

**Bylaws of  
Richard Bush Renewal Center  
Nonprofit Corporation**

**Article I – Offices**

The principal office of the Richard Bush Renewal Center (“the Corporation”) shall be located in the City of Bannister and the State of Michigan. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

**Article II – Purpose**

- Section 1: **Purpose.** The Corporation is organized exclusively for charitable, educational, and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, and raising and distributing funds for causes defined by the specific purpose of the corporation as enumerated in the next sentence. The specific purpose of the corporation is to advance the Christian religion and gospel ministry via offering and hosting times of solitude for prayer and meditation and also offering and hosting retreats and conferences. The corporation is planning to purchase real estate as a location for this ministry to take place.
- Section 2: **No private inurement.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 Section 1 hereof.
- Section 3: **No lobbying.** 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 the Corporation.
- Section 4: **Dissolution.** Upon the dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation’s assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are operated exclusively for such purposes.
- Section 5: **Private Foundation.** In the event that the corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following:
- a. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - c. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - d. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - e. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article III – Board of Directors

- Section 1: **Number, Election, and Term of Office.** The number of the directors of the Corporation shall be 3. This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than 3 directors. The Board shall be elected each year by a majority of the votes of the then current Board. Each Director shall hold office until the next annual meeting, and until his or her successor is elected and qualified, or until his or her death, resignation, or removal. Married couples may serve on the Board together but their two votes shall only count as one vote or one person in the couple must recuse him/her self from voting. The Board must always be structured so that there is an odd number of votes.
- Section 2: **Vacancies.** Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, subject to the above qualifications in Section 1, at any regular meeting or special meeting of the Board called for that purpose.
- Section 3: **Duties and Powers.** The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute. The Corporation is organized on a directorship basis and has no “members” as that term is defined and used in the Michigan Nonprofit Corporation Act.
- Section 4: **Annual Meetings.** An annual meeting of the Board shall be held each year as scheduled by the Board. The Board from time to time may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.
- Section 5: **Special Meetings.** Special meetings of the Board shall be held whenever called by the President or by one of the Directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.
- Section 6: **Notice and Waiver.** Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail, by electronic mail, or by facsimile to each Director at his or her postal or electronic address as provided by the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.
- Section 7: **President.** The Board shall elect a President and a Vice President. At all meetings of the Board, the Vice President of the Board, if any and if present, shall preside. If there is no Vice President, or he or she is absent, then the President shall preside, and in his or her absence, a temporary Chairman chosen by the Directors shall preside.
- Section 8: **Quorum and Adjournment.** At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.
- Section 9: **Board Action.** At all meetings of the Board, each Director present shall have one vote, except as modified by Section 1 for a married couple. Except as otherwise provided by Statute, the action of two-thirds of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized in writing by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. In case of a tie, the vote of the President of the Board of the Richard Bush Renewal Center will be the tie breaker.
- Section 10: **Action Without a Meeting.** Any Board action which may be taken at a meeting of the Board may be taken outside of a meeting if consent in writing setting forth the action so taken shall be signed severally or collectively by all of the Directors.
- Section 11: **Telephone Meetings.** Directors may participate in meetings of the Board through use of a telephone or other telecommunication device if this can be arranged so that all Board members can hear all other members. The use of a telephone or other telecommunication device for participation shall constitute presence in person.

- Section 12: **Resignation and Removal.** Any Director may resign at any time by giving written notice to another Board member or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such office, and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed for cause by action of the Board.
- Section 13: **Compensation.** No stated salary shall be paid to Directors as such for their services, but by resolution of the Board a reasonable fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.
- Section 14: **Liability.** No Director shall be liable for any debt, obligation, or liability of the Corporation.
- Section 15: **Conflicts of Interest.** The Corporation may enter into a contract or transaction directly or indirectly with a Director for the provision of goods or services to the Corporation or its affiliates if (a) the contract or transaction is in the best interest of the Corporation and is on fair and reasonable terms, (b) the Director's interest, or that of a family member of the Director, is disclosed and known to the Board, and (c) the contract or transaction is authorized by a vote of the Board sufficient for the purpose without counting the vote of any interested Director. For purposes of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is a part (or one of the parties) contracting or dealing with the Corporation, or is a Director, Trustee, Officer, or Shareholder of, or has a significant financial or influential interest in, an entity contracting or dealing with the Corporation. Any possible conflict of interest of any Director, Officer or Committee member shall be disclosed promptly by such person whenever the interest could become a matter of action or discussion by the Board or a committee of the Board. Any time a contract or transaction involving a possible conflict of interest of a director or officer is acted upon by the Board or a committee of the Board, the disclosures of the Directors, Officers, or Committee Members having a possible conflict shall be reflected in the minutes of the Board or the committee. Any Director, Officer or Committee Member with a conflict of interest in any matter being considered by the Board of Directors or a committee of the Board shall not participate in discussions on the matter at meetings of the Board or committee, shall leave the room at the request of the Board or committee and shall not vote on that matter. The minutes of the meeting shall contain the names of the directors or committee members who did not vote.

In the event of any disagreement regarding the existence of a conflict of interest, the Director, Officer, or Committee Member having the alleged conflict shall not be permitted to vote upon such matter if the remaining members of the Board unanimously vote that a conflict of voting interest exists. Otherwise, the member shall be permitted to vote upon such matter.

If there is such a conflict not able to be handled by the above Section 15, Attachment "A" shall govern.

#### Article IV – Officers

- Section 1: **Number, Qualification, Election and Term.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable. The President and Vice President must be Directors of the Corporation. Any other officer may be, but is not required to be, a Director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his or her election, and until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officers may serve any number of consecutive terms, in either the same or different offices. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than 1 capacity if the instrument is required by law or the articles or bylaws to be executed, acknowledged, or verified by 2 or more officers.
- Section 2: **Resignation and Removal.** Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.
- Section 3: **Vacancies.** A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

- Section 4: **Duties of Officers.** Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.
- Section 5: **Compensation.** The officers of the Corporation shall be entitled to such reasonable compensation as the Board shall from time to time determine.
- Section 6: **Delegation of Duties.** In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or any other Director.
- Section 7: **Shares of Other Corporations.** Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the Corporation by the President, the Vice President, or such other person as the Board may authorize.
- Section 8: **Liability.** No officer shall be liable for any debt, obligation, or liability of the Corporation.

#### **Article V – Members**

- Section 1: **Members.** The Corporation shall not have members, as that term is defined and used in the Michigan Nonprofit Corporation Act.

#### **Article VI – Committees**

- Section 1: **Committees.** The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the Corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

#### **Article VII – Books, Records and Reports**

- Section 1: **Annual Report.** The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.
- Section 2: **Permanent Records.** The Corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings of the Corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

#### **Article VIII – Execution of Documents and Contracts**

- Section 1: **Execution.** The execution of all corporate documents and the execution of deeds, conveyances, leases, bonds, or other legal instruments and the execution of all contracts to which the Corporation may be a party shall be signed on behalf of the Corporation by the President, Vice President, or any other person authorized by the Board of Directors and, if required, by the Secretary or an Assistant Secretary, but no such instrument shall be executed by any officer except upon resolution of the Board of Directors and in the proper performance of his or her duties consistent with the laws of the State of Michigan, the Articles of Incorporation, and these Bylaws.

#### **Article IX – Fiscal Year**

- Section 1: **Fiscal Year.** The fiscal year of the Corporation shall end on \_\_\_\_\_(month and day)\_\_\_\_\_ for federal income tax purposes.

**Article X – Amendment**

Section 1: **Articles of Incorporation.** The Articles of Incorporation may not be amended or changed except by the unanimous vote of the Board of Directors, except in the event that the action of the Board is blocked by the vote of a single member on two successive votes and the entire Board has made reasonable efforts to break the impasse; in such an event, such action shall become effective upon affirmative vote of all the remaining Board members eligible to vote on such matter, with the exception of the Board member voting to block such action or decision.

Section 2: **Bylaws.** These bylaws may not be amended or changed except by the unanimous vote of the Board of Directors, except in the event that the action of the Board is blocked by the vote of a single member on two successive votes and the entire Board has made reasonable efforts to break the impasse; in such an event, such action shall become effective upon affirmative vote of all the remaining Board members eligible to vote on such matter, with the exception of the Board member voting to block such action or decision.

**Article XI – Indemnification**

Section 1: **Insurance.** The Corporation may but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

Certified to be the Bylaws of the corporation adopted by the Board of Directors on the \_\_ day of \_\_\_\_\_, 2020.

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Sandra Traver, President