

Board Member Application

Name _____ Phone _____

Address _____

Email _____

Relevant experience and/or employment (attach a resume if relevant) _____

Why are you interested in the TFLI Fund, Inc.? _____

Area(s) of expertise/contributions you feel you can make _____

Other volunteer commitments _____

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For Board Use

Nominee has had a personal meeting with executive director, board president, or other board member. Date _____

Nominee reviewed by the committee. Date _____

Nominee attended a board meeting. Date _____

Nominee interviewed by the board. Date _____

Action taken by the board _____

NOTES: _____

TFLI Fund Board Handbook

Contents

TFLI Fund Board Handbook	1
What is the TFLI Fund?	1
What is required of a TFLI Fund Board Member?	2
Opportunities for TFLI Fund Board Members	2
About the Tennessee Foreign Language Institute	3
TFLI Origins and Enabling Legislation	3
TFLI Mission	3
TFLI Vision Statement	3
TFLI Impact Statement	4
TFLI Executive Director Statement	4
Appendices	6
TFLI Fund Charter	6
TFLI Fund Bylaws	11

What is the TFLI Fund?

The Tennessee Foreign Language Institute Fund, Inc. is a 501c3 non-profit created to

1. promote, encourage, assist and foster education, particularly in the area of the learning of foreign languages, and
2. provide for the dissemination of knowledge and research concerning the learning of foreign languages. (*Charter of the Tennessee Foreign Language Institute Fund, Inc., 1995*).

In practice, the TFLI Fund supports the programs of the TN Foreign Language Institute. Through fundraising events, such as the annual Wine Tasting and Silent Auction, the TFLI Fund has **contributed over \$60,000 to TFLI in direct support**, which has enabled TFLI to provide scholarships for students and aided other outreach. For detailed information about the TFLI Fund, Inc., see the *Community Foundation's* listing for the Fund at www.givingmatters.com.

The original directors of the TFLI Fund, Inc. were Dr. Phillip J. Campana, Dr. Steve Cobb, Ms. Sandra Ford Fulton, Mr. Rich Riebling, Dr. Joseph E. Johnson, Ms. Judith O. Liff, Dr. Arliss L. Roaden, and Dr. Charles E. Smith.

What is required of a TFLI Fund Board Member?

The Fund meets quarterly to discuss opportunities to promote awareness of TFLI and raise funds for the Institute. Board members are volunteers. The complete Charter and Bylaws of the TFLI Fund can be found in the Appendix of this document, but in general, the requirements of a Fund Board member is as follows:

- Attendance at board meetings.
- Participation in fund raising events, such as the Annual Wine Tasting, and purchase of a ticket to the event.

Opportunities for TFLI Fund Board Members

- Update information on the TFLI Fund webpage, Facebook page and Community Foundation pages
- Coordinate Annual Wine Tasting event
- Participate in Wine Tasting planning
- Promote the events and activities of the TN Foreign Language Institute
- Coordinate the “Friends of TFLI” organization
- Innovate and create

About the Tennessee Foreign Language Institute

TFLI Origins and Enabling Legislation

The Tennessee Foreign Language Institute (TFLI) is an agency of the State of Tennessee established in 1986 by the General Assembly. According to legislation ([Tennessee Code Annotated 49-50-1303](#)), "The institute shall be governed by a board composed of the following members:

1. The commissioner of economic and community development or the commissioner's designee;
2. The commissioner of tourist development or the commissioner's designee;
3. The chancellor of the state university and community college system or the chancellor's designee;
4. The president of the University of Tennessee or the president's designee;
5. Three (3) persons who shall be appointed by the governor;
6. The executive director of the Tennessee higher education commission; and
7. The commissioner of education."

The official goals of the Tennessee Foreign Language Institute can be found in the legislative mandate in the Tennessee Code Annotated. The legislation outlines the purposes of TFLI, "which shall include, but not be limited to, the following:

- Coordination and provision of foreign language skills needed by state government for purposes of industrial recruitment, tourist development or any other state purpose;
- Original research into the most effective methods of foreign language instruction and the dissemination of such knowledge;
- Improvement of the language skills and teaching methods of foreign language instructors at all levels in the schools, colleges and universities of Tennessee; and
- Coordination and provision of foreign language instruction to the citizens of Tennessee."

TFLI Mission

Dedicated to responsive public service, TFLI strives to provide quality language instruction, translation and interpretation services, professional development for interpreters, translators and language instructors, and cultural awareness programs, all of which are designed to meet the needs of the state government and its employees, the business community, foreign language educators, and the public at large.

TFLI Vision Statement

Our Vision: "A world community enriched by linguistic and cultural diversity, unhindered in its efforts to create meaningful dialogues."

TFLI Impact Statement

The TN Foreign Language Institute teaches over 2000 students annually in foreign language, English as a Second Language and professional development for teachers and interpreters. We provide need- and commitment-based scholarships to deserving individuals through our scholarship program, awarding hundreds of dollars in aid to those who could not otherwise begin to broaden their linguistic and cultural horizons. We support Title VI of the Civil Rights Act which ensures linguistic access to federally funded services.

The quality of the service provided is important to us as well. We assess the skills of interpreters used in medical setting for the community and provide interpretation and translation services to business, government, social services and the individual. We interact with the community in participation in seminars and multicultural events. We are concerned with issues that affect the immigrant and refugee communities of Tennessee, and seek to be of service where we can. We provide translators and interpreters, at times at low or no cost when possible, to facilitate communication for those with limited English proficiency. We maximize opportunities through creative financial management of our scarce resources. We created a barter program in which volunteers may work in our offices in exchange for courses. We advocate foreign language acquisition for other employees in public service and sought and achieved legislative approval for participation in the fee waiver program for state of Tennessee employees.

TFLI is affiliated with the American Translators Association, the Nashville and Hispanic Chambers of Commerce, the National Association of Judiciary Interpreters & Translators, The National Early Language Learning Org., Teachers of English to Speakers of Other Languages, TN Association of Professional Interpreters & Translators, and the American Council on Teachers of Foreign Languages, Joint National Committee on Languages and the TN Foreign Language Teachers Association. We actively seek to “create a dialogue with the world.”

TFLI Executive Director Statement

The Tennessee Foreign Language Institute is one of the best-kept secrets in state government. Being good stewards of the public trust, we try to balance our need to promote our services with the service that we actually provide. We are unique in that we have a supporting 501(c) 3 (The TFLI Fund, Inc.) which was created with the thought in mind that state funding may not always be present for TFLI.

The Fund grants to TFLI an formulized amount annually, after allocating an amount to ensure growth to its base. These funds are used to supplement programs or build infrastructure. Specifically, we have used these funds for

- Children's language camps,
- Professional staff development,
- Technological upgrades,
- Language class scholarships – both in English as a Second Language and foreign languages, and
- Pro bono translation requests.

TFLI seeks to maximize its state appropriation each year, an amount which comprises approximately 20% of the operating budget. The remaining budget is comprised of fees collected, grants and other donations. We are deeply grateful to the TFLI Fund for its support and cooperation to promote TFLI through annual events such as the *International Wine Tasting* and the *Senator Douglas Henry Horizon Award*. We are also indebted to the late Wallace Rasmussen for his funding a scholarship program that continues to bear his name. We are able to bring the joy of language learning to so many through his personal generosity. Still, none of the wonderful

programs and services we provide would be realized without the dedication of the staff of TFLI, a group of individuals with diverse cultural experiences and linguistic backgrounds who are firmly committed to the mission of TFLI. They are not motivated by financial remuneration, but by their dedication to foreign languages and cultures, and the important roles they play in bridging linguistic and cultural gaps in our community.

Appendices

TFLI Fund Charter

**CHARTER
OF
THE TENNESSEE FOREIGN LANGUAGE INSTITUTE FUND, INC.**

The undersigned, acting as the incorporator of a corporation, adopt the following Charter for such corporation pursuant to the Tennessee nonprofit corporation Act (T.C.A. §48-51-101, et seq.):

I. NAME

The name of the corporation is the Tennessee Foreign Language Institute Fund, Inc.

II. DURATION

The duration of the Corporation shall be perpetual.

III. PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation.

IV. REGISTERED OFFICE AND REGISTERED AGENT

A. The address of the Corporation's initial registered office is Suite 1620, Parkway Towers, 404 James Robertson Parkway, Nashville, Tennessee 37243-0840.

B. The Corporation's initial registered agent at such address is: Martin Deschenes.

V. INCORPORATORS

The name and address of the person who is the incorporator of the corporation is: Steve Cobb, Suite 2100, Nashville City Center, Nashville, Tennessee 37219-1752.

VI. PRINCIPAL OFFICE

The address of the principal office of the Corporation is Suite 1620, Parkway Towers, 404 James Robertson Parkway, Nashville, Tennessee 37219.

VII. NOT FOR PROFIT

The Corporation shall be a nonprofit corporation.

VIII. MEMBERS

The Corporation shall have no members.

IX. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of the dissolution or final liquidation of the Corporation:

A. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the directors of the Corporation or inure to the benefit of any individual.

B. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the Corporation shall be distributed to one or more organizations organized and operated exclusively for charitable educational purposes, provided that (a) such organizations shall be exempt from federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and (b) contributions to such organizations shall be deductible as charitable contributions by reason of Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

X. BOARD OF DIRECTORS

A. The number of directors constituting the initial Board of Directors is nine. The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased

from time to time by the Board of Directors as provided in the Bylaws, but shall in no event be less than three.

B. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Phillip J. Campana	Box 5061 Cookeville, TN 38505
Dr. Steve Cobb	Suite 2100, Nashville City Center 511 Union Street Nashville, TN 37219-1760
Ms. Sandra Ford Fulton	5 th Floor, Rachel Jackson Bldg. Nashville, TN 37243-0405
Dr. Joseph E. Johnson	605 Andy Holt Tower Knoxville, TN 37996-9989
Ms. Judith O. Liff	8240 Poplar Creek Road Nashville, TN 37221
Dr. Arliss L. Roaden	Suite 1900, Parkway Towers Nashville, TN 37243-0375
Dr. Charles E. Smith	1415 Murfreesboro Rd, Ste. 350 Nashville, TN 37214

B. REGULATION OF INTERNAL AFFAIRS

- A. The affairs of the Corporation shall be managed by the Board of Directors.
- B. The Bylaws of the Corporation shall be adopted by the Board of Directors. These Bylaws will contain procedures under which they may be amended or repealed and new Bylaws adopted.

C. PURPOSES

A. The Corporation is organized exclusively for education purposes. More specifically, the Corporation shall have the following purposes:

1. To promote, encourage, assist and foster education, particularly in the area of the learning of foreign languages.
2. To promote, encourage, foster, and provide for the dissemination of knowledge and research concerning the learning of foreign languages.

3. To promote, encourage and foster any similar charitable and educational activities as are permitted to be carried on by an organization exempt from federal income tax under section 501©(3) of the Internal Revenue code of 1986 (or any corresponding provisions of any subsequent federal tax laws).

4. To perform any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation.

5. To accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.

B. No part of the net earnings of the Corporation shall inure to the benefit of any individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes in accordance with the applicable federal tax law governing 501(c)(3) organizations). No part of the activities of the Corporation shall consist of attempts to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of this Charter, the corporation shall not carry on any activity 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) and (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue law).

D. The corporation shall be subject to the following restrictions and prohibitions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue

Code of 1986 (or corresponding provision of any future united States Internal Revenue law).

2. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provision of any future united States Internal Revenue law).

3. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the internal Revenue code of 1986 (or corresponding provision of any future United State Internal Revenue law).

4. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provision of any future united States Internal Revenue law).

D. EXCULPATION OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith, or which involve intentional misconduct or a knowing violation of law, and (iii) under Section 48-58-304 of the Tennessee Nonprofit Corporation Act. If the Tennessee Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as also amended. Any repeal or modification of the foregoing shall not adversely affect any right or protection or a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I subscribe and acknowledge this Charter this _____ day of December, 1993.

Steve Cobb

TFLI Fund Bylaws

**BYLAWS
OF
THE TENNESSEE FOREIGN LANGUAGE INSTITUTE FUND, INC.**

ARTICLE 1

Offices

Section A. Principal Office. The principle office of the corporation shall be located at Suite 1620, Parkway Towers, 404 James Robertson Parkway, Nashville, Tennessee 37219, or such other place as the Directors may determine.

Section B. Registered Office. The corporation shall have and continuously maintain in Davidson County, Tennessee, a registered office and a registered agent whose office is identical with such registered office as required by the Tennessee Nonprofit Corporation Act. The address of the registered office and the agent may be changed from time to time by the Board of Directors.

ARTICLE II

Board of Directors

Section A. General Powers. The Board of Directors of the corporation shall supervise, manage and control all of the affairs, business activities, and policies of the corporation.

Section B. Number. The initial Board of Directors of the corporation shall be those individuals named in the Charter. The number of directors may thereafter be increased or decreased from time to time by amendment to these Bylaws, but in no event shall the number of directors be less than three or more than fifteen.

Section C. Election, Term, Vacancies and Removal.

1. Election. Directors shall be those individuals who are currently serving as directors of the Tennessee Foreign Language Institute and who shall be selected pursuant to T.C.A. 49 50-1301 et seq. As well as any other individual elected or appointed by the Board.

2. Term of Office. Directors shall serve until their successors are elected or until their voluntary resignation or removal.

3. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors comprising the Board, shall be filled by the affirmative vote a quorum of the Boaror by such other procedure as may be prescribed by the Board.

4. Resignation. Any director may resign at any time by notifying the president or the Secretary in writing. Such resignation shall take effect at the time therein specified.

5. Removal. Any director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office, if in the judgment of such directors the best interests of the corporation would be served thereby.

Section D. Regular Meetings. A regular annual meeting of the Board of Directors shall be held once a year. Such annual meeting may be held either within or without Davidson County, Tennessee, as determined by the Board. It may be held on any date set pursuant to resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without Davidson County, Tennessee, for the holding of additional meetings of the Board. Notice of such meetings shall be given in accordance with Section F of this Bylaw.

Section E. Additional Meetings. Additional meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call such additional meetings of the Board may fix any place, either within or without Davidson County, Tennessee, as the place for holding any additional meeting of the Board called by them.

Section F. Notice. Notice of any additional meeting of the Board of Directors shall be given at least ten (10) days prior thereto, in form decided by the Board of Directors. Any director may

waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section G. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section H. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Meetings of the Board of Directors or of any Committee formed under the authority of these similar communications equipment which allows all participants to communicate with each other. No written proxies shall be permitted but directors may send a substitute who shall have full power to vote in the stead of the absent director.

Section I. Compensation. Directors shall not be compensated for the services to the corporation, but may be reimbursed for expenses incurred on behalf of the corporation.

Section J. Action Without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of directors, may be taken without a meeting if notice is given to all directors and if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section K. Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees.

Section L. Advisors to the Corporation. The Board of Directors may elect or appoint any person or persons to act in an

advisory capacity to the corporation or in an honorary capacity with respect to the corporation.

ARTICLE III

Officers

Section A. The Officers. The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such others officers, including Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices except those of President and Secretary may be held by the same person. The corporation may obtain for each officer and employee of the corporation a bond, in such sum and with such number of sureties as the Board of Directors shall from time to time determine, for the faithful performance of his or her duties and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal, of all books, papers, vouchers, money or other property of whatever kind in his or her possession or under his or her control, belonging to the corporation.

Section B. Election and Term of Office. The officers of the corporation shall be elected annually at the regular Annual Meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly chosen and shall qualify, or until his or her death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.

Section C. Resignations. Any officer may resign at any time by giving written notice to the Board of directors or the

President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice, or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority decision of the Board of Directors for the unexpired portion of the term.

Section E. President. The President shall in general supervise the affairs of the corporation, subject, however, to the control of the Board of Directors or the Executive Committee, if any, of the Board of Directors. He or she shall preside at all meeting of the Board of Directors. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors.

Section F. Vice President. If the President is not present at an annual meeting or at a meeting of the Board of Directors, the Vice President shall preside. If at any time the office of the President is vacant, the Vice President shall also serve as President until the office is filled. The Vice President shall perform such additional duties as may be assigned by the Board of Directors or the Executive Committee from time to time.

Section G. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article V of these Bylaws; and in general perform the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section H. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given

in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; see that the seal of the corporation is affixed to all documents requiring it, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the offices of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE IV

Miscellaneous Provision

Section A. Contracts and Other Documents. The Board of Directors, except otherwise required by law, the Charter, or these Bylaws, may authorize any officer or officers, agent or agents, of the corporation, in addition to the President, to enter into any contract or execute and deliver and instrument or document in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer.

Section C. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section D. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Charter, or by the Tennessee Nonprofit

Corporation Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE V

Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VI

Annual Audit

The corporation may provide for an annual audit of its accounts by a certified public accountant to be chosen by the Board of Directors.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year unless otherwise determined by the Board of Directors.

ARTICLE VIII

Indemnification

In discharging their duties (including acting as trustees, directors or officers of other foundations, corporations, or entities at the request of the corporation), directors and officers shall be indemnified by the corporation for judgements and fines (whether civil, criminal, administrative, or investigative), amounts paid in settlement, costs, expenses and judgments in actions by or in the right of the corporation to procure a judgment in its favor,

for any of the above-enumerated matters whether threatened, pending or contemplated, as well as reasonable expenses for each, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such director or officer acted in good faith, for the purpose which he reasonably believed to be in the best interest of the corporation but had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX

Amendments to the Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Board of Directors present at any regular or at any additional meeting of the Board.

I certify that the foregoing Bylaws were approved and adopted for the organization of its Board of Directors that these Bylaws are currently in effect and that they contain all amendments thereto which have been duly approved and adopted.

Secretary