officer of any Member Congregation and their duly authorized agents or attorneys, or by representatives of an institutional holder of a mortgage on property owned by the Order, or any other persons as authorized by the Board of Directors. Such examination shall take place during normal business hours and for purposes reasonably related to their respective interests and after reasonable notice.

10.5 Dissolution

The Order may be dissolved at an Annual or Special Meeting of the Order by a vote of at least two-thirds (2/3) of the Voting Members. If the Order is dissolved or ended for any reason other than a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all debts and liabilities of the Order, distribute all of the remaining assets of the Order exclusively to such organization(s) that i) are engaged in Interfaith worship, service and/or activities; ii) are organized and operated exclusively for charitable or religious purposes; and iii) have qualified as tax exempt under 501(c)(3) of the Internal Revenue Code.

10.6 Amendments

These By-laws may be amended, altered, or repealed, or new By-laws may be adopted by the affirmative vote of a majority of the members of the Board of Directors present at any duly constituted regular or special meeting as long as each Director was provided with an outline of the proposed revisions together with notice of the meeting.

10.7 Interpretation

These By-laws are subordinate and subject to all provisions of the Articles of Incorporation or any amendments thereto. In the event of any conflict between these By-laws and the Articles of Incorporation or amendment thereto, the provisions of the Articles of Incorporation as may be amended shall control. The Board of Directors shall have the exclusive authority to interpret these By-laws.

10.8 Severability.

In the event that any article or provision (or portion thereof) of these By-laws shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining articles or provisions (or portions thereof) shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision (or portion thereof) had been stricken therefrom or otherwise rendered inapplicable.

10.9 Captions

The captions contained in these By-laws are for convenience only and are not a part of these By-laws and are not intended in any way to limit or enlarge the terms and provisions of these By-laws or to aid in the construction thereof.