

BYLAWS OF THE OCEAN & BAY INTERGROUP OF OVEREATERS ANONYMOUS

(These bylaws were last revised April 6, 2017)

ARTICLE I – NAME

The name of this organization shall be the Ocean & Bay Intergroup, hereinafter known as “Ocean & Bay” or, more simply, “Intergroup”.

ARTICLE II – PURPOSE***Section 1 – Purpose***

The primary purpose of this organization is to aid those with the problem of compulsive eating through the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service, and to serve the OA groups from which the Intergroup is formed; this Intergroup is in compliance with and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law).

Section 2 – The Twelve Steps

The Twelve Steps are the heart of the OA recovery program. They offer a new way of life that enables the compulsive eater to live without the need for excess food.

The ideas expressed in the Twelve Steps, which originated in Alcoholics Anonymous, reflect practical experience and application of spiritual insights recorded by thinkers throughout the ages. Their greatest importance lies in the fact that they work. They enable compulsive eaters and millions of other Twelve-Steppers to lead happy, productive lives. They represent the foundation upon which OA is built

The Twelve Steps are:

- 1) We admitted we were powerless over food—that our lives had become unmanageable.
 - 2) Came to believe that a Power greater than ourselves could restore us to sanity.
 - 3) Made a decision to turn our will and our lives over to the care of God *as we understood Him*.
 - 4) Made a searching and fearless moral inventory of ourselves.
 - 5) Admitted to God, to ourselves and to another human being the exact nature of our wrongs.
 - 6) Were entirely ready to have God remove all these defects of character.
 - 7) Humbly asked Him to remove our shortcomings.
 - 8) Made a list of all persons we had harmed, and became willing to make amends to them all.
 - 9) Made direct amends to such people wherever possible, except when to do so would injure them or others.
 - 10) Continued to take personal inventory and when we were wrong, promptly admitted it.
 - 11) Sought through prayer and meditation to improve our conscious contact with God *as we understood Him*, praying only for knowledge of His will for us and the power to carry that out.
 - 12) Having had a spiritual awakening as the result of the Steps, we tried to carry this message to compulsive overeaters and to practice these principles in all affairs.
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Section 3 – The Twelve Traditions

The Twelve Traditions are the means by which OA remains unified in a common cause. These Twelve Traditions are to the groups what the Twelve Steps are to the individual. They are suggested principles to ensure the survival and growth of the many groups that compose Overeaters Anonymous.

Like the Twelve Steps, the Twelve Traditions have their origins in Alcoholics Anonymous. These Traditions describe attitudes which those early members believed were important to group survival.

The Twelve Traditions of Overeaters Anonymous are:

- 1) Our common welfare should come first; personal recovery depends upon OA unity.
- 2) For our group purpose there is but one ultimate authority—a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
- 3) The only requirement for OA membership is a desire to stop eating compulsively.
- 4) Each group should be autonomous except in matters affecting other groups or OA as a whole.
- 5) Each group has but one primary purpose—to carry its message to the compulsive overeater who still suffers.
- 6) An OA group ought never endorse, finance or lend the OA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
- 7) Every OA group ought to be fully self-supporting, declining outside contributions.
- 8) Overeaters Anonymous should remain forever non-professional, but our service centers may employ special workers.
- 9) OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
- 10) Overeaters Anonymous has no opinion on outside issues; hence the OA name ought never be drawn into public controversy.
- 11) Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television and other public media of communication.
- 12) Anonymity is the spiritual foundation of all these Traditions, ever reminding us to place principles before personalities.

Section 4 – The Twelve Concepts

In Overeaters Anonymous, the Twelve Steps serve as the spiritual principles that support our personal recovery from compulsive overeating. The Twelve Traditions aid us, individually and collectively, in maintaining unity of purpose within the Fellowship. The Twelve Concepts of OA Service, adopted by the World Service Business Conference (WSBC) in 1994, help us apply the Steps and Traditions in our service work, which is an important part of the OA program. The Concepts define and guide the practices of the service structures that conduct the business of OA.

These Concepts depict the chain of delegated responsibility we use to provide service throughout the world. Although they focus on OA world services, the Concepts direct all OA's trusted servants to well-considered actions for group participation, decision making, voting and the expression of minority opinions. The Twelve Concepts support our primary purpose of carrying OA's message of recovery to the still-suffering compulsive overeater.

The Twelve Concepts of OA Service are:

- 1) The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole Fellowship.
- 2) The OA groups have delegated to World Service Business Conference the active maintenance of our world services; thus, World Service Business Conference is the voice, authority and effective conscience of OA as a whole.
- 3) The right of decision, based on trust, makes effective leadership possible.
- 4) The right of participation ensures equality of opportunity for all in the decision-making process.
- 5) Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.
- 6) The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of Overeaters Anonymous.
- 7) The Board of Trustees has legal rights and responsibilities accorded to them by OA Bylaws, Subpart A; the rights and responsibilities of the World Service Business Conference are accorded to it by Tradition and by OA Bylaws, Subpart B.
- 8) The Board of Trustees has delegated to its Executive Committee the responsibility to administer the OA World Service Office.
- 9) Able, trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels.
- 10) Service responsibility is balanced by carefully defined service authority, therefore, duplication of efforts is avoided.
- 11) Trustee administration of the World Service Office should always be assisted by the best standing committees, executives, staffs and consultants.
- 12) The spiritual foundation for OA service ensures that:
 - a) No OA committee or service body shall ever become the seat of perilous wealth or power;
 - b) Sufficient operating funds, plus an ample reserve, shall be OA's prudent financial principle;
 - c) No OA member shall ever be placed in a position of unqualified authority;
 - d) All important decisions shall be reached by discussion, vote and, whenever possible, by substantial unanimity;
 - e) No service action shall ever be personally punitive or an incitement of public controversy; and
 - f) No OA service committee or service board shall ever perform any acts of government, and each shall always remain democratic in thought and action.

ARTICLE III – MEMBERS

Section 1 – Membership: *Membership of the Intergroup shall consist of the following:*

- A) The Intergroup Board
- B) Intergroup representatives (IRs), which consist of one member from each group within the geographic area. Visitors are welcome and are encouraged to participate in the discussion.
 - 1) Geographic area shall be defined as Rhode Island and some neighboring communities in Massachusetts.
- C) Group members not acting as IRs but elected or appointed to carry out specific duties, including but not limited to chairs, region reps and WSBC delegates.

Section 2 – Qualifications: *Qualifications of eligibility for membership in the intergroup:*

- A) Groups registered with the region or geographic definition of Intergroup that have formally registered with the World Service Office and indicated their intention to belong to Intergroup may be considered members. An OA group is defined as the following:
 - 1) As a group, they meet together to practice the Twelve Steps and Twelve Traditions of OA Overeaters Anonymous, guided by the Twelve Concepts of OA Service.
 - 2) All who have the desire to stop eating compulsively are welcome in the group.
 - 3) No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting).
 - 4) As a group, they have no affiliation other than Overeaters Anonymous.
 - 5) It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.
- B) A group may be formed by two (2) or more persons meeting together as set forth in Article V, Section 1 of Overeaters Anonymous, Inc., Bylaws Subpart B.
- C) Each group shall be entitled to one vote through its elected IR(s).
- D) No group may be registered with another Intergroup.

Section 3 – Intergroup/Service Board Representatives

- A) Intergroup representatives shall be selected from the group conscience of the group they represent. Each IR shall be selected by any method deemed appropriate by their group. These IRs shall serve for a period designated by their group, always subject to recall by the group they represent. Each group shall be free to designate an alternate delegate when the necessity arises.
- B) IR's should be selected for a commitment to the Twelve Steps and Twelve Traditions of OA, and a willingness to serve
- C) The primary responsibility of the IR, or alternate is to represent their group at all meetings of the Intergroup, to act as a liaison between this Intergroup and their group, to see that all communications pertaining to Intergroup are made available and, where requested, read aloud to the group.

Section 4 – Absences of Intergroup Representatives

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The Intergroup secretary shall notify representative group of any IR's absences.

Section 5 – Membership with voice and no vote may be:

- A) Any employee
- B) Any member of the Fellowship who is not a duly elected representative or alternate.

ARTICLE IV – THE INTERGROUP BOARD

Section 1 – The Intergroup Board

- A) The board shall consist of at least a Chair, Vice Chair, Recording Secretary, and Treasurer.
- B) This Intergroup Board shall serve as the executive board. In the event the Chair of the board should be unable to attend any meeting of the board, the next highest-ranking executive officers shall serve as chair for that meeting. The ranking of these officers shall serve as follows:
 - 1) Vice Chair
 - 2) Treasurer
 - 3) Recording Secretary

Section 2 – Nominations to the Intergroup Board

Nominations to the board may be made from the floor at the time of election. A nominating committee may be formed at the discretion of the Intergroup.

Section 3 – Qualifications for the Intergroup Board

- A) Working the Twelve Steps of OA for 90 days
- B) Familiarity with the Twelve Traditions of OA
- C) Familiarity with the Twelve Concepts of OA Service
- D) Twenty-four (24) hours of current abstinence for Recording Secretary and six (6) months of abstinence for Chair, Vice Chair and Treasurer
- E) Regular attendee of an active group for a period of six (6) months and to have been a regular attendee of Intergroup meetings for six (6) months.
- F) The World Service Business Conference Delegate/Alternate (whether or not a member of the Intergroup Board) shall have at least one (1) year of current abstinence and at least 2 years of service beyond the group level in order to meet the qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. Bylaws, Subpart B, Article X, Section 3c.1, and as required for election to the Board by Article IV, Section 4, of these bylaws.
- G) The regional representative/alternate (whether or not a member of the Intergroup Board) shall have at least six (6) months of current abstinence and shall meet qualifications and requirements as outlined and defined in the Region 6 Bylaws, and as required for election to the Board by Article IV, Section 4, of these bylaws.

Section 4 – Method of Election

- A) Elections shall be held annually at a meeting specified for that purpose.
 - 1) Nominations will be held in October; voting in November; term begins in January.
- B) To be eligible for election to the board, nominee must:
 - 1) Meet all qualifications as defined in Article IV, Section 3.
 - 2) Understand responsibilities of the position as defined in Article IV, Section 6, and as defined in the Intergroup job descriptions.
- C) In order to be elected to membership on the Intergroup Board, a nominee must be present at the election meetings and must receive a majority vote of the IRs present and voting.

Section 5 – Term of Office

- A) Board members shall be elected to serve for a period of two (2) years.
 - 1) On a yearly basis, the Intergroup board shall be elected.
 - a) Chair and Recording Secretary will be elected on even years
 - b) Vice Chair and Treasurer will be elected on odd years
- B) Board members may serve no more than two (2) consecutive terms in the same position.
- C) After an interval of two (2) years, a member may again be eligible for election to their prior office.
- D) Upon election to the board, members shall cease to be a representative of their group and that group shall elect a new Intergroup representative, wherever possible.

Section 6 – Responsibilities of the Intergroup Board

- A) Chair: Runs monthly Intergroup meeting. Sets the tone of the meeting, provides leadership and inspiration. Six (6) months of abstinence is required.
 - 1) Shall preside at all regular and special meetings of this Intergroup and Intergroup Board.
 - 2) Shall be responsible for establishing the agenda for all Intergroup meetings.
 - 3) May cast the deciding vote to make or break a tie.
 - a) May participate in a ballot vote.
 - 4) May attend all standing committee meetings.
 - 5) Shall insure that the general account of the Intergroup be audited annually.
 - B) Vice Chair: The main responsibility is to run the Intergroup meeting in the event the Chair is unable to attend. Six (6) months of abstinence is required.
 - 1) Shall serve in the absence of the Chair
 - 2) Shall perform all duties as prescribed in the Intergroup policy for job descriptions.
 - C) Treasurer: Manages monetary affairs of Intergroup. Collects/deposits donations to Ocean & Bay bank account, keeps financial records of cash flow, pays bills, and writes checks for literature purchases for OA Intergroup Literature. Six (6) months of abstinence is required.
 - 1) Shall maintain a checking and savings account, if necessary, for dispersal of Intergroup funds.
 - 6 2) Shall submit financial reports each month at the Intergroup meetings.
 - 3) Shall be cosignatory with other board members or an appointee of the board.
 - 4) Shall perform all other duties as prescribed in the Intergroup policy for job descriptions.
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D) Recording Secretary: Takes notes at the Intergroup meetings and transcribes them for distribution for the next meeting. Twenty four (24) hours of abstinence is required.

1) Shall see that minutes are kept of all Intergroup and Intergroup Board meetings and that a copy of the Intergroup minutes is sent to Chair for review and distribution prior to subsequent meeting. As a cooperative gesture, a copy of the minutes may be sent to the regional trustee.

2) Shall maintain a file of all minutes of past meetings.

3) Shall perform all other duties as prescribed in the Intergroup policy.

E) The Intergroup Board shall provide a means of conducting the Intergroup business in the case of emergencies and/or between meetings of the Intergroup.

F) Other Board positions shall abide by the group conscience of the Intergroup.

Section 7 – Vacancies and Resignations

A) If a member of the Intergroup Board fails to attend three consecutive meetings without prior notice, his/her office may be declared vacant by a majority of those members present and voting.

B) Any board member may resign at any time for any reason by giving the chair of the Intergroup written notice.

C) Any board member of this Intergroup may be removed from office for due cause by a majority vote of the IRs at a special meeting announced for that purpose.

1) A special meeting may not be held sooner than fourteen (14) days from the announcement of the special meeting.

Section 8 – Filling of Vacancies

A) Vacancies shall be filled by a majority vote at that meeting in which the vacancy occurred, or at the next meeting or special meeting of the Intergroup. Such persons chosen to fill said vacancies shall serve for the remainder of the unexpired term and shall assume the responsibilities of the office immediately.

B) A person chosen to fill any vacancy on the board shall meet the qualifications as defined in Article IV, Section 3, and be aware of all responsibilities of that position as described and defined in Article IV.

C) Filling a vacancy of less than one (1) year does not count toward a full-term in that position, nor does it disqualify a person from running for that position.

ARTICLE V – MEETINGS

Section 1 – Regular Meetings

A) The Intergroup shall meet once a month at a time and place designated by a majority of the voting members.

B) Ocean & Bay Intergroup convenes the first Tuesday of each month.

C) Literature sales begin at 7:00 p.m.; the meeting takes place from 7:30 p.m. to 8:30 p.m.

D) The location of meeting is St. Patrick Church, 2068 Cranston Street, Cranston, RI 02920.

E) The dates, times and location of Intergroup Meetings are subject to change without prior revision to the bylaws.

Section 2 – Annual Meetings

Annual meeting shall be held in the month of November for the election of officers.

Section 3 – Special Meetings

A special meeting may be called at any time by a majority vote of the Intergroup Board, or by a petition of four Intergroup members, by giving notice as prescribed in Article V, Section 4.

Section 4 – Method of Notification

Notification of all meetings shall consist of notices prepared by the Intergroup secretary and distributed to each group secretary and/or IR on the monthly meeting list prior to the date of the meeting. Placing an announcement in the Intergroup newsletter, if any, by mail, or by email and at the prior Intergroup meeting is also considered proper notification. Fourteen (14) days minimum notice is required from the time of the announcement of a special meeting until the time of time of the special meeting.

Section 5 – Quorum

Those voting members present at any meeting of this Intergroup shall constitute a quorum for all proceedings of the Intergroup.

Section 6 – Meeting Procedure

It is suggested that at the beginning of every meeting, OA's Twelve Steps are read. In addition, it is requested that the Tradition of the month and Concepts of the month be read.

ARTICLE VI – COMMITTEES

Section 1 – Standing Committees

The following standing committees may be established as required to carry out the purposes of Intergroup in the most effective and efficient manner. Standing committees may include but not be limited to:

- A) Newsletter
- B) Public Information
- C) Other committees deemed necessary to carry out Intergroup work

Section 2 – Special Committees

The board shall designate such special committees as are deemed necessary for the welfare and operation of the Intergroup.

Section 3 – Committee Appointments

8

The chair shall appoint a committee chair from those IRs present who meet IR qualifications. A board member or any OA member present meeting IR qualifications may be appointed to chair a standing or special committee with approval of the majority of the members present and voting.

Section 4 – Committee Procedures

Each standing or special committee shall be responsible for calling and holding meetings, and establishing its method of procedures, subject to the approval of the Intergroup Board and the guidelines of the Twelve Traditions of OA.

Section 5 – Committee Responsibility

Any committee decision and/or vote which establishes or changes a policy, sets a procedural plan for a special event, or expends funds in excess of the approved budget, shall require approval by the Intergroup prior to implementation. Each standing committee chair shall submit a written report to the Intergroup monthly and at the end of any specific event coordinated by that committee. If any monies are expended from an approved budget, a detailed and itemized report shall be included with the committee report.

Section 6 – Nominating Committee

The Intergroup may have a nominating committee to recommend persons to serve as officers, Region 6 Representatives and WSBC delegates and persons to fill vacancies and to serve on the next nominating committee. The number of members on the committee should be three. The chair of the Intergroup shall not serve on the committee, but may provide background information and input as requested by the committee.

Section 7 – Ex-officio Members

- A) Past committee chair may serve in an ex-officio capacity in their respective committees.
- B) The Intergroup chair is not an ex-officio member of all committees except the nominating committee.

Section 8 – Committee Bank Account

- A) If it is deemed necessary by the board that a committee shall open a bank account, the following procedures shall be followed:
 - 1) The committee chair and the treasurer of the Intergroup shall be cosigners on the account. Two signatures shall be required on all checks
 - 2) The committee chair shall keep all financial records and shall present a detailed, itemized report of transactions to the Intergroup monthly following any event for which monies were expended or received
 - 3) The committee chair shall arrange for an audit of the committee account during the final month of each year. The audit shall take place at the same time as the audit for the general account of the Intergroup.

Section 9 – Vacancies

9

Should a vacancy, resignation, or removal of a committee chair occur, all pertinent information shall be turned over to the Intergroup chair. The chair shall then appoint a new committee chairman to serve the remainder of the term.

Section 10 – Removal of Committee Chair

A committee chair may be removed from office by a two-thirds (2/3) vote of the Intergroup Board. Removal is based on various reasons (non-attendance, etc.).

ARTICLE VII – Source of Funds

Section 1 – Source of Funds

- A) Voluntary contributions of the member groups shall be the primary source of funds.
- B) Secondary source of income may be such occasional projects or activities as may be authorized by the Intergroup according to Tradition Six.
- C) The Intergroup may accept donations from OA members, conforming to the general practice of OA.
- D) The maximum allowable annual donation to the Intergroup by OA members is to be limited to an amount set by a vote of the Intergroup and listed in the Intergroup Policy Manual [Note: The limit for the WSO is currently five thousand dollars (\$5,000), subject to change by the Board of Trustees.]
- E) The acceptance of bequests or donations from any outside source is prohibited.
- F) The maximum allowable bequest to the Intergroup by OA members is to be limited to an amount set by vote of the Intergroup and listed in the Intergroup Policy Manual. OA, Inc. may accept a bequest from the will of a deceased member in cash or cash equivalent. There is no limit on the amount of such a bequest.
- G) The Intergroup shall not accept the responsibility for trusteeship over, or enter into the distribution or allocation of, funds set up outside of Overeaters Anonymous.

Section 2 – Prudent Reserve

There shall be no accumulation of funds beyond current necessities, with retention of only a prudent reserve for contingencies. Funds in excess shall be donated to Region 6 and the World Service Office monthly as budgeted and directed by the Intergroup.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current version of *Robert's Rules of Order Newly Revised* shall govern this Intergroup in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.

ARTICLE IX – AMENDMENTS TO THESE BYLAWS

These bylaws, with the exception of Article II, Sections 2, 3, and 4, may be amended at any time by a majority vote of the IRs and board members present at any regular or special meeting of the Intergroup, provided a copy of the proposed amendment has been submitted in writing and received by each group affiliated with this Intergroup at least two months prior to the meeting in which action is to be taken on the amendment.

ARTICLE X – MAJOR POLICY MATTERS

A) Matters that affect this Intergroup and/or groups within its service area shall be referred to the board of this Intergroup.

B) Matters, which relate to Overeaters Anonymous as a whole, which affect Subpart A of the Bylaws of Overeaters Anonymous, Inc., shall be referred to the Board of Trustees.

C) Matters which affect Subpart B of the Bylaws of Overeaters Anonymous, Inc., or which relate to the Twelve Steps, Twelve Traditions, and Twelve Concepts shall be referred to the World Service Business Conference.

ARTICLE XI – DISSOLUTION

Section 1

Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to the World Service Office of Overeaters Anonymous, and/or to Region 6, or to a non-profit fund, association, foundation, or corporation, which is organized and operated exclusively for charitable, education, religious, and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Note: This applies only to the USA. Intergroups/NSBs outside the USA must comply with local laws.

Section 2

No part of the net earnings of this association shall ever inure to or be used for the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the express purposes for which it is formed.

Section 3

Deregistration: In order to deregister, an intergroup must submit a written request to the World Service Office, Region 6 Chair, and Region 6 Trustee.

ARTICLES OF INCORPORATION OF OCEAN & BAY INTERGROUP

The undersigned, a majority of whom are citizens of the United States, designing to form a non-profit corporation under the non-profit corporation law of (state) due hereby certify:

FIRST: The name of the corporation shall be Ocean & Bay Intergroup.

SECOND: The place in this state where the principal office of the corporation is to be located in the City of _____, _____ County.

THIRD: The specific and primary purpose of this corporation is to aid those with the problem of compulsive overeating to overcome that problem; and the general purpose and power is to promote the public health; and to work with and furnish charitable and cultural assistance to those with the problem of obesity.

Said corporation is organized exclusively and irrevocably dedicated to religious, charitable, scientific or hospital 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The names and addresses of the persons who are the initial directors of the corporation are as follows:

Name _____

Address _____

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).



SIXTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization of organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the corporation exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this _____ day of

_____, 20_____.

(Director)

(Director)

