

J-2

The following members of the Board of Directors were present in person:

Upon motion duly made and seconded, the following Resolution was unanimously adopted:

"RESOLVED: That the offer (name of Executive Director) to serve as Executive Director of the Foundation, communicated by letter dated           , is hereby accepted. The Executive Director shall serve until further notice is given by either the Board of Directors or the Executive Director to terminate their relationship.

It is further RESOLVED that the Executive Director shall be authorized and empowered to conduct all Foundation affairs, including, but not limited to, financial, charitable, beneficial and other related activities of the Foundation. The Executive Director shall expressly have the power to employ other persons to assist in conducting Foundation affairs and to set the duties and compensations of these persons.

The compensation included in the employment contract with the Executive Director, may include such executive fringe benefits as may be agreed upon by the parties, and the Executive Director shall be reimbursed by the Treasurer for all expenses reasonably incurred in conducting Foundation affairs.

It is further RESOLVED that the contract of employment and all terms therein may be revised or renewed periodically upon the agreement of the parties. The President or the Secretary of