

BYLAWS
OF
ARIZONA CHRISTIAN EDUCATION COALITION

ARTICLE I

OFFICES

Section 1. Location. The principal office for the transaction of the business of the corporation in Arizona is hereby fixed and located at 14646 N. Kierland Blvd., Suite 230, Scottsdale, Arizona. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said state. Any such change shall be noted on the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The corporation may also have offices at such other places within and without the State of Arizona as the Board of Directors of the corporation (hereinafter sometimes referred to as the “Board”) may from time to time determine or the business of the corporation may require.

ARTICLE II

STATEMENT OF FAITH

Section 1. Statement of Faith. The Statement of Faith of the organization shall be as follows:

1. We believe the Bible to be the inspired, the only infallible, authoritative, inerrant Word of God (2 Timothy 3:16, 2 Peter 1:21).
2. We believe there is one God, eternally existent in three persons-Father, Son, and Holy Spirit (Genesis 1:1, Matthew 28:19, John 10:30).
3. We believe in the deity of Christ (John 10:33), His virgin birth (Isaiah 7:14, Matthew 1:23, Luke 1:35), His sinless life (Hebrews 4: 15, 7:26), His miracles (John 2:11), His vicarious and atoning death (1 Corinthians 15:3, Ephesians 1:7, Hebrews 2:9), His Resurrection (John 11:25, 1 Corinthians 15:4), His Ascension to the right hand of God (Mark 16:19), His personal return in power and glory (Acts 1:11, Revelation 19:11).
4. We believe in the absolute necessity of regeneration by the Holy Spirit for salvation because of the exceeding sinfulness of human nature, and that men are justified on

the single ground of faith in the shed blood of Christ, and that only by God's grace and through faith alone are we saved (John 3:16–19, 5:24; Romans 3:23, 5:8–9; Ephesians 2:8–10; Titus 3:5).

5. We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of condemnation (John 5:28–29).
6. We believe in the spiritual unity of believers in our Lord Jesus Christ (Romans 8:9, 1 Corinthians 12:12–13, Galatians 3:26–28).
7. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13–14; 1 Corinthians 3:16, 6:19–20; Ephesians 4:30, 5:18).
8. We believe that the term marriage has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture (Genesis 2:18–25). We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other (1 Corinthians 6:18, 7:2–5; Hebrews 13:4).
9. We believe that God's command is that there be no sexual intimacy outside of or apart from marriage between a man and a woman.
10. We believe that God wonderfully foreordained and immutably created each person as either male or female in conformity with their biological sex. These two distinct yet complementary genders together reflect the image and nature of God (Genesis 1:26–27).

Section 2. Amendment. This Statement of Faith may only be amended by a unanimous vote of the Membership.

Section 3. Membership in Accordance with Statement of Faith. As a condition of membership or employment, as the case may be, each member of the corporation, each member of the Board of Directors, and each officer, employee, or staff member of the corporation must agree with and agree to abide by the Statement of Faith.

ARTICLE III

MEMBERSHIP

Section 1. Membership. This corporation shall have members. Membership shall be open to Christian schools in the state of Arizona and organizations that support and/or advocate for Christian schools in the state of Arizona. Members shall submit an Application for Membership in a form approved by the Board of Directors and shall be approved for membership by an affirmative

vote of the Board of Directors. Each approved entity Member shall designate an authorized representative of the Member for purposes of notice of meetings and participation in the membership of the corporation.

Section 2. Annual Meeting. The annual meeting of the Members of the corporation shall be held at the principal office of the corporation, or at such other place as shall be set forth in the notice of meeting, in April of each year, or at such other time as the Members, the Board of Directors, or the Executive Director may determine, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting. The first such meeting shall be held in 2022.

Section 3. Notice of Annual Meeting. Notice of the time and place of holding such annual meeting shall be given by the Secretary by mailing or emailing a copy thereof to the authorized representative of each Member at the Member's mailing or email address as it appears on the books of the corporation, or by delivering it to the authorized representative of such Member in person, not less than ten days nor more than fifty days before such meeting. The officer or agent having charge of the membership books for the corporation shall make a complete record of the Members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the mailing address and email address of the authorized representative of each member. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

Section 4. Special Meetings. Special meetings of the Members, to be held at the principal officer of the corporation or elsewhere, shall be called by the Board of Directors or the Executive Director on receipt of a written request from the majority of the members of the corporation or from a majority of the directors of the corporation.

Section 5. Notice of Special Meetings. Notice of the time, place and purpose of each special meeting shall be given by the Secretary by mailing or emailing a copy thereof to the authorized representative of each Member at the Member's mailing or email address as it appears on the books of the corporation, or by delivering it to the authorized representative of such Member in person, not less than ten days nor more than fifty days before such meeting.

Section 6. Waiver of Notice of Meeting. Notice of any meeting of Members, annual or special, shall not be required to be given to any Member entitled to vote at the meeting who shall attend such meeting in person or by proxy, or who shall, before or after such meeting, in person or by authorized proxy, waive notice of such meeting in writing or by email.

Section 7. Quorum; Adjournments of Meetings. At all meetings of the Members, except as otherwise provided by law, the majority of the Members of the corporation, present in person or by proxy, shall constitute a quorum for the transaction of business, unless the representation of a larger number shall be required by law, in which event such number shall constitute a quorum. In the absence of a quorum, a majority of the Members so present or represented may adjourn the meeting from time to time until a quorum is obtained. No notice shall be necessary for any such adjourned

meeting except the statement at the meeting which is adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meetings.

Section 8. Organization. Except where otherwise provided by statute, the Chairman of the Board of the corporation, and in his/her absence the Executive Director, shall act as chairman of such meetings. In the absence of the Chairman or Executive Director, a chairman shall be chosen by the Members present. The Secretary of the corporation shall act as secretary at all meetings of the Members, but in the absence of the Secretary the presiding officer may appoint any person to act as secretary of the meeting.

Section 9. Voting. At each meeting of the Members, every Member shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such Member, and delivered to the secretary of the meeting. Upon demand of any Member, the votes for directors or upon any question before the meeting, shall be by ballot.

Section 10. Consents. Whenever the vote of Members is required or permitted to be taken at the meeting thereof in connection with any corporate action, the meeting and the vote of Members may be dispensed with if all the Members who would have been entitled to vote upon the actions, if such meeting were held, shall consent in writing to such corporate actions being taken.

Section 11. Resignation or Removal of Member. A Member of the corporation may resign its membership at any time provided that any outstanding financial obligation of the Member to the corporation is first fully satisfied. A Member's resignation without satisfaction of an outstanding financial obligation may be approved by a unanimous vote of the Members. A Member may be removed from membership by a 66% vote of the Members absent the Member under consideration for removal.

Section 12. Termination of Membership. By unanimous action or vote of the then existing Members, membership may cease and be terminated. Upon such event, the Board of Directors shall be vested with all powers and authority to govern the corporation and shall be responsible for election of new and/or replacement directors as described in Article III, Section 3 below.

ARTICLE IV

DIRECTORS

Section 1. Powers of Board; Qualifications. The powers of this corporation shall be exercised, its properties and earnings controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate.

In accordance with The Arizona Nonprofit Corporation Act (“Act”), directors must be natural persons but need not be residents of Arizona.

Section 2. Number, Composition, and Term.

a. The Board of Directors shall consist of from one (1) to seven (7) directors as determined from time-to-time by the Membership.

b. In the interests of board continuity, staggered terms are desired, with the directors to hold office for an initial three (3) year term with said term commencing, unless otherwise specified in the action electing them, on the date of the annual meeting of the Board of Directors occurring in the year in which they were elected and terminating on the date of the third anniversary thereof. The corporation and its officers are directed to keep a record of the respective beginning and ending terms for each of the directors serving on the Board of Directors.

c. The Membership, when electing the Board of Directors shall give preference and consideration to the composition of the Board so that Board members chosen represent the following constituencies:

- (1) Member schools with over 250 students enrolled.
- (2) Member schools with less than 250 students enrolled.
- (3) Member schools from within the Phoenix metro area.
- (4) Member schools from the Southern portion of Arizona and outside of the Phoenix metro area.
- (5) Member schools from the Northern portion of Arizona and outside of the Phoenix metro area.
- (6) A separate advocacy organization aligned with the exempt purposes of the corporation.

A director elected by the membership may represent more than one of the above constituencies. Other than the director chosen to represent a separate advocacy organization, every other director elected by the Membership shall be from a Member School.

d. Upon the expiration of the term of a director, the Membership may re-elect the director whose term is ending or elect a new director to fill the vacancy and such new director shall serve as a director of the corporation for the required three-year term.

e. Upon the expiration of the term of a director, he or she shall continue to serve as a director until his or her successor is elected and qualified or until his or her earlier resignation, removal from office, or death.

Section 3. Election. The members of the Board shall be elected by the Membership in accordance with the provisions of Section 2 above and Section 5 below; provided that any such person is eligible to serve in accordance with the qualifications set forth in Section 1 above.

Section 4. Removal. Any director may be removed with or without cause by the unanimous affirmative action of the Membership minus the director being considered for removal.

Section 5. Vacancies. Newly created directorships resulting from an increase in the number of directors comprising the Board and all vacancies occurring in the Board for any reason shall be filled by the affirmative vote of a majority of the Membership at any meeting of the Members. A director elected to fill a newly created directorship, or a vacancy shall serve for the term indicated in Section 2 above.

Section 6. Board Officers. The Board shall have the following officers:

a. Chairman of the Board. The Chairman of the Board shall preside over all annual, regular and special meetings of the Board of Directors, shall be a member of the Executive Committee, and an ex-officio member of all other Board Committees. The Chairman shall be responsible for setting the agenda for Board meetings and generally steering the Board in its functions.

The Board may elect other officers as it deems necessary or desirable.

b. Compensation. The members of the Board shall serve without compensation.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Location. Meetings of the Board, regular, special, or annual, may be held at any location designated by the Executive Director or the Chairman of the Board.

Section 2. Notice. Regular meetings of the Board may be called by the Executive Director or the Chairman of the Board with or without notice. Special meetings of the Board may be called by the Executive Director or the Chairman of the Board on ten (10) days' prior notice to each director.

Section 3. Annual Meetings. An annual meeting of the Board shall be held, preferably in April of each fiscal year of the corporation, or at such other time as specified and determined

by the Board, on the date and at the time and place fixed by the Board, for the purpose of electing officers and transacting any other business to come before the meeting. Notice of the annual meeting shall be given by the Executive Director or the Chairman of the Board to each member of the Board at least ten (10) days prior to the meeting.

Section 4. Waiver of Notice. Notice of any special or annual meeting need not be given to any director who submits a signed waiver of notice either before or after the meeting, or who attends such meeting without protesting prior thereto at its commencement the lack of notice to him. Neither the business to be transacted at, nor the purpose of, any regular, special or annual meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless the meeting is called to remove a director.

Section 5. Quorum; Voting. At any meeting of the Board, (i) a majority of the directors then in office shall constitute a quorum for the transaction of business, and (ii) the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting at which the adjournment is taken of the time and place to which the meeting is adjourned, until a quorum shall be present.

Section 6. Participation by Electronic Means. Directors may participate in a meeting of the Board by means of a conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 7. Action by Written Consent. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or committee consent in writing to such action. Any such written consents by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or

substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Executive Committee. There shall initially be an Executive Committee. The Executive Committee shall concern itself generally with the internal affairs of the corporation, such as finance and budget, audit, legal, investment, executive, and nominating functions. The Board's Executive Committee is empowered to act for the full Board between meetings. Each standing committee may appoint one or more subcommittees as it deems necessary and appropriate to fulfill its functions.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the corporation, and the Executive Director or Board of Directors of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 5. Chairman. One member of each committee shall be appointed chairman by the Board in its authorizing resolution, or by such person or persons authorized to appoint the members thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

NOTICES

Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, it shall not be construed to be limited to personal notice, but such notice may be given in writing, by first-class mail, addressed to such Director, at the address designated by him or her for such purposes, or if none is designated, at his or her last known address, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the mail. Notice may also be given by email or telephone.

ARTICLE VIII

OFFICERS

Section 1. Principal Officers; Qualifications. The officers of the corporation shall be chosen by the Board and there may be an Executive Director, a Secretary, and a Treasurer.

Section 2. Other Officers and Agents. The Board may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. Terms; Removal; Vacancies. The officers of the corporation shall hold office until their successors are appointed and qualify. Any officer appointed by the Board may be removed at any time by the affirmative vote of a majority of the entire Board. Any vacancy occurring in any office of the corporation shall be filled by the Board.

Section 4. Executive Director. The Executive Director shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be vested with the powers and duties generally incident to the office of President of a non-profit corporation, or as may be otherwise set forth in these Bylaws.

Section 5. Secretary. The Secretary shall attend all meetings of the Board, shall record all the proceedings of the meetings of the Board in a book to be kept for that purpose and shall perform such other duties as may be prescribed by the Board.

Section 6. Treasurer. The Treasurer shall have responsibility for the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board.

Section 7. Disbursement of Funds. The Treasurer shall disburse the funds of the corporation as may be ordered by the Executive Director or the Board, taking proper vouchers for such disbursements, and shall render to the Executive Director and the Board, when the Executive Director or Board so requires, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. With respect to the payment of any expenditures of the corporation, the Treasurer (and other officers) shall ensure that proper authorization has been given in accordance with the following parameters (although nothing herein shall prohibit the officers from submitting any expenditure or series of expenditures for approval by the Board of Directors): (a) for operating expenditures in accordance with a budget approved by the Board no further approval is required; (b) for all other expenditures, (i) if the amount is \$500.00 or less, but not more than \$2,000 aggregately for any one related activity or project in any fiscal year, approval of the Executive Director shall be required; (ii) for operating expenditures greater than \$500 individually, or \$2,000 aggregately for any one related activity or project in any fiscal year, approval by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Section 1. Third Party Proceedings. The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Proceedings. The corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she

reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Expenses. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 or Section 2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 4. Standard of Conduct. Any indemnification under Section 1 or Section 2, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(1) Selected by the board of directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or

(2) If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

Section 5. Reasonableness of Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (c) of Section 4 shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 6. Advances for Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final

disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article VIII. Expenses incurred by other employees and agents may be paid in advance upon such terms of conditions that the board of directors deems appropriate.

Section 7. Nonexclusivity of Indemnification Provisions. The indemnification and advancement of expenses provided pursuant to this Article are not exclusive and the corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause of action so adjudicated and constitute:

- (a) A violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;
- (c) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

Section 8. Applicability to Former Officers, Etc. Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 9. Court Ordered Indemnification. Unless the corporation's Articles of Incorporation provide otherwise, notwithstanding the failure of the corporation to provide indemnification, and despite any contrary determination of the board in the specific case, a director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

- (a) The director, officer, employee, or agent is entitled to mandatory indemnification under Section 3; in which case the court shall also order the corporation to

pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the corporation of its power pursuant to Section 7; or

(c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Section 1, Section 2, or Section 7.

Section 10. Merger, Etc. For purposes of this Article, the term “Corporation” includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, is in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 11. Definitions. For purposes of this Article:

(a) The term “other enterprises” includes employee benefit plans;

(b) The term “expenses” includes counsel fees, including those for appeal;

(c) The term “liability” include obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses, actually and reasonably incurred with respect to a proceeding;

(d) The term “proceeding” includes any threatened, pending, or contemplated action, suit, or other type of proceeding whether civil, criminal, administrative, or investigative and whether formal or informal;

(e) The term “agent” includes a volunteer;

(f) The term “serving at the request of the corporation” includes any service as a director, officer, employee, or agent of the corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and

(g) The term “not opposed to the best interest of the corporation” describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of any employee benefit plan.

Section 12. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

Section 13. Extension of Indemnification Provisions. To the extent that the Arizona Nonprofit Corporation Act authorizes broader indemnification rights, or is amended after the date of these bylaws to permit the corporation to provide broader indemnification rights than those set forth above in this Article VIII, then these bylaws shall be deemed to automatically include any such rights under the current or amended amendments to the Arizona Nonprofit Corporation Act .

ARTICLE X

GENERAL PROVISIONS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his/her attorney, for any proper purpose at any reasonable time. The books of the corporation may be kept at such place or places as the Board may from time to time determine.

Section 2. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate by banking and/or other resolution, further consistent with the terms and conditions governing the disbursement of funds set forth in Section 8 of Article VII, above.

Section 3. Fiscal Year. The fiscal year of the corporation shall be as fixed by resolution of the Board, or in the absence thereof, shall be the calendar year.

Section 4. Acceptance of Gifts. In furtherance of its charitable, religious, educational and scientific purposes, the corporation may accept and acquire, by gift, devise, or otherwise, donations, money and property of every kind, nature and description from any person, firm, or entity, and hold, manage, administer, use, or allocate the same as the corporation and its Board of Directors shall determine; provided, however, that no part of the net earnings, if any, of the corporation shall inure to the benefit of any person having a personal or private interest in the corporation or of any substantial contributor to the corporation or to the benefit of any member of his or her family or corporation controlled, either directly or indirectly, by him, except for any reasonable allowances for salaries actually rendered and/or for reimbursements in reasonable amounts of expenses actually

incurred in attending to the affairs of the corporation. In no event shall this corporation and its Board of Directors be required to transmit any donation(s) that it may receive to, or for the benefit of, any other domestic or foreign entity or any particular project. Nothing herein shall prohibit this corporation and its Board of Directors from making any donation or grant of its funds to, or for the benefit of, any other domestic or foreign entity; provided that the corporation and its Board of Directors, acting in its sole and complete discretion, shall decide that such use is in furtherance of its charitable purposes. Consistent with its purposes, the corporation and its Board of Directors must retain complete control and discretion over the use of funds donated to the corporation and with this in mind, the Board of Directors shall implement procedures by which it will be able to:

- (a) review the activities and purposes of any domestic or foreign charity who is a potential recipient of a grant to determine if they are within the ambit of Section 170(c) of the Internal Revenue Code;
- (b) review and approve specific domestic and/or foreign projects and programs;
- (c) consider the execution of a written agreement with any domestic or foreign charity which specifies, in detail, the projects for which grants will be used;
- (d) require accountings by the domestic or foreign charity or individual or representative of a particular project each year until the grant has been fully expended;
- (e) retain exclusive power to refuse any conditional or earmarked donations;
- (f) retain discretion to use any of its funds for other exempt purposes if it learns that any potential or actual donee of its funds has improperly diverted funds, acted in a manner inconsistent with its purposes, or fails to render an acceptable accounting with regard to the funds;
- (g) approve, wherever feasibly possible, specific projects of domestic or foreign charities or programs before the corporation solicits any contributions for the project; and

(h) take any and all action necessary to ensure that the corporation and its Board remains in complete control over donated funds until such funds have been disbursed.

Section 5. Annual financial compilation. The Board of Directors shall contract with an independent third-party accounting firm for the purpose of conducting an annual financial compilation. The Board may determine to require a financial review or audit of the corporation depending on the annual revenues in any year and the expense of a review or audit.

ARTICLE X

AMENDMENTS

These Bylaws may be adopted, amended or repealed or new Bylaws may be adopted by the affirmative vote of 66% of the entire Membership at any regular, special, or annual meeting of the Board of Directors.

CERTIFICATION

The undersigned, Secretary of Arizona Christian Education Coalition, an Arizona nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted pursuant to the Unanimous Written Consent of the Board of Directors in Lieu of a Meeting, dated July _____, 2022.

Secretary