

BYLAWS
OF
BIKE FRIENDLY KALAMAZOO

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B Y L A W S
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B I K E F R I E N D L Y K A L A M A Z O O

ARTICLE I
NAME AND PURPOSES

Section 1. Name. This Corporation shall be known as Bike Friendly Kalamazoo.

Section 2. Purposes. The Corporation is organized exclusively for education and charitable purposes, including engaging in any activity within the purposes for which a non-profit corporation may be organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of subsequent legislation, and in furtherance of the following purposes:

(a) To promote, support, encourage, facilitate, advocate for and engage in efforts to make our greater community ever more bicycle friendly.

(b) To promote, support, encourage, facilitate, advocate for and engage in efforts that focus on achieving progress toward creating, growing and maintaining (among other things) bicycle friendly: plans; infrastructure; awareness-building and educational programs; laws and law enforcement; events; and a strong bike culture that welcomes and celebrates bicycling in its many legitimate diverse forms and purposes as measured by widely respected criteria.

(c) To conduct activities, either directly, through related organizations or in cooperation with other organizations exempt from federal income tax under Section 501(a) of the Code as organizations described under 501(c)(3) of the Code, to raise funds to further the purposes of the Corporation (subject, however, to all limitations on the nature and extent of such activities applicable, from time to time, to Section 501(c)(3) organizations, exempt from federal income tax under Section 501(a) of the Code);

(d) To solicit and receive from the general public gifts, grants, bequests, and other charitable contributions permissible under section 107(c)(2) of the Code which shall, in addition to the proceeds thereof, be used solely to further the Corporation’s purposes;

(e) To do such things and perform such acts to accomplish its purposes which are not prohibited by Section 501(c)(3) or 509(a) of the Code, with all powers conferred on nonprofit corporations by the laws of the State of Michigan, including the Michigan Nonprofit Act, Act 162 of the Michigan Public Acts of 1982, as amended (the “Act”), or successor legislation.

(f) To operate the Corporation exclusively for the purposes set forth in Section 501(c)(3) of the Code, and in the course of which no part of the income or assets of the

Corporation shall be distributed to, or inure to the benefit of, any director, officer, or individual as defined in the Code, 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 this Article II. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; and

(g) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities which are prohibited to be carried on by a 501(c)(3) organization exempt from federal income tax under Section 501(a) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or by a corporation described in Section 509(a) of the Code, or corresponding provisions of subsequent legislation.

ARTICLE II **BOARD OF DIRECTORS**

Section 1. Powers and Duties. The property, business and affairs of the Corporation shall be under the direction and control of a Board of Directors. The Board of Directors shall have the power to accept or refuse to accept any bequests, devises, gifts or grants which are proposed to be made to this Corporation based upon the discretion and judgment of the directors taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift and the appropriateness of such gift to the purposes of this Corporation.

Section 2. Number and Term of Directors. The number of directors shall be not fewer than five (5) or more than fifteen (15), as designated by the Board of Directors at any time. All officers of the Corporation shall serve as members of the Board of Directors. The Board of Directors shall be broadly representative of the bicycling groups, bicycling interests and governmental entities and agencies in the community.

Directors shall be elected at the annual meeting by a majority vote of the directors then holding office, for a renewable term of three (3) years. Ordinarily, directors may hold office for two (2) successive terms. A director shall serve until a successor is duly elected and qualified and may vote in the election for a successor; provided that nothing herein shall be construed to prevent the election of a director to succeed himself or herself. Nominations for the proposed successor directors shall come from the Board of Directors. A member of the Board of Directors who leaves or is removed from the Board of Directors may not be reappointed to the Board of Directors for one normal term of a director.

The Board shall utilize staggered terms such that approximately one third of the Board shall be elected each year.

Section 3. Qualifications of Directors. Directors will be chosen by virtue of the skills the Board needs to accomplish its purpose.

Section 4. Removal. Any director may be removed from office for cause by vote of a majority of the directors of the Corporation then holding office.

Section 5. Resignation. Any director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance by the Board shall not be necessary to render the resignation effective.

Section 6. Vacancies and Additional Directors. In the event of a vacancy on the Board of Directors for any reason (including a vacancy caused by an increase in the number of directors), the remaining directors of the Corporation, by majority vote, may elect an individual to fill the vacancy until the next annual meeting and until a successor shall have been duly elected and qualified. Such election shall be for a term equal to that remaining of the director whose death or resignation has created the vacancy.

Section 7. Compensation. Directors shall serve without compensation. Upon resolution of the Board of Directors, the directors may receive reimbursement of expenses for attendance at any meeting for the corporation. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity, or receiving compensation therefor. By unanimous vote of the directors then holding office, a director may receive reasonable compensation for services performed for the Corporation in any capacity other than as director.

ARTICLE III MEETINGS

Section 1. Regularly Scheduled Meetings. The regularly scheduled meetings of the directors, to transact such business as may be appropriate, shall be held on such dates and at such places and times as the directors shall from time to time determine.

Section 2. Annual Meetings. Once a year, in addition to regularly scheduled meetings, a meeting shall be held for the purpose conducting elections, and of transacting other business as may be appropriate. This annual meeting shall be held at such place and hour as the directors shall from time to time determine.

Section 3. Special Meetings. Special meetings of directors may be convened upon the written request of any director.

Section 4. Quorum. At any meeting of the directors fifty-percent (50%) of the entire number of such directors shall comprise a quorum for the transaction of business.

Section 5. Place and Notice of Meetings. Meetings may be held within or without the State of Michigan. All directors shall be notified of a regular or special meeting and the purpose of the meeting in writing by email or text message, or other conventional written

means at least five (5) days prior to such special meeting. In the event of an emergency, as determined by the chairperson of the Board, only twenty-four (24) hours' notice shall be required for a special meeting.

Section 6. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 7. Voting. At all meetings of the directors when a quorum is present, the affirmative vote of a majority of fifty-one percent (51%) of those present and voting on the question decide any question brought before that meeting, except where a larger vote may be required by law.

Section 8. Action Without Meeting. Any action required to be taken at a meeting of the directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all directors who are entitled to vote with respect to such action.

Section 9. Meeting by Telephone or Similar Equipment. Any member of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV OFFICERS

Section 1. Principal Officers. The principal officers of the Corporation shall consist of a President, one or more Vice Presidents, Secretary, Treasurer, as well as a Chairperson, Vice Chairperson/Chairperson Elect and a Chairperson at Large. These officers shall be elected by the Board of Directors from among the directors, or those individuals who have provided a written application for consideration to the Board of Directors at least one month prior to the annual meeting. All officers shall be members of the Board of Directors during their term of office. From time to time the Board of Directors may elect such other officers as it shall determine in its discretion. The officers shall be elected by the directors at their annual meeting and shall serve for a one (1) year term, except for the Chairperson, who shall be elected for a two year term. Any offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the Articles or the Bylaws to be executed, acknowledged or verified by two (2) or more officers. There is no prohibition preventing an officer from serving consecutive terms. Although not a requirement and in order to provide continuity of leadership, it is intended that the officers shall serve in subsequent leadership positions. The Board of Directors will discuss and agree on a succession plan prior to the election of new officers. Unless otherwise determined by the Board, the succession of officers shall be that the previous Vice

Chair/Chair Elect shall become Chair and President, the previous Chair shall become the Chair at Large, and, one of the other previous principal officers shall become Vice Chair/Chair Elect..

Section 2. Chair. The Chair shall be elected by the Board of Directors. The Chair shall preside over all meetings of the directors. The Chair shall appoint all committees of the Board of Directors unless otherwise provided in these bylaws. The Chair shall perform such other duties as may be specified from time to time by the directors. Unless the Board of Directors determines otherwise, it is anticipated that the Chair will also be elected as the President of the Corporation.

Section 3. Vice Chair/Chair Elect. The Vice Chair/Chair Elect shall be elected by the Board of Directors, shall perform the duties and exercise the powers of the Chair during any absence or disability of the Chair, and shall temporarily succeed the Chair in the event the office of the Chair becomes vacant for any reason. The Board of Directors shall determine a successor to the Chair at its annual meeting or a special meeting held for that purpose.

Section 4. President. The President shall be the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The President shall have power to appoint or discharge employees, agent, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board of Directors instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the Board of Directors are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board of Directors to delegate any specific power to any other officer of the Corporation.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall be elected by the Board of Directors. The Secretary/Treasurer shall give notice of each meeting of the directors or committees of the Corporation as to which notice if required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the Corporation; shall have custody of the funds and other property of the Corporation; shall keep accurate records of all property, receipts and disbursements of the Corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Corporation with such depository or depositories as shall be designated by the directors; shall disburse the funds of the Corporation; and shall render to the directors such reports as they shall prescribe. All books, records and vouchers of the Corporation shall be open to the inspection of any director. The Secretary/Treasurer shall, at least twice each year, and whenever requested by the directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Corporation and the changes, if any, since the last report of the Secretary/Treasurer. The Secretary/Treasurer shall also perform such other duties as may be specified from time to time by the directors.

Section 6. Chair at Large. The Chair at Large shall be the Chair from the immediately prior year and shall automatically serve as a member of the Board of Directors. The Chair at Large shall provide continuity of information to the officers of the Corporation and the Board of Directors and shall have such duties as are assigned by the Board of Directors.

Section 7. Removal. Any officer of the Corporation may be removed at any time, with or without cause, by vote of a majority of the directors then holding office.

Section 8. Vacancies. Any vacancy in any office of the Corporation may be filled for the unexpired portion of the term by majority vote of the directors present at a meeting of the directors called for such purpose. If any officer is absent or unable to perform the duties assigned to that office, the directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

Section 9. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary/Treasurer of the Corporation. If the Secretary/Treasurer should resign, notice shall be given to the Chair. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary/Treasurer or Chair. Acceptance by the Board shall not be necessary to render the resignation effective.

Section 10. Compensation and Reimbursement of Expenses. An officer of this Corporation may receive compensation for his or her services in such capacity if authorized by the Board of Directors. In addition, the Board of Directors may authorize reimbursement for any reasonable and necessary expenditures incurred by that officer in connection with the conduct of the business of this Corporation.

ARTICLE V **COMMITTEES**

Section 1. Executive Committee. This Corporation may have an Executive Committee which may meet as necessary to formulate policy recommendations to the directors. An Executive Committee by a majority of its members, shall have interim authority to act on behalf of the Board of Directors between meetings. The Executive Committee shall be chaired by the Chair, and shall be comprised of the officers and up to two (2) additional directors who may be appointed to the Executive Committee by the Chair.

Section 2. Other Committees. This Corporation may also have such other committees as the directors may from time to time determine and appoint.

ARTICLE VI **MEMBERSHIP**

The Board of Directors may establish such forms and classes of membership as it may determine to be in the best interest of the Corporation. Membership will entail such rights and responsibilities as are determined by the Board.

ARTICLE VII
FINANCES

Section 1. Books and Records. Books and records of the Corporation shall be set up in a manner which shall produce proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the Corporation. All proper expenses of the Corporation are subject to the approval of the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be as designated by the Board of Directors.

Section 3. Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officer or officers or agent or agents as the Board of Directors shall from time to time designate for that purpose.

Section 4. Financial Institutions. Selection of Financial Institutions for the Corporation shall be the responsibility of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. Indemnification: Third Party Actions. The Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of the fact that the person is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its directors, and with respect to a criminal action or proceeding, if that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, 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 reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its directors and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Indemnification: Actions in the Right of the Corporation. The Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of this Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation or its directors. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Indemnification: Mandatory and Permissive Payments.

- (a) To the extent that a director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or 2 of this Article, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.
- (b) An indemnification under Section 1 or 2 of this Article, unless ordered by a court, shall be made by this Corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee, volunteer or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or 2 of this Article. That determination shall be made in any of the following ways:
 - (1) By majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding.
 - (2) If that quorum is not obtainable, then by a majority vote of a Committee of directors who were not parties to the actions suit, or proceeding. The Committee shall consist of not less than two (2) disinterested directors.
 - (3) By independent legal counsel in a written opinion.

- (c) If a person is entitled to indemnification under Section 1 or 2 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this Article may be paid by this Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, volunteer or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. Indemnification: Continuation of Right. The indemnification provided in Sections 1 through 4 of this Article shall continue as to a person who has ceased to be a director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former director, officer, employee or agent who would have been entitled to indemnification.

Section 6. Indemnification: Hereunder Not Exclusive. The indemnification or advancement of expenses provided in Sections 1 through 4 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer 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, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Sections 1 through 6 of this Article.

Section 8. Mergers. For purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger, as well as the resulting or surviving corporation, so that any person who is or was a director, officer, employee or agent of the constituent corporation, or is serving as a director, officer, employee, volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation or

business corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

ARTICLE IX **AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the directors then holding office at any duly constituted meeting of the Board of Directors, provided that thirty (30) days' written notice is given of the intention to amend the Bylaws and the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

ARTICLE X **DISSOLUTION OF CORPORATION**

Section 1. Discretionary Dissolution of Corporation. A dissolution of the corporation shall be authorized only by the affirmative vote of a majority of directors then in office. Notice of the meeting to authorize the dissolution shall be given to each director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the corporation. The notice shall include a copy or summary of the plan of distribution of assets.

Section 2. Dissolution Procedure. If the dissolution is approved, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation. It shall immediately cause a certificate of dissolution to be executed and filed setting forth: (a) the name of the Corporation; (b) the date and place of the meeting of directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of directors.

Section 3. Distribution of Assets. In the event of dissolution, all assets of this Corporation, real and personal, shall be distributed to the extent permitted by law.

ARTICLE XI **REFERENCE TO INTERNAL REVENUE CODE**

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

CERTIFICATE

I, _____, Incorporator of Bike Friendly Kalamazoo, a Michigan nonprofit corporation, hereby certify that the above Bylaws were adopted by the Incorporator.

_____, Incorporator