



Organizational Bylaws: EntrePaducah

I. Purpose

EntrePaducah is a joint initiative of the City of Paducah, McCracken Fiscal Court, Paducah Economic Development (PED) and Paducah Area Chamber of Commerce (Chamber). The agency's primary purpose is to foster a climate of entrepreneurial development through the execution of local business education programs; sharing information about informational and financial resources; and provide one-on-one counseling on business planning and best practices. EntrePaducah's Strategic Plan focuses on four primary areas:

- a) Individual and group business counseling sessions for new and existing small businesses (i.e.: one-on-one counseling; no-cost group seminars on business topics)
- b) Entrepreneurial Culture Change (i.e.: promotion of the concept of entrepreneurship and support of entrepreneurial endeavors. Programs range from school-aged students to adult entrepreneurs.)
- c) Support of Technology-Driven businesses (i.e.: providing educational programming; connections to investment and grant funding; and specialized business counseling for tech-driven businesses).
- d) Development of Angel Investment Opportunities (i.e.: coordinating the connection of angel investors to potential recipients through an "angel investors club")

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

II. Oversight

The business of this organization shall be managed by a Board of Directors consisting of, as many as, 14 voting members. Three (3) Directors shall be appointed by PED with at least two (2) being GPEDC Board members; Three (3) Directors shall be appointed by the Chamber with at least two (2) being Chamber Board members; Three (3) will be At-Large members; One (1) will represent the Entrepreneurial Studies Program from Murray State University; and, potentially, Four (4) voting members will be the designated Chairs of EntrePaducah's four strategic committees. The committee chair members may, or may not be, existing members of the Advisory Board.

Directors will serve terms of three (3) years with initial staggered terms of one (1), two (2) and three (3) years. Directors will serve no longer than six (6) consecutive years.

The Board of Directors shall have the control and management of the affairs and business of this initiative. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Fifty-five (55%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held bi-monthly (only in even-numbered months) at a day and time decided by the board of directors at the annual meeting. Guests (including PED/Chamber Board/Staff) may attend EntrePaducah Board meetings.

The Executive Committee of the agency will meet bi-monthly (only in odd-numbered months) to review the agency's monthly financial report, and take action on applicable items. Applicable items may be forwarded to the full board of directors for consideration. The Executive Committee shall consist of the Chairperson, Vice-chairperson and Secretary-Treasurer.

Ex-officio members of the Board shall include the Mayor of Paducah, or his/her designee; the Judge Executive of McCracken County, or his/her designee; the President/CEO of PED; and the President of the Chamber.

Bi-monthly meetings of EntrePaducah may include representatives, volunteer and staff, involved in entrepreneurial development from "Partner Agencies" which include, but are not limited to: PED, Paducah Chamber, City of Paducah, McCracken County Fiscal Court, West Kentucky Community and Technical College, The Purchase Area Development District, Paducah Renaissance Alliance, Murray State University, Murray State's Small Business and Innovation Center, The Small Business Development Center, and the Kentucky Cabinet for Economic Development. The purpose of the inclusion is to insure programs of EntrePaducah and Partner Agencies are in concert with one another and to help foster a comprehensive support system for entrepreneurial development.

Each Director shall have one vote and such voting may not be done by proxy.

Vacancies in the Board of Directors shall be filled by appointment from the organization the board seat represents. If a director misses three (3) meetings in a row or more than 50% of meetings in a 12-month period the organization he/she represents will be asked to provide an alternative director for the remainder of his/her term.

III. Officers

The officers will serve a one-year term, will rotate between representatives of PED, Chamber and At-Large members as voted on by the Board of Directors, and shall be as follows:

Chairperson

Vice Chairperson

Secretary-Treasurer

- The Chairperson shall preside at all meetings. He/she shall present at each annual meeting of the organization an annual report of the work of the initiative.
- The Vice Chairperson shall in the event of the absence or inability of the Chairperson to exercise his/her office become acting Chairperson of the initiative.
- The Secretary-Treasurer will insure minutes and records of the organization are kept and will oversee the care and custody of all monies belonging to the organization.

No officer or board member shall, for reason of his office, be entitled to receive any salary or compensation.

IV. Staff and Salaries

The Board of Directors shall hire and fix the compensation of the Executive Director who will serve in the chief executive capacity of EntrePaducah. Other employees may be hired upon recommendation of the Executive Director and approval by the Board of Directors when in their discretion may be necessary for the conduct of the business of the organization.

V. Funding and Support

EntrePaducah will be supported through financial and in-kind support of PED, the Chamber, the City of Paducah, and McCracken County Fiscal Court, at their discretion. A budget will be reviewed and approved annually by the Board of Directors and presented to all funding organizations no later than May 15th of each fiscal year. In-kind support will be reviewed annually, as well, and approved by the PED and Chamber Board of Directors.

Other public or private sectors entities who wish to provide financial support may do so.

Funds may be paid in lump sum, quarterly, or monthly and maintained in a separate checking account overseen by the Paducah Chamber.

VI. Reporting

It is expected that monthly reports on the EntrePaducah activities will be made to PED and Paducah Chamber at their regularly scheduled Board and/or Executive Committee meetings through their representatives.

In addition, minutes of EntrePaducah meetings will be emailed monthly to the McCracken County Judge Executive, the Mayor of Paducah, the President and Chairman of Paducah Chamber, the President and Chairman of PED as well as the EntrePaducah Board of Directors.

At any time, the Fiscal Court or City Commission may request and receive an update on activities by the Chairman and/or Executive Director of EntrePaducah.

VII. Dissolution Clause

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

VIII. Conflict of Interest

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (EntrePaducah) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
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4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
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Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
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Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the
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Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Kentucky has adopted legislation satisfying the requirements of section 508(e) relating to private foundation governing instruments. Information derived from Revenue Ruling 75-38, 1975-1 C.B. 161.

KENTUCKY — except, with respect to corporations in existence on July 1, 1972, to the extent that such a corporation provides to the contrary by amendment to its articles of incorporation adopted after July 1, 1972, and, with respect to trusts in existence on July 1, 1972, where action is properly commenced on or before December 31, 1972, in a court of competent jurisdiction to excuse the trust from compliance with the requirements of section 508(e) of the Code.

Adjusted net income (for Schedule D)	Adjusted net income includes: gross income from any unrelated trade or business; gross income from functionally related businesses; interest payments received on loans; amounts received or accrued as repayments of amounts taken as qualifying distributions for any tax year; amounts received or accrued from the sale or other disposition of property to the extent acquisition of the property was treated as a qualifying distribution for any tax year; any amounts set aside for a specific project to the extent the full set aside was not necessary for the project; interest on government obligations normally excluded under section 103 of the Code; net short-term capital gains on sale or other disposition of property; and income received from an estate if the estate is considered terminated for income tax purposes because of a prolonged administration period. It does not include: gifts, grants, and contributions received; long-term
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	<p>capital gains or losses; net section 1231 gains; capital gain dividends; the excess of fair market value over adjusted basis of property distributed to the U.S. or a possession or political subdivision, a state or its political subdivision, a charitable trust or corporation for public purposes, or income received from an estate during the administration period.</p> <p>In computing adjusted net income, deduct the following: ordinary and necessary expenses paid or incurred for the production or collection of gross income, or for the management, conservation, or collection of gross income (includes operating expenses such as compensation of officers, employee wages and salaries, interest, rent, and taxes); straight-line depreciation and depletion (not percentage depletion); and expenses and interest paid or incurred to carry tax-exempt obligations. Do not deduct net short-term capital losses for the year in which they occur (these losses cannot be carried back or carried over to earlier or later tax years); the excess of expenses for property used for exempt purposes over the income received from the property; charitable contributions made by you; net operating losses; and special deductions for corporations.</p>
Advance ruling	A written determination by us on your public charity status that treats you as a publicly supported organization during a 5-year period beginning, generally, from the date of your formation. At the end of the 5-year period, you will qualify for a definitive ruling (defined below) if you were publicly supported based on the support you received during the 5-year period.
Affiliated	Created by, controlled by, or closely related to a governmental unit, including a State, a possession of the United States, or any political subdivision of a State or a possession of the United States, or the United States, or the District of Columbia.
Arm's length	A transaction between parties having adverse (or opposing) interests; where none of the participants are in a position to exercise substantial influence over the transaction because of business or family relationship(s) with more than one of the parties.
Authorized representative	By submitting Form 2848, an attorney or certified public accountant who is permitted to represent you before us regarding your application for tax-exempt status.
Bingo	A game of chance played with cards that are generally printed with 5 rows of 5 squares each, on which participants place markers to form a pre-selected pattern to win the game. Bingo is gambling.
Business relationships	Employment and contractual relationships, and common ownership of a business where any officers, directors, or trustees, individually or together, possess more than a 35% ownership interest in common. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.
Bylaws	The internal rules and regulations of an organization.
Certification of filing	Articles of incorporation for your organization showing evidence that on a specific date they were filed with and approved by an appropriate state

	authority.
Charitable risk pool	An organization described in section 501(n), which is organized and operated to pool insurable risks (other than medical malpractice) of its section 501(c)(3) members.
Close connection	A relationship between organizations that may include: control of one organization by another through common governance or through authority to approve budgets or expenditures; coordination of operations as to facilities, programs, employees, or other activities; or common persons exercising substantial influence over all of the organizations.
Common control	You and one or more other organizations have (1) a majority of your governing boards or officers appointed or elected by the same organization(s), or (2) a majority of your governing boards or officers consist of the same individuals. Common control also occurs when you and one or more commonly controlled organizations have a majority ownership interest in a corporation, partnership, or trust. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.
Community	The local or regional geographic area to be served by an organization.
Compensation	All forms of income from working, including salary or wages; deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plan (for example: pensions or annuities); fringe benefits (for example: personal vehicle, meals, lodging, personal and family educational benefits, low interest loans, payment of personal travel, entertainment, or other expenses, athletic or country club membership, and personal use of your property); and bonuses.
Conflict of interest policy	A conflict of interest arises when a person in a position of authority over an organization, such as a director, officer, or manager, may benefit personally from a decision he or she could make. A conflict of interest policy consists of a set of procedures to follow to avoid the possibility that those in positions of authority over an organization may receive an inappropriate benefit.
Controlled by disqualified persons	As a section 509(a)(3) supporting organization, you may not be controlled directly or indirectly by disqualified persons. You are controlled if disqualified persons can exercise 50% or more of the total voting power of your governing body. You are also controlled if disqualified persons have authority to affect significant decisions, such as power over your investment decisions, or power over your charitable disbursement decisions. You are also controlled if disqualified persons can exercise veto power. Although control is generally demonstrated where disqualified persons have the authority over your governing body to require you to take an action or refrain from taking an action, indirect control by disqualified persons will also disqualify you as a supporting organization.
Cooperative hospital service organization	An organization described in section 501(e) is organized and operated on a cooperative basis to provide its section 501(c)(3) hospital members one or more of the following activities: data processing, purchasing (including purchasing insurance on a group basis), warehousing, billing and collection (including purchasing patron accounts receivable on a recourse basis), food, clinical, industrial engineering, laboratory, printing,

	communications, record center, and personnel (including selecting, testing, training, and educating personnel) services.
Cooperative service organization of operating educational organizations	An organization described in section 501(f) is organized and operated to provide investment services to its members. Those members must be organizations described in section 170(b)(1)(A)(ii) or (iv), and either tax exempt under section 501(a) or whose income is excluded from taxation under section 115(a).
Corporation	An entity organized under a Federal or state statute, or a statute of a federally recognized Indian tribal or Alaskan native government.
Definitive ruling	A written determination by us on your public charity status that classifies you as a publicly supported organization if you have completed your first tax year, consisting of at least 8 full months, and you meet one of the public support tests. A definitive ruling may also be issued at the end of your 5-year advance ruling period if you were issued an advance ruling and you meet one of the public support tests.
Develop	Develop means the planning, financing, construction, or provision of similar services involved in the acquisition of real property, such as land or a building.
Disqualified person	Any individual or organization that is: <ul style="list-style-type: none"> a. A substantial contributor to you (see <i>substantial contributor</i>). b. An officer, director, trustee, or any other individual who has similar powers or responsibilities. c. An individual who owns more than 20% of the total combined voting power of a corporation that is a substantial contributor to you. d. An individual who owns more than 20% of the profits interest of a partnership that is a substantial contributor to you. e. An individual who owns more than 20% of the beneficial interest of a trust or estate that is a substantial contributor to you. f. A member of the family of any individual described in a, b, c, d, or e above; g. A corporation in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the total combined voting power; h. A trust or estate in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the beneficial interests; and i. A partnership in which any individuals described a, b, c, d, e, or f above hold more than 35% of the profits interest.
Earmark	Donations or other contributions given to you to assist particular individuals or specific identified groups.
Economic development	Organizations formed to combat community deterioration by assisting businesses located in a particular geographic area whose economy is economically depressed or deteriorating. Economic development activities include grants, loans, provision of information and expertise, or creation of industrial parks. Economic development organizations may also be formed to eliminate prejudice and discrimination or lessen the burdens of government through involvement with business development.
Elderly housing	Generally, the primary beneficiaries of the tax-exempt housing are age 62 and older. The elderly are treated as appropriate charitable

	beneficiaries for certain purposes regardless of socio-economic status because, as a group, they face many barriers to their basic needs as they age. The elderly, as a class, face forms of distress other than financial, such as the need for suitable housing, physical and mental health care, civic, cultural, and recreational activities, and an overall environment conducive to dignity and independence.
Expenses	Financial burdens or outlays; costs (of doing business); business outlays chargeable against revenues. For purposes of this form, expenses mean direct and indirect expenses.
Fair market value	The price at which property or the right to use property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy, sell, or transfer property or the right to use property, and both having reasonable knowledge of relevant facts.
Family	Includes an individual's spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great grandchildren, and siblings.
Foreign country	A country other than the United States, its territories and possessions, and the District of Columbia.
For-profit	A business entity whose activities are conducted or maintained to make a profit (e.g. revenues greater than expenses).
Foundation manager	Officers, directors, or trustees, or an individual having powers or responsibilities similar to those of a foundation's officers, directors, or trustees.
Fundraising	The organized activity of raising funds, whether by volunteers, employees, or paid independent contractors.
Gainfully employed	Employed or actively looking for work.
Gaming	The term gaming includes activities such as Bingo, Beano, lotteries, pull-tabs, pari-mutuel betting, Calcutta wagering, pickle jars, punch boards, tip boards, tip jars, certain video games, 21, raffles, keno, split-the-pot, and other games of chance.
Gross investment income	As defined in section 509, gross investment income means the gross amount of income from interest, dividends, payments with respect to securities loans, rents, and royalties, but not including any such income to the extent included in computing the tax imposed by section 511.
Gross receipts	For purposes of <i>Part IX-A. Statement of Revenues and Expenses</i> , gross receipts includes monies earned from activities related to your charitable or other section 501(c)(3) activities, such as selling admissions or merchandise, performing services, or furnishing facilities.
Handicapped	Persons with physical or mental disabilities with special needs for suitable housing, physical and mental health care, civic, cultural, and recreational activities, transportation, and an overall environment conducive to dignity and independence.
Hospital	Hospital or medical care includes the treatment of any physical or mental disability or condition, whether on an inpatient or outpatient

	<p>basis. A hospital includes:</p> <p>a. Hospitals and rehabilitation institutions, outpatient clinics, or community mental health or drug treatment centers if the principal purpose or function is the providing of medical or hospital care or medical education or research.</p> <p>b. Medical research organizations, if the principal purpose or function is the continuous active conduct of medical research in conjunction with a hospital.</p>
Independent contractors	Persons who are not treated as employees for employment tax purposes.
Influence legislation	The act of directly contacting or urging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation. You are also attempting to influence legislation if you advocate the adoption or rejection of legislation.
Intellectual property	<p>A type of property (distinct from real or personal property) which includes:</p> <p>a. Patents (for inventions).</p> <p>b. Copyrights (for literary and artistic works such as novels, poems, plays, films, musical works, drawings, paintings, photographs, sculptures, architectural designs, performances, recordings, film, and radio or television programs).</p> <p>c. Trade names, trademarks, and service marks (for symbols, names, images, and designs).</p> <p>d. Formulas, know-how, and trade secrets.</p>
Joint ventures	A legal agreement in which the parties jointly undertake a transaction for mutual profit. Generally, each person contributes assets and shares risks. Like a partnership, joint ventures can involve any type of business transaction and the “persons” involved can be individuals, groups of individuals, companies, or corporations.
Limited liability company	A limited liability company (LLC) combines attributes of both corporations and partnerships (or, for one-person LLCs, sole proprietorships). The corporation's protection from personal liability for business debts and the pass-through tax structure of partnerships and sole proprietorships.
Low-income housing	Rental or ownership housing provided to persons based on financial need.
Mailing address	Address where you wish all correspondence to be sent.
Manage	Manage means to direct or administer.
Medical care	The treatment of any physical or mental disability or condition, whether on an inpatient or outpatient basis.
Medical research organization	An organization whose principal purpose or function is the continuous active conduct of medical research in conjunction with a hospital.
Net income (for Schedule D)	See <i>adjusted net income</i> .
Non-fixed payments	A non-fixed payment means a payment that depends on discretion. For example, a bonus of up to \$100,000 that is based on an evaluation of

	performance by the governing board is a non-fixed payment because the governing body has discretion over whether the bonus is paid and the amount of the bonus.
Organizing document	The organizing document depends on the form of the organization. For a corporation, the document is the articles of incorporation. For a limited liability company (LLC), the document is the articles of organization. For an unincorporated association, the document is the articles of association or constitution. The organizing document of a trust is the trust agreement.
Political	You participate in a political campaign if you promote or oppose, through political literature, brochures, pamphlets, hosting or participating in events, etc., the candidacy of an individual for public office. Debates and nonpartisan voter education are not considered political.
Predecessor	An organization whose activities or assets were taken over by another organization.
Private foundations	Organizations that are exempt under section 501(c)(3) are private foundations unless they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities.
Private operating foundation	A type of private foundation that lacks general public support, but makes qualifying distributions directly for the active conduct of its educational, charitable, and religious purposes. "Directly for the active conduct" means that the distributions are used by the foundation itself to carry out the programs for which it is organized and operated. Grants made to assist other organizations or individuals are normally considered indirect.
Public charity	Organizations that are exempt under section 501(c)(3) and are not private foundations because they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities. Public charity status is a more favorable tax status than private foundation status.
Reasonable compensation	Reasonable compensation is the amount that would ordinarily be paid for like services by like organizations under like circumstances as of the date the compensation arrangement is made. Reasonable compensation is important because excessive benefits in the form of compensation to disqualified persons may result in the imposition of excise taxes and jeopardize the organization's tax-exempt status.
Related	The family or business relationships between persons.
Relationship	A relationship between you and the recipient organization includes the following situations: a. You control the organization or it controls you through common officers, directors, or trustees, or through authority to approve budgets or expenditures. b. You and the organization were created at approximately the same

	<p>time and by the same persons.</p> <p>c. You and the organization operate in a coordinated manner with respect to facilities, programs, employees, or other activities.</p> <p>d. Persons who exercise substantial influence over you also exercise substantial influence over the other organization.</p>
Revenue	Revenue means gross revenue amounts.
Revenue Procedure	An official statement of a procedure published in the IRS Cumulative Bulletin that either affects the rights or duties of taxpayers or other members of the public under the Internal Revenue Code and related statutes, treaties, and regulations or, although not necessarily affecting the rights and duties of the public, should be a matter of public knowledge.
Revenue Ruling	An official interpretation by the IRS of the Internal Revenue laws and related statutes, treaties, and regulations, which has been published in the Cumulative Bulletin. Revenue Rulings are issued only by the National Office and are published for the information and guidance of taxpayers, IRS officials, and others concerned.
SS-4	Application for Employer Identification Number.
School	<p>A school is an educational organization whose primary function is the presentation of formal instruction and which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on. A school may include a:</p> <p>a. Primary, secondary, preparatory, or high school.</p> <p>b. College or university.</p> <p>c. Trade or technical school.</p> <p>d. Nursery or preschool.</p> <p>e. School that you operate as an activity, such as school that is operated as an activity of a museum, historical society, or church.</p>
Similarly situated	Similarly situated organizations means tax-exempt or taxable organizations of a comparable size, purpose, and resources.
Substantial contributor	Any individual or organization that gave more than \$5,000 to you from the date you were formed or other date that your exemption would be effective, to the end of the year in which the contributions were received. This total amount contributed must also be more than 2% of all the contributions you received. A creator of a trust is treated as a substantial contributor regardless of the amount contributed.
Successor	<p>An organization that took over:</p> <p>a. More than a negligible amount of the activities that were previously conducted by another organization;</p> <p>b. Twenty-five percent or more of the fair market value of the net assets of another organization; or</p> <p>c. Was established upon the conversion of an organization from for-profit to non-profit status.</p>
Trust	A trust is an entity that may be formed by a trust agreement or declaration of trust. A trust may also be formed through a will.
Unincorporated	An unincorporated association formed under state law must have at

association	least two members who have signed a written document for a specifically defined purpose.
Unusual grants	Substantial contributions and bequests from disinterested persons that by their size adversely affect classification as a public charity. They are: <ul style="list-style-type: none"> a. Unusual; b. Unexpected; and c. Received from an unrelated party.

IX. Not for-profit

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the State of Purpose hereof. The property of this corporation is irrevocably dedicated to the purposes set forth in Part I. "Purpose", and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

X. Statement on political and legislative activity

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Submitted for approval by the Board of Directors:

Terry Reeves, Executive Director

Date

Approved by majority vote of the Board of Directors

John Truitt, Chair of the Board

Date