

**ARIZONA CHRISTIAN EDUCATION COALITION
ACTION OF BOARD OF DIRECTORS TAKEN IN WRITING
JULY ___, 2022**

The undersigned, being all of the directors of ARIZONA CHRISTIAN EDUCATION COALITION, an Arizona nonprofit corporation (the “Company”), acting pursuant to Arizona Revised Statutes 10-3821, hereby authorize, approve and consent without a meeting to the adoption of the following resolutions, and the actions thereby contemplated, effective as of the date set forth above:

1. Incorporation Matters

WHEREAS, it appears that the Articles of Incorporation of the Company were filed on July 18, 2022, with the Arizona Corporation Commission, and the said articles will be published as required by law;

NOW, THEREFORE, BE IT RESOLVED, the Secretary be, and he hereby is, directed to insert in the minute book of the Company the original Articles of Incorporation, receipts for filing and publications fees, the published Notice of Incorporation, and Affidavit thereof.

2. Bylaws

WHEREAS, a draft of proposed bylaws of the Company has been presented by counsel and has been reviewed and proposed for adoption;

NOW, THEREFORE, BE IT RESOLVED, that the bylaws, submitted simultaneously herewith, be, and they hereby are, adopted and the Secretary is directed to identify said Bylaws by executing a certificate associated therewith duly attesting to their adoption, and incorporate them in the minute book of the Company.

3. Election of Officers

BE IT RESOLVED, that the following persons be, and they hereby are, elected as the officers of the Company, each to serve until the next annual meeting of the Members or until his successor has been duly elected and shall qualify:

_____ Secretary

_____ Treasurer

5. Bank Depository

WHEREAS, it appears necessary and desirable for the Company to designate a depository for the funds of the Company;

NOW, THEREFORE, BE IT RESOLVED, that any officer of the Company hereby is authorized to open or cause to be opened an account or accounts with one or more banks, which shall be designated as depositories for the funds of the Company.

BE IT RESOLVED FURTHER, that checks, drafts or other withdrawal orders against the funds of the Company on deposit with a depository, and loans from a bank, shall be or may be affected upon the signature or signatures as shown on the attached forms of bank resolutions, which forms shall be deemed a part of these minutes.

BE IT FURTHER RESOLVED, that the Secretary is authorized and directed to certify to said depository or depositories the effect of this resolution, in the normal form of certificate required by said bank, or banks, and a copy thereof shall be appended to these minutes as a part hereof.

6. Ratification and Adoption of Prior Acts

BE IT RESOLVED, that all acts of the several individuals and incorporators associated with the Company and on behalf of the Company prior to its incorporation are hereby approved, adopted and ratified as acts of the Company.

7. Reimbursement of Organization Expenses

BE IT RESOLVED, that the Treasurer of the Company be, and hereby is, authorized and empowered, for and on behalf of the Company, to pay from the Company's funds as the same become available all charges, costs and expenses incident to or arising out of the organization of the Company and to reimburse the persons who have made any disbursements therefor.

8. Application for Tax Exempt Status

WHEREAS, it appears reasonable and desirable for the Company to apply to the Internal Revenue Service for exemption from taxation pursuant to Sections 501(c)(4), *et seq.* of the Internal Revenue Code as a public charity;

NOW, THEREFORE, BE IT RESOLVED, that the Company shall apply for tax exempt status pursuant to Sections 501(c)(4), *et seq.* of the Internal Revenue Code as a public

charity or private foundation, as appropriate, and the officers of the Company are hereby authorized to execute on behalf of the Company any and all applications therefor and other documents as they deem necessary and appropriate to obtain such exemption from taxation.

9. Policy

BE IT RESOLVED, that the corporation hereby adopts the following Policies as policies of the corporation:

Conflict of Interest Policy attached hereto as Appendix A

Action effective July ____, 2022

Dick Buckingham, Director

Dan Kuiper, Director

Kyle Maestri, Director

Cathi Herrod, Director

Jerry Bowen, Director

APPENDIX A

CONFLICT OF INTEREST POLICY

ARIZONA CHRISTIAN EDUCATION COALITION

CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of this conflict of interest policy is to protect the tax-exempt status and interests of Arizona Christian Education Coalition (“AZ CEC”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of AZ CEC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

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

2. Financial Interest

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

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

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

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

3. Independent Director

A director shall be considered “independent” for the purposes of this policy if he or she -

- a.** is not, and has not been for a period of at least three years, an employee of AZ CEC or any entity in which AZ CEC has a financial interest;
- b.** does not directly or indirectly have a significant business relationship with AZ CEC, which might affect independence in decision-making;
- c.** is not employed as an executive of another corporation where any of AZ CEC’s executive officers or employees serve on that corporation's compensation committee; and
- d.** does not have an immediate family member who is an executive officer or employee of AZ CEC or who holds a position that has a significant financial relationship with AZ CEC.

Article III Procedures

1. Duty to Disclose

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

2. Recusal of Self

Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether AZ CEC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in AZ CEC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

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

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from AZ CEC for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AZ CEC for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AZ CEC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

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

- a. Has received a copy of this conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

d. Understands AZ CEC is charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which aAZ CEC accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

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

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to AZ CEC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

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