# ORGANIZATIONAL ACTION BY UNANIMOUS CONSENT OF THE DIRECTORS OF THE BUILDING TECHNOLOGY EDUCATORS' SOCIETY, INCORPORATED

The undersigned, constituting all of the Directors of The Building Technology Educators' Society, Incorporated, ("Corporation"), take the following action by unanimous written consent to organize the corporation as an Idaho Non-Profit corporation:

# I. ARTICLES OF INCORPORATION.

RESOLVED, the Articles of Incorporation ("Articles") are to be filed with the Secretary of State. The Directors are instructed to cause the originals of the Articles to be filed in the Corporation's books and records.

# III. ADOPTION OF BYLAWS.

WHEREAS, the Board of Directors has reviewed the proposed Bylaws; the Board unanimously adopts the proposed Bylaws. The Directors are instructed to cause a copy of the Bylaws to be filed in the Corporation's books and records.

#### IV. APPROVAL OF FILINGS WITH THE INTERNAL REVENUE SERVICE.

WHEREAS, the Board of Directors of the Corporation has determined that the Corporation will be required to file a Form 1023 and certain other documents with the Internal Revenue Service in order to obtain recognition of its tax-exempt status under section 501(c)(3) of the Internal Revenue Code;

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Directors of the Corporation are hereby authorized and directed to prepare, execute and file a Form 1023 with the Internal Revenue Service and take such further action and prepare and execute such additional documents as may be necessary or appropriate to carry out the purposes of this resolution.

# V. ADOPTION OF CONFLICT OF INTEREST POLICY

WHEREAS, the Board of Directors of the Corporation has determined that the Corporation is required to adopt a conflict of interest policy in order to obtain recognition of its tax-exempt status under section 501(c)(3) of the Internal Revenue Code;

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Conflict of Interest Policies in the Corporation's Bylaws is reaffirmed. The proper officers of the Corporation are hereby authorized and directed to take such further action and prepare and execute such additional documents as may be necessary or appropriate to implement these policies.

# VI. AUTHORIZATION OF PAYMENT.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Directors of the Corporation are authorized and directed to procure all corporate books, books of account and membership books required by statute or necessary or appropriate in connection with the business of the Corporation;

FURTHER RESOLVED, that the Directors are authorized to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursements therefore.

**DIRECTORS** 

#### VII. EFFECTIVE DATE OF ACTION

The effective date of this action is March 21, 2008.

Diane Armpriest	
Dana Gulling, R.A.	
Donald Hunsicker	
Deborah Oakley, R.A., P.E.	
David Peronnet R A	