



## CITY COUNCIL AGENDA ITEM

Date: July 14, 2011

To: John Szerlag, City Manager

From: Aileen Bittner, Acting City Clerk

Subject: Request for Recognition as a Nonprofit Organization Status from Nancy Papet, Board of Directors, Troy Nature Society

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### Background

Attached is a request from Nancy Papet of the Troy Nature Society seeking recognition as a nonprofit organization status for the purpose of obtaining a charitable gaming license for fundraising purposes.

### Recommendation

It has been City Management's practice to support the approval of such requests.

### Fund Availability

There are no financial considerations associated with this item.

### City Attorney's Review as to Form and Legality

There are no legal considerations associated with this item.

Suggested Resolution  
Resolution #2011-07-

RESOLVED, That Troy City Council hereby **APPROVES** the request from *Troy Nature Society*, asking that they be recognized as a nonprofit organization operating in the community for the purpose of obtaining a charitable gaming license as recommended by City Management.

Yes:

No:

2011 JUL 13 AM 8:35

# Troy Nature Society

13 July 2011

Mayor Schilling  
Troy City Council Members  
City of Troy  
500 W Big Beaver  
Troy MI 48084

Dear Mayor Schilling and Troy City Council Members:

The Troy Nature Society requests your recognition of it as a nonprofit organization in the community of Troy for the purpose of obtaining a charitable gaming license. In June 2010 our State of Michigan Articles of Incorporation were approved. In September 2010 our federal application as a 501(c)(3) organization was approved, the Troy Nature Society received indemnification from the IRS and it became a Michigan non-profit corporation.

During your June 20, 2011 meeting you approved the agreement between the City of Troy and the Troy Nature Society for use and operation of the Lloyd A. Stage Nature Center. We intend to provide educational nature programming to the citizens of Troy and are pursuing various fundraising activities to finance these programs.

The Troy Nature Society is hosting a wine tasting fundraiser on October 20, 2011 and plan to have a 50/50 raffle during the event. The proceeds from the event and raffle will be used to fund programs at the Lloyd A. Stage Nature Center.

We have enclosed the various documents you require along with this request. You may contact me through my e-mail address, Papetnr1@aol.com, or by telephone at 248-879-7798 with your response or if you have any questions. Thank you.

Sincerely,

  
Nancy R. Papet  
Board of Directors  
Troy Nature Society

Enclosures:

Letter of determination  
Form #1023

Copies of the following Troy Nature Society documents:

Articles of Incorporation  
Organization Bylaws  
Income Statement

~~City of Troy Solicitation Fund Raising Form~~



Charitable Gaming Division  
 Box 30023, Lansing, MI 48909  
 OVERNIGHT DELIVERY:  
 101 E. Hillsdale, Lansing MI 48933  
 (517) 335-5780  
 www.michigan.gov/cg

**LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES**  
 (Required by MCL 432.103(K)(ii))

At a \_\_\_\_\_ meeting of the \_\_\_\_\_  
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by \_\_\_\_\_ on \_\_\_\_\_  
DATE

at \_\_\_\_\_ a.m./p.m. the following resolution was offered:  
TIME

Moved by \_\_\_\_\_ and supported by \_\_\_\_\_

that the request from \_\_\_\_\_ of \_\_\_\_\_,  
NAME OF ORGANIZATION CITY

county of \_\_\_\_\_, asking that they be recognized as a  
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for \_\_\_\_\_  
APPROVAL/DISAPPROVAL

APPROVAL	DISAPPROVAL
Yeas: _____	Yeas: _____
Nays: _____	Nays: _____
Absent: _____	Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and  
 adopted by the \_\_\_\_\_ at a \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL  
 meeting held on \_\_\_\_\_  
DATE

SIGNED: \_\_\_\_\_  
TOWNSHIP, CITY, OR VILLAGE CLERK

\_\_\_\_\_  
PRINTED NAME AND TITLE

\_\_\_\_\_  
ADDRESS

COMPLETION: Required.  
 PENALTY: Possible denial of application.  
 BSL-CG-1153(R6/09)



INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 14 2010

TROY NATURE SOCIETY  
6685 COOLIDGE HWY  
TROY, MI 48084

Employer Identification Number:

[REDACTED]

DLN:

17053243320000

Contact Person:

RENEE RAILEY NORTON

ID# 31172

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

June 30

Public Charity Status:

170(b)(1)(A)(vi)

Form 990 Required:

Yes

Effective Date of Exemption:

June 14, 2010

Contribution Deductibility:

Yes

Addendum Applies:

No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

TROY NATURE SOCIETY

Sincerely,

A handwritten signature in cursive script that reads "Robert Choi".

Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Enclosure: Publication 4221-PC

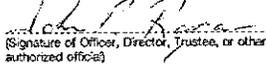
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of gross receipts over a 4-year period. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

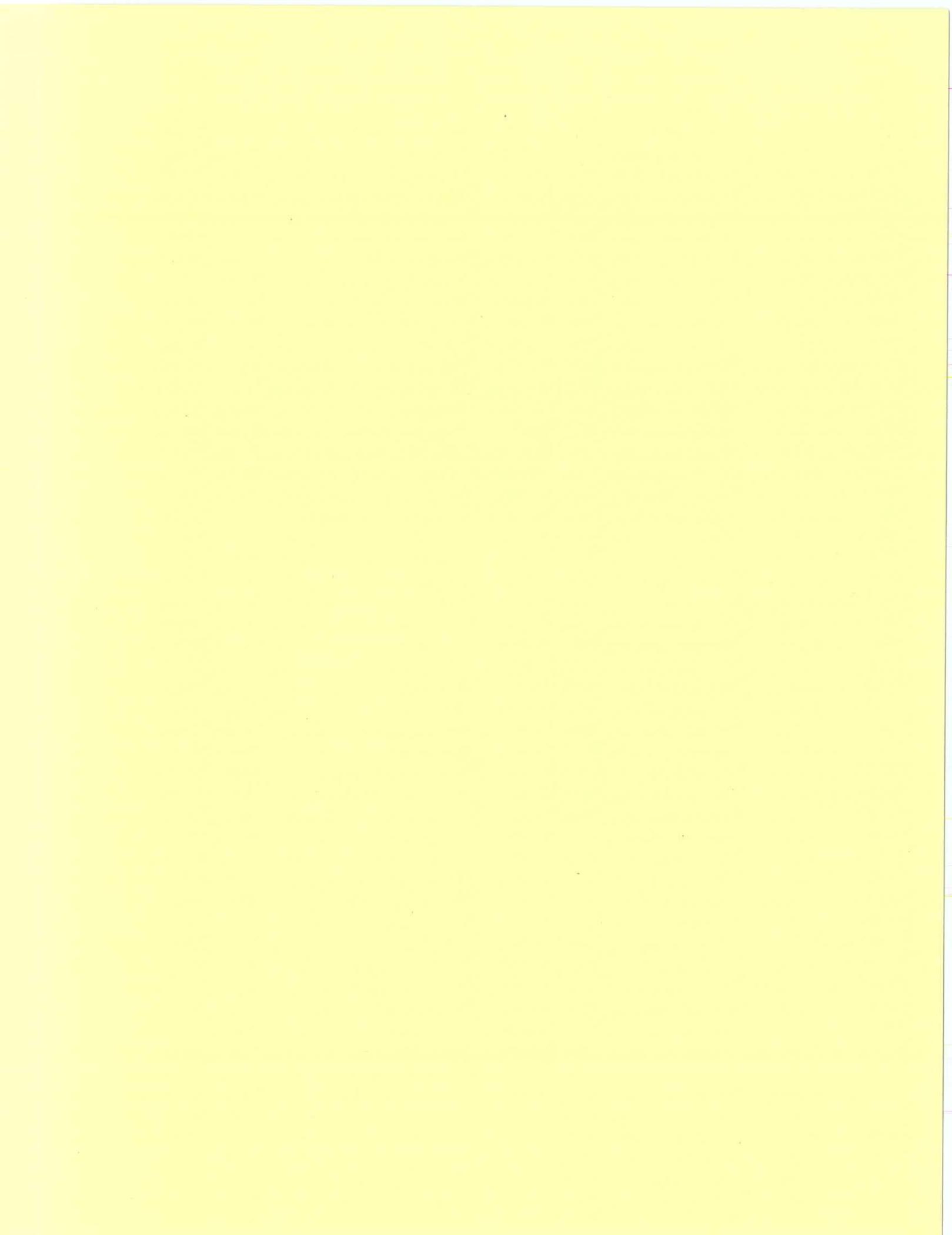
Please Sign Here

  
(Signature of Officer, Director, Trustee, or other authorized official)

**John P. Ragan**  
(Type or print name of signer)  
**President**  
(Type or print title or authority of signer)

**August 26, 2010**  
(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.





Department of the Treasury  
Internal Revenue Service

## Notice 1382

(Rev. September 2009)

### Changes for Form 1023:

- Mailing address
- Parts IX, X and XI

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### Changes for Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

#### Change of Mailing Address

The mailing address shown on Form 1023 Checklist, page 28, the first address under the last checkbox; and in the Instructions for Form 1023, page 4 under *Where to File*, has been changed to:

Internal Revenue Service  
P.O. Box 12192  
Covington, KY 41012-0192

#### Changes for Parts IX and X

Changes to Parts IX and X are necessary to comply with new regulations that eliminated the advance ruling process. Until Form 1023 is revised to reflect this change, please follow the directions on this notice when completing Part IX and Part X of Form 1023. For more information about the elimination of the advance ruling process, visit us at [www.irs.gov](http://www.irs.gov) and click on *Charities & Non-Profits*.

#### Part IX. Financial Data

The instructions at the top of Part IX on page 9 of Form 1023 are now as follows. For purposes of this schedule, years in existence refer to completed tax years.

1. If in existence less than 5 years, complete the statement for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of:
  - a. Three years of financial information if you have not completed one tax year, or
  - b. Four years of financial information if you have completed one tax year.
2. If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX, has not been updated to provide for a 5th year.

#### Part X. Public Charity Status

**Do not complete** line 6a on page 11 of Form 1023, and **do not sign** the form under the heading "Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code."

**Only complete** line 6b and line 7 on page 11 of Form 1023, if in existence 5 or more tax years.

## **Part XI. Increase in User Fees.**

User fee increases are effective for all applications postmarked after January 3, 2010.

1. \$400 for organizations whose gross receipts do not exceed \$10,000 or less annually over a 4-year period.
2. \$850 for organizations whose gross receipts exceed \$10,000 annually over a 4-year period.

See [www.irs.gov](http://www.irs.gov) web page link on Form 1023, page 12, Part XI, User Fee Information, for the current user fees.

Cyber Assistant, a web-based software program designed to help organizations prepare a complete and accurate Form 1023 application, will become available during 2010. Once the IRS announces the availability of Cyber Assistant, the user fees will change again.

1. \$200 for organizations using Cyber Assistant (regardless of size) to prepare their Form 1023, or
2. \$850 for all other organizations not using Cyber Assistant (regardless of size) to prepare their Form 1023.

IRS will announce when Cyber Assistant is available and the effective date of the user fee change. Sign up for the *Exempt Organization (EO) Update*, EO's subscription newsletter, at [www.irs.gov/charities](http://www.irs.gov/charities), to automatically receive an alert that Cyber Assistant is available.

**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

*Note: If exempt status is approved, this application will be open for public inspection.*

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document)		<b>2</b> c/o Name (if applicable)	
Troy Nature Society			
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
6685 Coolidge Highway		[REDACTED]	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
Troy, Michigan 48084		06	
<b>6</b> Primary contact (officer, director, trustee, or authorized representative)		<b>b</b> Phone: 248-952-1953	
a Name: John P. Ragan		<b>c</b> Fax: (optional) none	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>9a</b> Organization's website: none			
<b>b</b> Organization's email: (optional) none			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		06 / 14 / 2010	
<b>12</b> Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**

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- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**

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- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**

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- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**

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- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article II, Paragraph 1

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- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 3, Article VII, Paragraph 1
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: \_\_\_\_\_

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>See List on Attachment B</b>			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

**a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No

**b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No

**c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.

- 5a Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?

**Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.

- 6a Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No

- 7a Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No

- 8a Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b Describe any written or oral arrangements that you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at **arm's length**.
- e Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.

- 9a Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct **gaming or bingo**.

**Part VIII Your Specific Activities (Continued)**

**4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations
- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program.

**b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**

**c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**

**d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

**e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**

**5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**

**6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**

**b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

**7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**

**b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**

**c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

**8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**

**9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**

**b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

**10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No

**Part VIII Your Specific Activities (Continued)**

- 15** Do you have a **close connection** with any organizations? If "Yes," explain.  **Yes**     **No**
- 16** Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  **Yes**     **No**
- 17** Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  **Yes**     **No**
- 18** Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  **Yes**     **No**
- 19** Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  **Yes**     **No**
- 20** Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  **Yes**     **No**
- 21** Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F.  **Yes**     **No**
- 22** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  **Yes**     **No**

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		Current tax year	(a) From 7/1/10 To 6/30/11	(b) From 7/1/11 To 6/30/12	(c) From 7/1/12 To 6/30/13	
Revenues	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	\$4800	\$50,000	\$62,000		\$116,800
	<b>2</b> Membership fees received	4300	2100	2100		8500
	<b>3</b> Gross investment income					
	<b>4</b> Net unrelated business income					
	<b>5</b> Taxes levied for your benefit					
	<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)		30,560	30,560		61,120
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	<b>8</b> Total of lines 1 through 7	9100	82,660	94,660		186,420
	<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)		45,000	45,000		90,000
	<b>10</b> Total of lines 8 and 9	9100	127,660	139,660		276,420
<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)						
<b>12</b> Unusual grants						
<b>13</b> Total Revenue Add lines 10 through 12	9100	127,660	139,660		276,420	
<b>14</b> Fundraising expenses	1000	1000	1000			
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)						
<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)	600	600	600			
<b>17</b> Compensation of officers, directors, and trustees						
<b>18</b> Other salaries and wages		40,000	60,000			
<b>19</b> Interest expense						
<b>20</b> Occupancy (rent, utilities, etc.)		34,500	34,500			
<b>21</b> Depreciation and depletion						
<b>22</b> Professional fees						
<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)	3900	18,500	18,500			
<b>24</b> Total Expenses Add lines 14 through 23	5500	94,600	114,600			

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End:

(Whole dollars) N/A

Table with 11 columns for assets (Cash, Accounts receivable, Inventories, Bonds and notes receivable, Corporate stocks, Loans receivable, Other investments, Depreciable and depletable assets, Land, Other assets, Total Assets) and 11 columns for liabilities (Accounts payable, Contributions, gifts, grants, etc. payable, Mortgages and notes payable, Other liabilities, Total Liabilities). Includes Fund Balances or Net Assets section and a question about substantial changes.

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a private operating foundation. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed.
b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3).
2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities...
3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI.
4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?
5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status** (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

.....  
 (Signature of Officer, Director, Trustee, or other authorized official)

.....  
 (Type or print name of signer)

.....  
 (Date)

.....  
 (Type or print title or authority of signer)

For IRS Use Only

.....  
 IRS Director, Exempt Organizations

.....  
 (Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses.                     \$3728.00
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**Please Sign Here**



(Signature of Officer, Director, Trustee, or other authorized official)

**John P. Ragan**

(Type or print name of signer)

**August 26, 2010**

(Date)

**President**

(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

**Schedule A. Churches**

- 1a** Do you have a written creed, statement of faith, or summary of beliefs? If "Yes," attach copies of relevant documents.  Yes  No
- b** Do you have a form of worship? If "Yes," describe your form of worship.  Yes  No
- 2a** Do you have a formal code of doctrine and discipline? If "Yes," describe your code of doctrine and discipline.  Yes  No
- b** Do you have a distinct religious history? If "Yes," describe your religious history.  Yes  No
- c** Do you have a literature of your own? If "Yes," describe your literature.  Yes  No
- 3** Describe the organization's religious hierarchy or ecclesiastical government. \_\_\_\_\_
- 4a** Do you have regularly scheduled religious services? If "Yes," describe the nature of the services and provide representative copies of relevant literature such as church bulletins.  Yes  No
- b** What is the average attendance at your regularly scheduled religious services? \_\_\_\_\_
- 5a** Do you have an established place of worship? If "Yes," refer to the instructions for the information required.  Yes  No
- b** Do you own the property where you have an established place of worship?  Yes  No
- 6** Do you have an established congregation or other regular membership group? If "No," refer to the instructions.  Yes  No
- 7** How many members do you have? \_\_\_\_\_
- 8a** Do you have a process by which an individual becomes a member? If "Yes," describe the process and complete lines 8b-8d, below.  Yes  No
- b** If you have members, do your members have voting rights, rights to participate in religious functions, or other rights? If "Yes," describe the rights your members have.  Yes  No
- c** May your members be associated with another denomination or church?  Yes  No
- d** Are all of your members part of the same family?  Yes  No
- 9** Do you conduct baptisms, weddings, funerals, etc.?  Yes  No
- 10** Do you have a school for the religious instruction of the young?  Yes  No
- 11a** Do you have a minister or religious leader? If "Yes," describe this person's role and explain whether the minister or religious leader was ordained, commissioned, or licensed after a prescribed course of study.  Yes  No
- b** Do you have schools for the preparation of your ordained ministers or religious leaders?  Yes  No
- 12** Is your minister or religious leader also one of your officers, directors, or trustees?  Yes  No
- 13** Do you ordain, commission, or license ministers or religious leaders? If "Yes," describe the requirements for ordination, commission, or licensure.  Yes  No
- 14** Are you part of a group of churches with similar beliefs and structures? If "Yes," explain. Include the name of the group of churches.  Yes  No
- 15** Do you issue church charters? If "Yes," describe the requirements for issuing a charter.  Yes  No
- 16** Did you pay a fee for a church charter? If "Yes," attach a copy of the charter.  Yes  No
- 17** Do you have other information you believe should be considered regarding your status as a church? If "Yes," explain.  Yes  No

**Schedule B. Schools, Colleges, and Universities**

If you operate a school as an activity, complete Schedule B

**Section I Operational Information**

- 1a** Do you normally have a regularly scheduled curriculum, a regular faculty of qualified teachers, a regularly enrolled student body, and facilities where your educational activities are regularly carried on? If "No," do not complete the remainder of Schedule B.  Yes  No
- b** Is the primary function of your school the presentation of formal instruction? If "Yes," describe your school in terms of whether it is an elementary, secondary, college, technical, or other type of school. If "No," do not complete the remainder of Schedule B.  Yes  No
- 2a** Are you a public school because you are operated by a state or subdivision of a state? If "Yes," explain how you are operated by a state or subdivision of a state. Do not complete the remainder of Schedule B.  Yes  No
- b** Are you a public school because you are operated wholly or predominantly from government funds or property? If "Yes," explain how you are operated wholly or predominantly from government funds or property. Submit a copy of your funding agreement regarding government funding. Do not complete the remainder of Schedule B.  Yes  No
- 3** In what public school district, county, and state are you located?
- 4** Were you formed or substantially expanded at the time of public school desegregation in the above school district or county?  Yes  No
- 5** Has a state or federal administrative agency or judicial body ever determined that you are racially discriminatory? If "Yes," explain.  Yes  No
- 6** Has your right to receive financial aid or assistance from a governmental agency ever been revoked or suspended? If "Yes," explain.  Yes  No
- 7** Do you or will you contract with another organization to develop, build, market, or finance your facilities? If "Yes," explain how that entity is selected, explain how the terms of any contracts or other agreements are negotiated at arm's length, and explain how you determine that you will pay no more than fair market value for services.  Yes  No

**Note.** Make sure your answer is consistent with the information provided in Part VIII, line 7a.

- 8** Do you or will you manage your activities or facilities through your own employees or volunteers? If "No," attach a statement describing the activities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and how these managers were or will be selected. Also, submit copies of any contracts, proposed contracts, or other agreements regarding the provision of management services for your activities or facilities. Explain how the terms of any contracts or other agreements were or will be negotiated, and explain how you determine you will pay no more than fair market value for services.  Yes  No

**Note.** Answer "Yes" if you manage or intend to manage your programs through your own employees or by using volunteers. Answer "No" if you engage or intend to engage a separate organization or independent contractor. Make sure your answer is consistent with the information provided in Part VIII, line 7b.**Section II Establishment of Racially Nondiscriminatory Policy**Information required by **Revenue Procedure 75-50.**

- 1** Have you adopted a racially nondiscriminatory policy as to students in your organizing document, bylaws, or by resolution of your governing body? If "Yes," state where the policy can be found or supply a copy of the policy. If "No," you must adopt a nondiscriminatory policy as to students before submitting this application. See Publication 557.  Yes  No
- 2** Do your brochures, application forms, advertisements, and catalogues dealing with student admissions, programs, and scholarships contain a statement of your racially nondiscriminatory policy?  Yes  No
- a** If "Yes," attach a representative sample of each document.
- b** If "No," by checking the box to the right you agree that all future printed materials, including website content, will contain the required nondiscriminatory policy statement.
- 3** Have you published a notice of your nondiscriminatory policy in a newspaper of general circulation that serves all racial segments of the community? (See the instructions for specific requirements.) If "No," explain.  Yes  No
- 4** Does or will the organization (or any department or division within it) discriminate in any way on the basis of race with respect to admissions; use of facilities or exercise of student privileges; faculty or administrative staff; or scholarship or loan programs? If "Yes," for any of the above, explain fully.  Yes  No

**Schedule B. Schools, Colleges, and Universities (Continued)**

- 5** Complete the table below to show the racial composition for the current academic year and projected for the next academic year, of: (a) the student body, (b) the faculty, and (c) the administrative staff. Provide actual numbers rather than percentages for each racial category.  
If you are not operational, submit an estimate based on the best information available (such as the racial composition of the community served).

Racial Category	(a) Student Body		(b) Faculty		(c) Administrative Staff	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
<b>Total</b>						

- 6** In the table below, provide the number and amount of loans and scholarships awarded to students enrolled by racial categories.

Racial Category	Number of Loans		Amount of Loans		Number of Scholarships		Amount of Scholarships	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
<b>Total</b>								

- 7a** Attach a list of your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.

- b** Do any of these individuals or organizations have an objective to maintain segregated public or private school education? If "Yes," explain.  Yes  No

- 8** Will you maintain records according to the non-discrimination provisions contained in Revenue Procedure 75-50? If "No," explain. (See instructions.)  Yes  No

**Schedule C. Hospitals and Medical Research Organizations**

Check the box if you are a **hospital**. See the instructions for a definition of the term "hospital," which includes an organization whose principal purpose or function is providing **hospital or medical care**. Complete Section I below.

Check the box if you are a **medical research organization** operated in conjunction with a hospital. See the instructions for a definition of the term "medical research organization," which refers to an organization whose principal purpose or function is medical research and which is directly engaged in the continuous active conduct of medical research in conjunction with a hospital. Complete Section II.

**Section I Hospitals**

- 1a** Are all the doctors in the community eligible for staff privileges? If "No," give the reasons why and explain how the medical staff is selected.  **Yes**  **No**
- 2a** Do you or will you provide medical services to all individuals in your community who can pay for themselves or have private health insurance? If "No," explain.  **Yes**  **No**

**b** Do you or will you provide medical services to all individuals in your community who participate in Medicare? If "No," explain.  **Yes**  **No**

**c** Do you or will you provide medical services to all individuals in your community who participate in Medicaid? If "No," explain.  **Yes**  **No**
- 3a** Do you or will you require persons covered by Medicare or Medicaid to pay a deposit before receiving services? If "Yes," explain.  **Yes**  **No**

**b** Does the same deposit requirement, if any, apply to all other patients? If "No," explain.  **Yes**  **No**
- 4a** Do you or will you maintain a full-time emergency room? If "No," explain why you do not maintain a full-time emergency room. Also, describe any emergency services that you provide.  **Yes**  **No**

**b** Do you have a policy on providing emergency services to persons without apparent means to pay? If "Yes," provide a copy of the policy.  **Yes**  **No**

**c** Do you have any arrangements with police, fire, and voluntary ambulance services for the delivery or admission of emergency cases? If "Yes," describe the arrangements, including whether they are written or oral agreements. If written, submit copies of all such agreements.  **Yes**  **No**
- 5a** Do you provide for a portion of your services and facilities to be used for charity patients? If "Yes," answer 5b through 5e.  **Yes**  **No**

**b** Explain your policy regarding charity cases, including how you distinguish between charity care and bad debts. Submit a copy of your written policy.

**c** Provide data on your past experience in admitting charity patients, including amounts you expend for treating charity care patients and types of services you provide to charity care patients.

**d** Describe any arrangements you have with federal, state, or local governments or government agencies for paying for the cost of treating charity care patients. Submit copies of any written agreements.

**e** Do you provide services on a sliding fee schedule depending on financial ability to pay? If "Yes," submit your sliding fee schedule.  **Yes**  **No**
- 6a** Do you or will you carry on a formal program of medical training or medical research? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliations with other hospitals or medical care providers with which you carry on the medical training or research programs.  **Yes**  **No**

**b** Do you or will you carry on a formal program of community education? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliation with other hospitals or medical care providers with which you offer community education programs.  **Yes**  **No**
- 7** Do you or will you provide office space to physicians carrying on their own medical practices? If "Yes," describe the criteria for who may use the space, explain the means used to determine that you are paid at least fair market value, and submit representative lease agreements.  **Yes**  **No**
- 8** Is your board of directors comprised of a majority of individuals who are representative of the community you serve? Include a list of each board member's name and business, financial, or professional relationship with the hospital. Also, identify each board member who is representative of the community and describe how that individual is a community representative.  **Yes**  **No**
- 9** Do you participate in any joint ventures? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Also, submit copies of all agreements.  **Yes**  **No**

**Note.** Make sure your answer is consistent with the information provided in Part VIII, line 8.

**Schedule C. Hospitals and Medical Research Organizations (Continued)**

**Section I Hospitals (Continued)**

- 10** Do you or will you manage your activities or facilities through your own employees or volunteers? If "No," attach a statement describing the activities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and how these managers were or will be selected. Also, submit copies of any contracts, proposed contracts, or other agreements regarding the provision of management services for your activities or facilities. Explain how the terms of any contracts or other agreements were or will be negotiated, and explain how you determine you will pay no more than fair market value for services.  Yes  No

**Note.** Answer "Yes" if you do manage or intend to manage your programs through your own employees or by using volunteers. Answer "No" if you engage or intend to engage a separate organization or independent contractor. Make sure your answer is consistent with the information provided in Part VIII, line 7b.
- 11** Do you or will you offer recruitment incentives to physicians? If "Yes," describe your recruitment incentives and attach copies of all written recruitment incentive policies.  Yes  No
- 12** Do you or will you lease equipment, assets, or office space from physicians who have a financial or professional relationship with you? If "Yes," explain how you establish a fair market value for the lease.  Yes  No
- 13** Have you purchased medical practices, ambulatory surgery centers, or other business assets from physicians or other persons with whom you have a business relationship, aside from the purchase? If "Yes," submit a copy of each purchase and sales contract and describe how you arrived at fair market value, including copies of appraisals.  Yes  No
- 14** Have you adopted a **conflict of interest policy** consistent with the sample health care organization conflict of interest policy in Appendix A of the instructions? If "Yes," submit a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," explain how you will avoid any conflicts of interest in your business dealings.  Yes  No

**Section II Medical Research Organizations**

- 1** Name the hospitals with which you have a relationship and describe the relationship. Attach copies of written agreements with each hospital that demonstrate continuing relationships between you and the hospital(s).
- 2** Attach a schedule describing your present and proposed activities for the direct conduct of medical research; describe the nature of the activities, and the amount of money that has been or will be spent in carrying them out.
- 3** Attach a schedule of assets showing their fair market value and the portion of your assets directly devoted to medical research.

**Schedule D. Section 509(a)(3) Supporting Organizations**

**Section I Identifying Information About the Supported Organization(s)**

**1** State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
	-----	-
	-----	-

**2** Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3.  **Yes**     **No**

**3** Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)?  **Yes**     **No**

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

**Section II Relationship with Supported Organization(s)—Three Tests**

To be classified as a supporting organization, an organization must meet one of three relationship tests:

- Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or
- Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or
- Test 3: "Operated in connection with" one or more publicly supported organizations.

**1** Information to establish the "operated, supervised, or controlled by" relationship (Test 1)  
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2.  **Yes**     **No**

**2** Information to establish the "supervised or controlled in connection with" relationship (Test 2)  
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3.  **Yes**     **No**

**3** Information to establish the "operated in connection with" responsiveness test (Test 3)  
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a.  **Yes**     **No**

**4** Information to establish the alternative "operated in connection with" responsiveness test (Test 3)  
**a** Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b.  **Yes**     **No**

**b** Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c.  **Yes**     **No**

**c** Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation.  **Yes**     **No**

**d** Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation.  **Yes**     **No**

**e** Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

**Schedule D. Section 509(a)(3) Supporting Organizations (Continued)****Section II Relationship with Supported Organization(s)—Three Tests (Continued)**

- 5** Information to establish the "operated in connection with" integral part test (Test 3)  
Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a.  Yes  No
- 6** Information to establish the alternative "operated in connection with" integral part test (Test 3)  
**a** Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.)  Yes  No  
If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.  
**b** How much do you contribute annually to each supported organization? Attach a schedule.  
**c** What is the total annual revenue of each supported organization? If you need additional space, attach a list.  
**d** Do you or the supported organization(s)  **earmark**  your funds for support of a particular program or activity? If "Yes," explain.  Yes  No
- 7a** Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b.  Yes  No  
**b** Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

**Section III Organizational Test**

- 1a** If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions.  Yes  No
- b** If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions.  Yes  No

**Section IV Disqualified Person Test**

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

- 1a** Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons.  Yes  No
- b** Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons.  Yes  No
- c** Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons.  Yes  No

**Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation**

Schedule E is intended to determine whether you are eligible for tax exemption under section 501(c)(3) from the postmark date of your application or from your date of incorporation or formation, whichever is earlier. If you are not eligible for tax exemption under section 501(c)(3) from your date of incorporation or formation, Schedule E is also intended to determine whether you are eligible for tax exemption under section 501(c)(4) for the period between your date of incorporation or formation and the postmark date of your application.

- |                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------------------|
| <b>1</b>                                                                                | Are you a church, association of churches, or integrated auxiliary of a church? If "Yes," complete Schedule A and stop here. Do not complete the remainder of Schedule E.                                                                                                                                                                                                                                                                                         | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>2a</b>                                                                               | Are you a public charity with annual <b>gross receipts</b> that are normally \$5,000 or less? If "Yes," stop here. Answer "No" if you are a private foundation, regardless of your gross receipts.                                                                                                                                                                                                                                                                | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <b>b</b>                                                                                | If your gross receipts were normally more than \$5,000, are you filing this application within 90 days from the end of the tax year in which your gross receipts were normally more than \$5,000? If "Yes," stop here.                                                                                                                                                                                                                                            | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>3a</b>                                                                               | Were you included as a subordinate in a group exemption application or letter? If "No," go to line 4.                                                                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <b>b</b>                                                                                | If you were included as a subordinate in a group exemption letter, are you filing this application within 27 months from the date you were notified by the organization holding the group exemption letter or the Internal Revenue Service that you cease to be covered by the group exemption letter? If "Yes," stop here.                                                                                                                                       | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <b>c</b>                                                                                | If you were included as a subordinate in a timely filed group exemption request that was denied, are you filing this application within 27 months from the postmark date of the Internal Revenue Service final adverse ruling letter? If "Yes," stop here.                                                                                                                                                                                                        | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>4</b>                                                                                | Were you created on or before October 9, 1969? If "Yes," stop here. Do not complete the remainder of this schedule.                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>5</b>                                                                                | If you answered "No" to lines 1 through 4, we cannot recognize you as tax exempt from your date of formation unless you qualify for an extension of time to apply for exemption. Do you wish to request an extension of time to apply to be recognized as exempt from the date you were formed? If "Yes," attach a statement explaining why you did not file this application within the 27-month period. Do not answer lines 6, 7, or 8. If "No," go to line 6a. | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>6a</b>                                                                               | If you answered "No" to line 5, you can only be exempt under section 501(c)(3) from the postmark date of this application. Therefore, do you want us to treat this application as a request for tax exemption from the postmark date? If "Yes," you are eligible for an advance ruling. Complete Part X, line 6a. If "No," you will be treated as a private foundation.                                                                                           | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |
| <hr/>                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>Note.</b> Be sure your ruling eligibility agrees with your answer to Part X, line 6. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     |                                    |
| <b>b</b>                                                                                | Do you anticipate significant changes in your sources of support in the future? If "Yes," complete line 7 below.                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> <b>Yes</b> | <input type="checkbox"/> <b>No</b> |

**Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation (Continued)**

7 Complete this item only if you answered "Yes" to line 6b. Include projected revenue for the first two full years following the current tax year.

Type of Revenue	Projected revenue for 2 years following current tax year		
	(a) From ..... To	(b) From ..... To	(c) Total
1 Gifts, grants, and contributions received (do not include unusual grants)			
2 Membership fees received			
3 Gross investment income			
4 Net unrelated business income			
5 Taxes levied for your benefit			
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)			
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)			
8 Total of lines 1 through 7			
9 Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)			
10 Total of lines 8 and 9			
11 Net gain or loss on sale of capital assets (attach an itemized list)			
12 Unusual grants			
13 Total revenue. Add lines 10 through 12			

8 According to your answers, you are only eligible for tax exemption under section 501(c)(3) from the postmark date of your application. However, you may be eligible for tax exemption under section 501(c)(4) from your date of formation to the postmark date of the Form 1023. Tax exemption under section 501(c)(4) allows exemption from federal income tax, but generally not deductibility of contributions under Code section 170. Check the box at right if you want us to treat this as a request for exemption under 501(c)(4) from your date of formation to the postmark date. ▶

Attach a completed Page 1 of Form 1024, Application for Recognition of Exemption Under Section 501(a), to this application.

**Schedule F. Homes for the Elderly or Handicapped and Low-Income Housing****Section I General Information About Your Housing**

- 1 Describe the type of housing you provide.
- 
- 2 Provide copies of any application forms you use for admission.
- 
- 3 Explain how the public is made aware of your facility.
- 
- 4a Provide a description of each facility.
- b What is the total number of residents each facility can accommodate?
- c What is your current number of residents in each facility?
- d Describe each facility in terms of whether residents rent or purchase housing from you.
- 
- 5 Attach a sample copy of your residency or homeownership contract or agreement.
- 
- 6 Do you participate in any joint ventures? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Also, submit copies of all joint venture agreements.  Yes  No
- Note.** Make sure your answer is consistent with the information provided in Part VIII, line 8.
- 
- 7 Do you or will you contract with another organization to develop, build, market, or finance your housing? If "Yes," explain how that entity is selected, explain how the terms of any contract(s) are negotiated at arm's length, and explain how you determine you will pay no more than fair market value for services.  Yes  No
- Note.** Make sure your answer is consistent with the information provided in Part VIII, line 7a.
- 
- 8 Do you or will you manage your activities or facilities through your own employees or volunteers? If "No," attach a statement describing the activities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and how these managers were or will be selected. Also, submit copies of any contracts, proposed contracts, or other agreements regarding the provision of management services for your activities or facilities. Explain how the terms of any contracts or other agreements were or will be negotiated, and explain how you determine you will pay no more than fair market value for services.  Yes  No
- Note.** Answer "Yes" if you do manage or intend to manage your programs through your own employees or by using volunteers. Answer "No" if you engage or intend to engage a separate organization or independent contractor. Make sure your answer is consistent with the information provided in Part VIII, line 7b.
- 
- 9 Do you participate in any government housing programs? If "Yes," describe these programs.  Yes  No
- 
- 10a Do you own the facility? If "No," describe any enforceable rights you possess to purchase the facility in the future; go to line 10c. If "Yes," answer line 10b.  Yes  No
- b How did you acquire the facility? For example, did you develop it yourself, purchase a project, etc. Attach all contracts, transfer agreements, or other documents connected with the acquisition of the facility.
- c Do you lease the facility or the land on which it is located? If "Yes," describe the parties to the lease(s) and provide copies of all leases.  Yes  No

**Schedule F. Homes for the Elderly or Handicapped and Low-Income Housing (Continued)****Section II Homes for the Elderly or Handicapped**

- 1a** Do you provide housing for the elderly? If "Yes," describe who qualifies for your housing in terms of age, infirmity, or other criteria and explain how you select persons for your housing.  **Yes**  **No**
- b** Do you provide housing for the handicapped? If "Yes," describe who qualifies for your housing in terms of disability, income levels, or other criteria and explain how you select persons for your housing.  **Yes**  **No**
- 
- 2a** Do you charge an entrance or founder's fee? If "Yes," describe what this charge covers, whether it is a one-time fee, how the fee is determined, whether it is payable in a lump sum or on an installment basis, whether it is refundable, and the circumstances, if any, under which it may be waived.  **Yes**  **No**
- b** Do you charge periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined.  **Yes**  **No**
- c** Is your housing affordable to a significant segment of the elderly or handicapped persons in the community? Identify your **community**. Also, if "Yes," explain how you determine your housing is affordable.  **Yes**  **No**
- 
- 3a** Do you have an established policy concerning residents who become unable to pay their regular charges? If "Yes," describe your established policy.  **Yes**  **No**
- b** Do you have any arrangements with government welfare agencies or others to absorb all or part of the cost of maintaining residents who become unable to pay their regular charges? If "Yes," describe these arrangements.  **Yes**  **No**
- 
- 4** Do you have arrangements for the healthcare needs of your residents? If "Yes," describe these arrangements.  **Yes**  **No**
- 
- 5** Are your facilities designed to meet the physical, emotional, recreational, social, religious, and/or other similar needs of the elderly or handicapped? If "Yes," describe these design features.  **Yes**  **No**

**Section III Low-Income Housing**

- 1** Do you provide low-income housing? If "Yes," describe who qualifies for your housing in terms of income levels or other criteria, and describe how you select persons for your housing.  **Yes**  **No**
- 
- 2** In addition to rent or mortgage payments, do residents pay periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined.  **Yes**  **No**
- 
- 3a** Is your housing affordable to low income residents? If "Yes," describe how your housing is made affordable to low-income residents.  **Yes**  **No**
- Note.** Revenue Procedure 96-32, 1996-1 C.B. 717, provides guidelines for providing low-income housing that will be treated as charitable. (At least 75% of the units are occupied by low-income tenants or 40% are occupied by tenants earning not more than 120% of the very low-income levels for the area.)
- b** Do you impose any restrictions to make sure that your housing remains affordable to low-income residents? If "Yes," describe these restrictions.  **Yes**  **No**
- 
- 4** Do you provide social services to residents? If "Yes," describe these services.  **Yes**  **No**

**Schedule G. Successors to Other Organizations**

**1a** Are you a **successor to a for-profit organization**? If "Yes," explain the relationship with the predecessor organization that resulted in your creation and complete line 1b.  **Yes**     **No**

**b** Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status.

**2a** Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation.  **Yes**     **No**

**b** Provide the tax status of the predecessor organization.

**c** Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved.  **Yes**     **No**

**d** Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption.  **Yes**     **No**

**e** Explain why you took over the activities or assets of another organization.

**3** Provide the name, last address, and EIN of the predecessor organization and describe its activities.

**Name:** \_\_\_\_\_ **EIN:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**4** List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed.

Name	Address	Share/Interest (If a for-profit)

**5** Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest.  **Yes**     **No**

**6a** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.  **Yes**     **No**

**b** Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions.  **Yes**     **No**

**c** Provide a copy of the agreement(s) of sale or transfer.

**7** Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.  **Yes**     **No**

**8** Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined.  **Yes**     **No**

**9** Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined.  **Yes**     **No**

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**

**Section I** *Names of individual recipients are not required to be listed in Schedule H.*

**Public charities and private foundations complete lines 1a through 7 of this section. See the instructions to Part X if you are not sure whether you are a public charity or a private foundation.**

- 1a** Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc.  
**b** Describe the purpose and amount of your scholarships, fellowships, and other educational grants and loans that you award.  
**c** If you award educational loans, explain the terms of the loans (interest rate, length, forgiveness, etc.).  
**d** Specify how your program is publicized.  
**e** Provide copies of any solicitation or announcement materials.  
**f** Provide a sample copy of the application used.

- 2** Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," refer to the instructions.  **Yes**  **No**

- 3** Describe the specific criteria you use to determine who is eligible for your program. (For example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.)

- 4a** Describe the specific criteria you use to select recipients. (For example, specific selection criteria could consist of prior academic performance, financial need, etc.)  
**b** Describe how you determine the number of grants that will be made annually.  
**c** Describe how you determine the amount of each of your grants.  
**d** Describe any requirement or condition that you impose on recipients to obtain, maintain, or qualify for renewal of a grant. (For example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.)

- 5** Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Describe whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

- 6** Who is on the selection committee for the awards made under your program, including names of current committee members, criteria for committee membership, and the method of replacing committee members?

- 7** Are relatives of members of the selection committee, or of your officers, directors, or **substantial contributors** eligible for awards made under your program? If "Yes," what measures are taken to ensure unbiased selections?  **Yes**  **No**

**Note.** If you are a private foundation, you are not permitted to provide educational grants to **disqualified persons**. Disqualified persons include your substantial contributors and foundation managers and certain family members of disqualified persons.

**Section II** **Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section.**

- 1a** If we determine that you are a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures?  **Yes**  **No**  **N/A**  
**b** For which section(s) do you wish to be considered?  
 • 4945(g)(1)—Scholarship or fellowship grant to an individual for study at an educational institution   
 • 4945(g)(3)—Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring?  **Yes**  **No**

- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in line 2?  **Yes**  **No**

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures**  
(Continued)

**Section II Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section. (Continued)**

- 4a** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an *employee of a particular employer*? If "Yes," complete lines 4b through 4f.  Yes  No
- b** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? (See lines 4c, 4d, and 4e, regarding the percentage tests.)  Yes  No
- c** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer?  Yes  No  N/A
- If "Yes," will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39?  Yes  No
- d** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer?  Yes  No  N/A
- If "Yes," will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? If "No," go to line 4e.  Yes  No
- e** If you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer, will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39?  Yes  No  N/A
- If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution. If "No," go to line 4f.
- Note.** Statistical or sampling techniques are not acceptable. See Revenue Procedure 85-51, 1985-2 C.B. 717, for additional information.
- f** If you provide scholarships, fellowships, or educational loans to attend an educational institution to *children of employees of a particular employer* without regard to either the 25% limitation described in line 4d, or the 10% limitation described in line 4e, will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances that you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test described in line 4d or the 10% test described in line 4e.  Yes  No



**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES**

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City

State

ZIP Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**ARTICLES OF INCORPORATION**  
**For use by Domestic Nonprofit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is:

Troy Nature Society

**ARTICLE II**

The purpose or purposes for which the corporation is organized are:

The corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, and more particularly: to receive funds and properties of all kinds for the above purposes, subject to the limitations applicable to nonprofit corporations under the laws of the state of Michigan and to the limitations imposed by the corporation's Articles of Incorporation; to sponsor projects and events in the City of Troy and surrounding region leading to increased understanding and stewardship of our natural environment, and to contract for goods and services to accomplish the above purposes.

**ARTICLE III**

1. The corporation is organized upon a Nonstock basis.  
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is

\_\_\_\_\_ If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

3. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")  
None
- b. The description and value of its personal property assets are: (if none, insert "none")  
None
- c. The corporation is to be financed under the following general plan:  
Grants, Fundraising, Donations, Membership Dues, Gifts, Fees, Sale of merchandise
- d. The corporation is organized on a Membership basis.  
(Membership or Directorship)

#### ARTICLE IV

1. The name of the resident agent at the registered office is:

Christal Lewandowski

2. The address of its registered office in Michigan is:

6685 Coolidge Highway Troy, Michigan 48098  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office in Michigan if different than above:

1795 S. Shore Drive Rochester Hills, Michigan 48307  
(Street Address or PO Box) (City) (ZIP Code)

#### ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
John Ragan	1835 Farmbrook, Troy, MI 48098
Sherrill Jackson	3873 Old Creek Road, Troy, MI 48084
Christal Lewandowski	1795 S. Shore Drive, Rochester Hills, MI 48307
Deane Blythe	3458 Gresham, Troy, MI 48084
Mary Creager	350 S. Grey Rd., Auburn Hills, MI 48326
Nancy Youngerman	297 West Baker, Clawson, MI 48017
John Youngerman	297 West Baker, Clawson, MI 48017
Ann Adele Neuser	6946 Brunswick, Troy, MI 48085
Charles Jensen	1933 Kristin, Troy, MI 48084

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article VI: 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 Article Two hereof. 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.

Article VII: Upon the dissolution of the corporation, assets shall be distributed to the Troy Historical Society, a corporation that has section 501(c)(3) status with the Internal Revenue Code. If the Troy Historical Society is not in existence, the assets shall be distributed in equal amounts to Clinton River Watershed Council and Friends of the Rouge that each have section 501(c)(3) status with the Internal Revenue Code. If such corporations are not in existence, then any such assets shall be disposed of by a Court of Competent Jurisdiction of Oakland County, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

I, (We), the incorporator(s) sign my (our) name(s) this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Draft

Name of person or organization remitting fees:

Preparer's name and business telephone number.

JOHN RAGAN

248-952-1953

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.

2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.

4. Article II - The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purpose for which corporations may be organized under the Act.

5. Article III - The corporation must be organized on a stock or nonstock basis. Complete Article III(2) or III(3) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value and description must be included. If there is no real and/or personal property, write in "none".

6. A domestic nonprofit corporation may be formed on either a membership or directorship basis. A membership corporation entitles the members to vote in determining corporate action. If organized on a directorship basis the corporation may have members by they may not vote and corporate action is determined by the Board of Directors.

7. Article IV - A post office box may not be designated as the address of the registered office.

8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.

9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.

10. The Articles must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the Articles of incorporation on behalf of all of them. In such event, these Articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.

11. FEES: Make remittance payable to the State of Michigan. Include corporation name on check or money order. FILING AND FRANCHISE FEE.....\$20.00

Submit with check or money order by mail:

Michigan Department of Energy, Labor & Economic Growth
Bureau of Commercial Services
Corporation Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

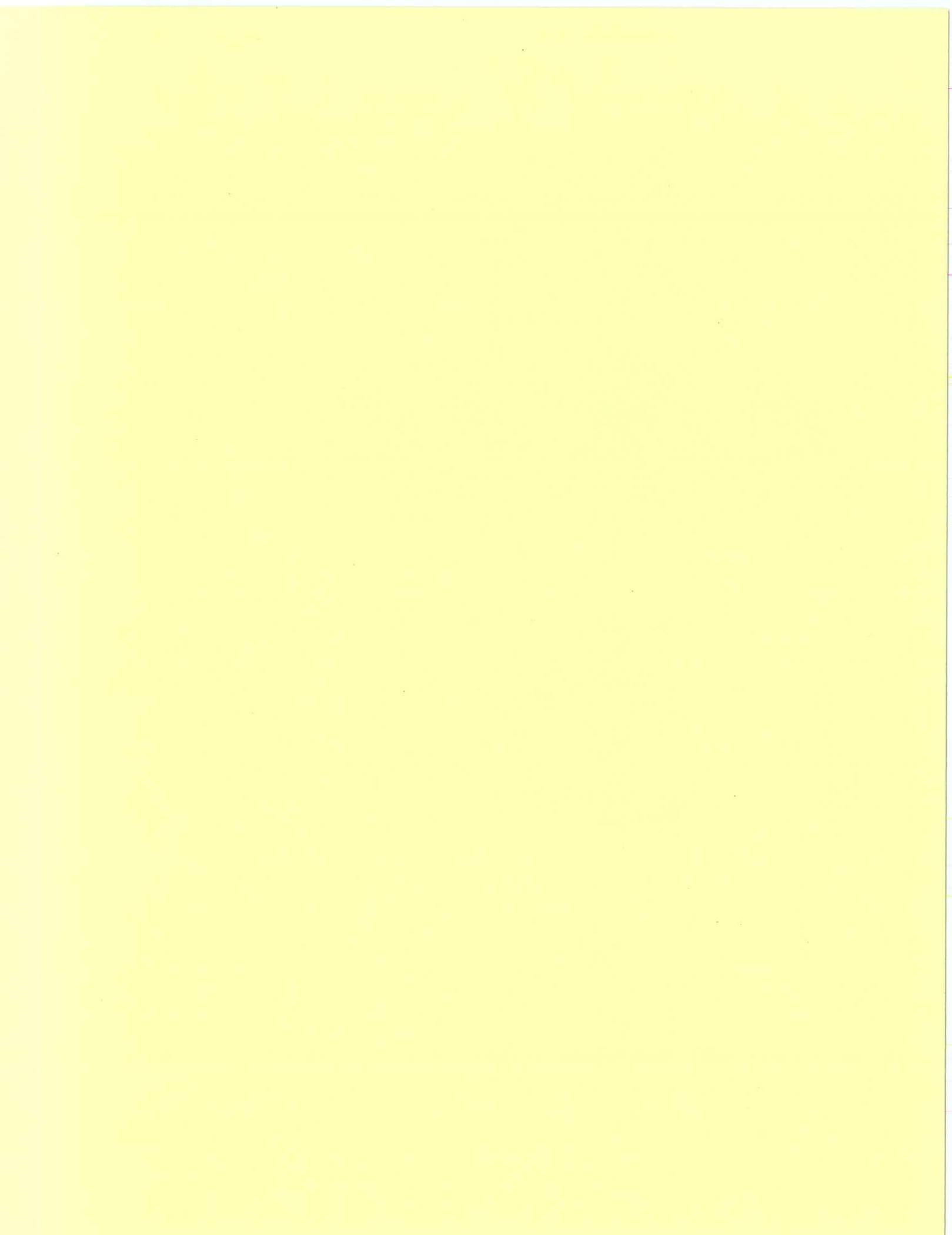
2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at http://www.michigan.gov/corporations
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

DELEG is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.



BYLAWS OF  
**Troy Nature Society**

ARTICLE 1  
NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan, is Troy Nature Society.

1.2. The principal office of this Corporation, hereinafter referred to as “the Society”, shall be situated in the State of Michigan at such specific location as the Board of Directors shall determine from time to time. The Society may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2  
PURPOSE

2.1. General Purpose. The Society is organized and operated for the following general purposes:

(a) Exclusively for educational, and scientific purposes or other specific exempt purpose within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(3).

(b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Michigan which are consistent with the preceding paragraph.

2.2. Specific Purposes. The specific purposes of the Society include, without limitation, the following:

(a) Promote the knowledge and appreciation of local, state, and national nature areas and wildlife among our local citizens and school children.

(b) Foster and encourage the understanding and preservation of our natural areas, green space, and wildlife within the City of Troy and its region.

(c) Foster and encourage the understanding of our renewable resources.

(d) Sponsor continuing education to improve programs that are or would be offered to support the mission of the Troy Nature Society.

ARTICLE 3  
MEMBERSHIP

3.1. Qualifications For Membership. The members of the Society shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Society; and 3) agree to abide by the Bylaws of the Society as amended from time to time.

3.2. Classes of Members. The membership of the Society shall be divided into three classes: Individual Members, Family/Couple Members, and Business Members;

(a) Individual Members. Individual members who purchase a one year membership for a single person.

(b) Family/Couples Members. Family/Couple members include all members who purchase a one year membership for a family or couple that reside together in a single household. This would include family members under the age of 21 as identified in the annual application.

(c) Business Member. Business membership, is restricted to two individual of that business that are listed on the application who are currently employed and in with the business, who purchase a one year membership.

3.3. Voting Rights. Each member present at the membership meeting ~~and in~~ shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Family/Couple members shall have one vote per household by any member as identified in the annual application. Business members shall have no voting rights. Votes may be taken by voice, by a show of hands or by written ballot.

3.4. Membership Dues. All members shall pay their annual membership dues — to the Society in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Secretary will send out a written notice to all annual membership card holders on the month before they initially registered that the payment of the annual dues is required. All members who have paid up their current annual dues will establish the voting membership for the annual meeting.

3.5. Meetings of Members. The annual meeting of the voting members shall be held April of each year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Society or in such other place as may be designated by the Board of Directors. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

At each annual meeting the directors of the Society shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.

3.6. Notice of Meetings of Members. Notice of each regular annual meeting and special meeting shall be given to each member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each member at the address appearing on the books of the Society. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

3.7. Quorum. The presence in person of fifteen (15) voting members shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

3.8. Termination of Active Membership. The membership of each member of the Society will terminate upon the member's death, resignation, or expulsion. Members terminated as a result of expulsion may not renew their membership in the Society without obtaining the affirmative vote of at least two-thirds of all the directors.

3.9. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Society. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Society.

#### ARTICLE 4 DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the Michigan Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Society shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- (a) To appoint and remove all officers of the Society subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

(b) To govern and assure successful performance in the affairs of the society and to adopt policy as they deem best to achieve a long tern public good.

(c) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Society for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purpose of the Society and to cause to be executed and delivered therefor, in the Society's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.

(e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Society, and to distribute, loan or dispense the same or the income and profits there from.

(f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities and to seek the advice of an Investment Manager when such trusts and foundations are established.

4.2. Number of Directors. The number of directors constituting the entire Board shall be a minimum of 3 and a maximum of 17 as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualifications for Office. Every director, elected or appointed, must be an active member of the Society that has contributed and maintains the Supporting Membership level or above beginning with the Membership Annual Meeting in 2012. Current members are grandfathered in through the end of their current term. Each director must be a U.S. citizen. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Society. Directors are to act in their own right and not as a representative of any interest or group. Each director shall be at least 18 years of age.

#### 4.4. Election of Directors

All directors shall be elected by the voting members of the Society.

The term of each director, upon being elected to office, shall begin immediately.

4.5. Term of Office. The regular term of office for each director shall be three years, unless sooner terminated by death, incapacity, resignation or removal. {Directors may be elected or

appointed to no more than two (2) successive terms. A director who has served all or part of two (2) successive terms shall be ineligible for reelection for one (1) year.} All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.6. Staggering of Terms. The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one-third of the directors shall be selected each year. In order to stagger the terms of the initial directors, upon the effective date of these Bylaws or upon the installation of the initial directors, whichever occurs later, the directors shall draw lots to determine which individuals shall serve for an initial term of one, two, or three years.

4.7. Nomination of Directors. Prior to the annual meeting of voting members, the Board of Directors shall select a committee to present a list to the Board of Directors containing the names of eligible nominees as directors for the ensuing year. Said list shall contain the names of at least one eligible nominee to each vacancy. In case the Board of Directors fails, for any reason, to elect such a committee within the time specified, then it shall be the duty of the President to appoint such a committee. Nominations made by the committee for directors must be delivered to the Secretary at least forty-five (45) days before the annual meeting of the voting members. The Secretary shall mail a notification of the annual meeting to the voting members and a list of nominees at least thirty (30) days prior thereto. Nominations for directors may also be received from the floor during any meeting of the voting members at which directors are to be elected.

4.8. Removal, Resignation. Any director may resign from office at any time by giving written notice thereof to an officer of the Society. Any director may be removed with or without cause by a two-thirds vote of all of the other directors then in office.

Cause for removal exists (without limiting other causes for removal) whenever a director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- (b) is convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty;
- (d) has committed an act of moral turpitude; or
- (e) ceases to be a member in of the Society while in office as a director.

4.9. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.
- (c) At any meeting of the voting members at which a director is to be elected, but the voting members fail to elect the full authorized number of directors to be voted for at that meeting.

4.10. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

4.11. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been agreed to by the President or Vice President of the Board. In the absence of such designation, meetings shall be held at the principal office of the Society. The Board shall hold at least three (3) meetings each calendar year.

4.12. Annual and Special Meetings. Immediately following each annual meeting of voting members, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the directors then in office.

4.13. Notice of Meetings. A regular meeting of the directors may not be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of electronic communication, charges prepaid, addressed to the director at their address as shown upon the records of the Society at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.14. Quorum and Voting. A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.15. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Society within a reasonable time after obtaining knowledge of the action.

4.16. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

4.17. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.18. Ex Officio Board Advisors. The immediate past President of the Society shall be *ex officio* advisor to the Board of Directors. The immediate past president may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. Current officers shall be *ex officio* advisors so long as they are officers of the Society. The immediate past president shall be an *ex officio* advisor for a term of one (1) year.

## ARTICLE 5 OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by

the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of the Society. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

(a) Annual Transition. To maintain Society continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Society's financial accounts and signature cards.

5.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Society. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4. President. The President shall be the chief executive officer of the Society, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Society. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

5.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Society, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Society, the membership record, and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership record containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of all regular and special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Society. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

5.7. Assistant Secretary. The Assistant Secretary shall have the power to perform the duties and responsibilities of the Secretary when the Secretary is not available.

5.8. Treasurer. The Treasurer shall have custody of all Society funds; keep full and accurate

accounts of all receipts and disbursements of the Society, an inventory of assets, and a record of the liabilities of the Society; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Society as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.9 Assistant Treasurer. The Assistant Treasurer shall have the power to perform the duties and responsibilities of the Treasurer when the Treasurer is not available.

## ARTICLE 6 ADMINISTRATION OF DONATIONS

6.1. Donations. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, such may be used for the general purposes of the Society. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the Society may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the Society with or without cause in its sole discretion.

6.2. All Donations Subject to these Bylaws. Donors may make donations to or for the use of the Society by naming or otherwise identifying the Society in the gift transfer instrument. Each donor by making a donation to or for the use of the Society accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

6.3. Segregation of Funds. No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.

6.4. Improper Donor Directions. If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the purposes of the Society, or if the Board is advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Board so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and

expenses of counsel for such advice and proceedings shall be proper expenses of administration.

6.5. Changed Circumstances. Whenever the Board of Directors decides that conditions or circumstances are such or have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with the Society's purposes, it may, by affirmative vote of two-thirds of the directors, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other non-profit educational or scientific institutions, as in its judgment will then more effectively serve such needs. Similarly, whenever the Board decides that a donor's directions as to investment or administration have because of changed circumstances or conditions or experience proved impractical or unreasonably onerous, and impedes effectual serving of such needs, the Board may likewise order a variance from such directions to the extent in its judgment is necessary. Any such action will be communicated to the donor by mail.

6.6. Charitable Trusts. If a donation is made to the Society by means of any charitable trust or charitable trust instrument, the payments to or for the use of the Society shall be regarded as Society funds only when the Society becomes entitled to their use, but the Board may take such actions as it from time to time deems necessary to protect the Society's rights to receive such payments.

## ARTICLE 7 PROHIBITED ACTIVITIES

7.1. Actions Jeopardizing Tax Status. This Society shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under ' 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

7.2. Lobbying and Political Activities.

(a) The Society shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.

(b) The Society shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

7.3. Private Inurement. No part of the net income or net assets of the Society shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons.

7.4. Non-Discrimination. In the conduct of all aspects of its activities, the Society shall not discriminate because of gender, color, race, religion, national origin, age, marital status, sexual orientation, gender identity and expression, disability or covered veteran status. The Society has

created a Non-Discrimination Policy to implement this requirement in the By-Laws.

7.5. Prohibited Acts. The Society shall not engage in any act of self-dealing as defined in Internal Revenue Code ' 4941(d); the Society shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code ' 4942; the Society shall not own any excess business holdings that would subject it to tax under Code ' 4943; the Society shall not make any investments in such manner as to subject the Society to the tax imposed by Code ' 4944; and the Society shall not make any taxable expenditures as defined in Code ' 4945(d).

7.6. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Society (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Society employees, directors or officers, and members of any Society committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Society and work to the detriment of the Society. The Society has created a Conflict of Interest Policy to implement this requirement in the By-Laws.

7.7. Preventing Conflict Situations. The Society, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- (a) Fiduciaries should refuse to enter into self-dealing relationships with the Society as a vendor.
- (b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- (c) Fund raisers should be advised not to recommend that making any donation to the Society is in the best interests of a donor.
- (d) Donors who plan to make a sizeable gift in response to a personal solicitation should be encouraged to act only with the advice of independent counsel.
- (e) 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 that in order to maintain its federal tax exemption, the Society must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- (f) To ensure the Society operates in a manner consistent with the above mentioned 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 Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit educational or scientific purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

7.8. Litigation. The Society shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

7.9. Society Leaders. Only voting members of the Society may lead Society meetings and other Society activities.

## ARTICLE 8 OTHER FINANCIAL MATTERS

8.1. Property of the Society. The title to all property of the Society, both real and personal, shall be vested in the Society.

8.2. Dedication of Assets. This Society does not contemplate pecuniary gain or profit to the members thereof except as provided by law under ' 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The property of this Society is irrevocably dedicated to tax exempt purposes under said ' 501(c)(3) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

8.3. Disposition Upon Dissolution. Upon the dissolution or winding up of the Society, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Society remaining after payment, or provision for payment, of all debts and liabilities of this Society, shall be distributed to the Troy Historical Society, a 501(c)(3) corporation. If the Troy Historical Society does not exist then the assets shall be distributed in equal amounts to Clinton River Watershed Council and Friends of the Rouge that each have section 501(c)(3) status with the Internal Revenue Code of 1986, as amended. If such corporations are not in existence, then any such assets shall be distributed to another 501(c)(3) with similar mission or purposes. In no event shall any of the business, properties, assets or income of this Society, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

8.4. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the

Society, and any such officer may affix the corporate seal (if any) of the Society thereto.

8.5. Financial Accounts. The Society may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Society purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer(s) or agent(s) of the Society, and in such manner, as is determined by the Board of Directors from time to time.

8.7. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Society's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Society and to pay reasonable compensation for services and expenses thereof.

8.8. Auditing of Accounts. The accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board and that audit report shall be delivered to the Board 30 days prior to the Annual meeting.

8.9. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the Society as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable, educational or scientific purposes, and such other additional reports or information as may be ordered from time to time by the Board. The auditor's charges and expenses shall be proper expenses of administration.

8.10. Limitations on Debt. No debt including credit card loans shall be incurred by the Society beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Society unless authorized by the Board of Directors. [Specifically, without limitation, no loan shall be made to any officer or director of the Society. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.]

8.11. Liability of Directors and Officers. No director or officer of the Society shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Society's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

8.12. Liability of Members. No member of the Society shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Society's

assets for payment.

8.13. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Society. Cessation of membership shall operate as a release and assignment to the Society of all right, title and interest of any member, but shall not affect any indebtedness of the Society to such member.

8.14. Fiscal Year. The fiscal year of the Society shall be from each July 1 to each June 30.

## ARTICLE 9 COMMITTEES

9.1. Committee Powers. Committees of the Society shall be special. The Board of Directors or the President may refer to a committee any matter affecting the Society or any operations needing study, recommendation, or action. The Board may establish committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Michigan Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

9.2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Society or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Society.

9.3. Committee Membership. The Board, acting upon the recommendation of the President, shall appoint the members of such committees, and also select a committee Chair. Persons other than directors may be appointed to such committees. The President shall be an *ex-officio* member of every committee other than the Executive Committee. Every committee shall consist of at least three (3) persons, exclusive of the President.

## ARTICLE 10 INDEMNIFICATION

10.1 Indemnification- The corporation has the power to indemnify any director, officer, employee, or advisor against expenses, costs, and attorney fees actually and reasonably incurred by the person in connection with the defense of any action, suit or proceeding, civil or criminal, in which the person is made or threatened to be made, a part by reason of being or having been reasonably believed to be in or not opposed to the best interests of the society or its members. Such indemnification shall be subject to all restrictions imposed by law and may include all amounts authorized by law.

10.2 Insurance. The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have power to indemnify the person against the liability under these bylaws or the laws of the state of Michigan.

ARTICLE 11  
AMENDMENTS TO BYLAWS

11.1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, or provisions which are not subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by a majority vote of the Board of Directors and a majority of the voting membership present at a special meeting, where the Bylaws would be amended. The annual meeting and special meeting could occur at the same time.

11.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Society for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

Signed Mary E Creager, Mary E Creager, Secretary

Revision I to By-Laws :

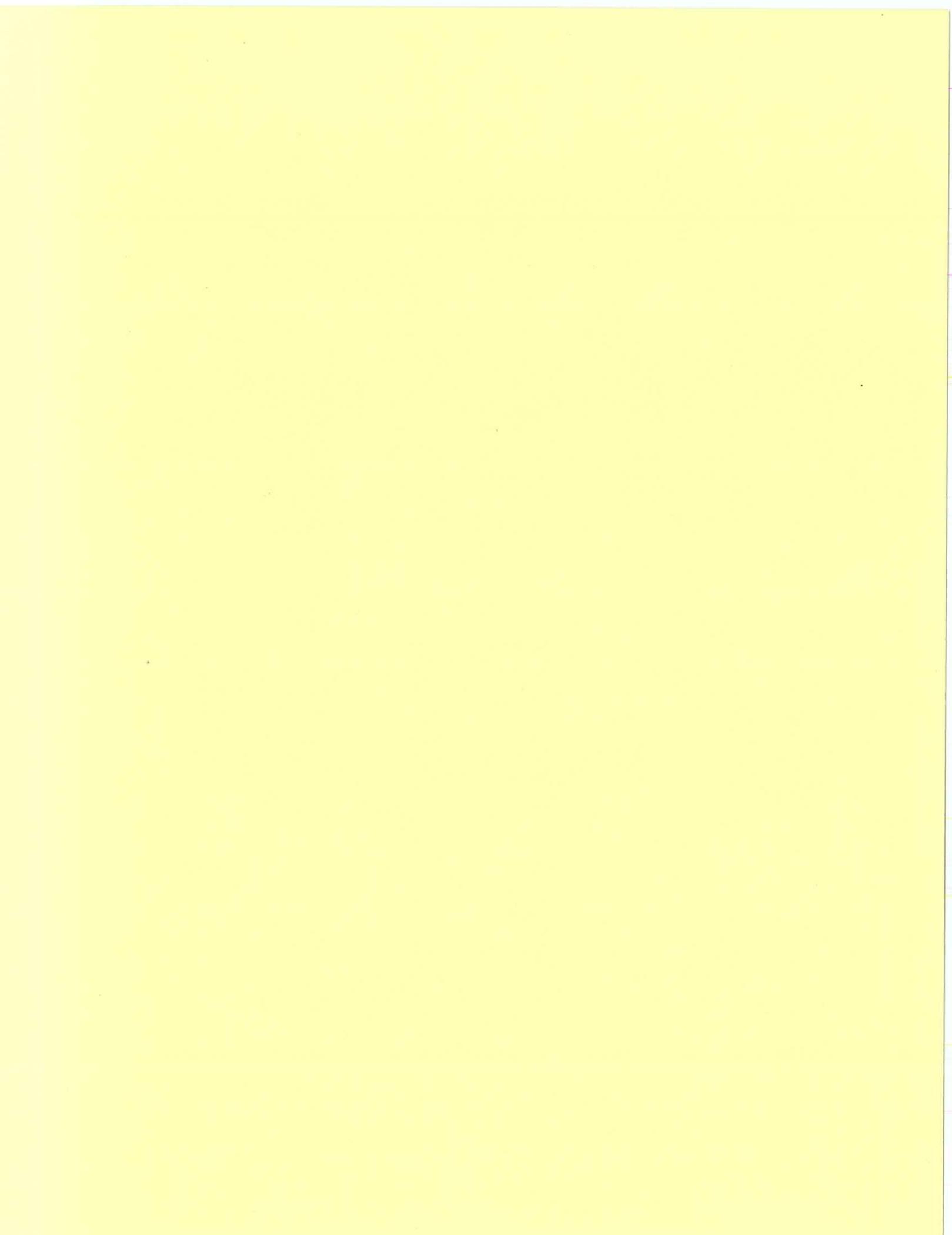
Approved by Board of Directors on March 23, 2011

Approved by Troy Nature Society Membership on April 14,2011

Initial By-Laws :

Approved by Board of Directors on July 28, 2010

Approved by Troy Nature Society Membership on August 28,2010



**TROY NATURE SOCIETY  
TREASURER'S STATEMENT OF  
FINANCIAL POSITION  
JUNE 30, 2011**

**ASSETS**

Current asset,  
Cash

\$27,973

**LIABILITIES AND NET ASSETS**

Net assets,  
Unrestricted net assets

\$27,973

**TROY NATURE SOCIETY  
TREASURER'S STATEMENT OF  
ACTIVITIES AND NET ASSETS  
FOR THE YEAR ENDED JUNE 30, 2011**

**REVENUE AND SUPPORT**

Donations	\$24,585
Fundraising events	5,544
Member dues	<u>9,730</u>
 Total revenue and support	 <u>39,859</u>

**EXPENSES**

Program	
Public programs	2,613
Membership services	766
Fundraising	3,537
Management and general	<u>4,970</u>
 Total expenses	 <u>11,886</u>
 Change in unrestricted net assets	 27,973
 Unrestricted net assets, beginning of year	 <u>0</u>
 Unrestricted net assets, end of year	 <u><u>\$27,973</u></u>

**TROY NATURE SOCIETY  
TREASURER'S STATEMENT OF  
FUNCTIONAL EXPENSES  
FOR THE YEAR ENDED JUNE 30, 2011**

	<u>Program</u>				<u>Total</u>
	<u>Public programs</u>	<u>Membership services</u>	<u>Fundraising</u>	<u>Management and general</u>	
Bank fees	\$0	\$0	\$0	\$142	\$142
Charter member recognition	0	141	0	0	141
Dues/memberships	0	0	0	195	195
Insurance	0	0	0	1,968	1,968
Legal fees	0	0	0	750	750
Outside services	1,915	0	800	985	3,700
Postage	0	0	0	35	35
Promotion	698	625	666	0	1,989
Start up	0	0	0	895	895
Supplies	0	0	2,071	0	2,071
	<u>\$2,613</u>	<u>\$766</u>	<u>\$3,537</u>	<u>\$4,970</u>	<u>\$11,886</u>