

Bylaws

Christian's Purpose, Inc.

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BYLAWS

CHRISTIAN'S PURPOSE

Article 1 Name

The name of the corporation is Christian's Purpose, Inc. The corporation is registered in Virginia.

Article 2 Corporate Offices

The corporation maintains a registered office in Virginia. Its principal office shall be located in the city and state designated by its Board of Directors. Christian's Purpose may have additional offices at locations designated by its Board of Directors.

Article 3 Membership

Christian's Purpose does not have members.

Article 4 Board of Directors

Section 1. Authority of Board of Directors. The Board of Directors is responsible for the management of Christian's Purpose. The Board of Directors will have its President execute its policies.

Section 2. Qualifications of Directors. A Director shall be a person who is committed to the vision and mission of Christian's Purpose.

Section 3. Number of Directors. There shall be at least three Directors until January 1, 2019. Beginning on January 1, 2019 there shall be at least five Directors. The maximum number of Directors who shall serve at any one time is seven. Individuals who serve as *ex officio* Directors are not included in the minimum or maximum numbers of Directors.

Subsection A. Public Representatives. At least one-third of the Directors shall be Public Representatives; however, there is no limit on the number of Directors who may serve as Public Representatives. A Public Representative must not be

- (1) An employee of Christian's Purpose;

(2) A spouse, significant other, parent, child, or sibling of an employee of Christian's Purpose;

(3) A spouse, significant other, parent, child, or sibling of another member of the Board;

(4) A recipient of a grant from Christian's Purpose; or

(5) A spouse, significant other, parent, child, or sibling of a recipient of a grant from Christian's Purpose; and

(6) The limitations above shall be applied to those who meet any one of the criteria above at the start of a term as well as those who would have met any one of the criteria in the three-year period immediately before the start of a term.

Subsection B. The remaining members of the Board of Directors may be individuals who do not qualify as Public Representatives.

Section 4. Term of Directors. The members of the Board of Directors shall serve three-year terms, with approximately one-third of the Directors' terms expiring each year. Each Director may serve an unlimited number of successive terms.

Section 5. Election of Directors.

Subsection A. Annual Election. Nominations for Directors may come from any source and are to be made to the President. The President shall provide all nominations to the Board of Directors Nominating Committee. The Nominating Committee shall evaluate the qualifications of each prospective Director, including Directors seeking reelection. The Nominating Committee shall forward its recommendations on prospective Directors, including its conclusions with respect to each qualification listed in Section 2 of this Article, to the entire Board of Directors in advance of the Board of Directors regularly scheduled meeting closest to the end of its fiscal year. The Board of Directors will vote on each prospective member of the Board recommended by the Nominating Committee as having met each of the qualifications listed in Section 2 of this Article. To be elected, a nominee must receive a majority of the vote to be seated as a Director. Newly elected Directors shall begin their terms on the first day of Christian's Purpose fiscal year following their election.

Subsection B. Special Election. If the Board of Directors does not have the required number of Public Representatives or the required minimum number of Directors, there shall be a special election as soon as practicable. Nominations for any such vacancy may come from any source and are to be made to the President. The President shall provide all nominations to the Board of Directors Nominating Committee. The Nominating Committee shall evaluate the qualifications of each prospective Director. The Nominating Committee shall forward its recommendations on prospective Directors, including its conclusions with respect to each qualification listed in Section 2

of this Article, to the entire Board of Directors. The Board of Directors will vote on each prospective member of the Board recommended by the Nominating Committee as having met each of the qualifications listed in Section 2 of this Article. This vote may be taken at a regularly scheduled or specially called meeting. To be elected, a nominee must receive a majority of the vote to be seated as a Director. Newly elected Directors shall begin their terms upon notification of their election. Directors elected in a special election shall serve the remainder of the term of the Director being replaced, or if a Director is not being replaced, shall serve a term of up to three years as determined by the Board of Directors and noticed with the slate of nominees.

Subsection C. Elections Resulting in Too Many Directors. If an election under Subsections A or B above results in the election of more members of the Board of Directors than is permitted under these Bylaws, the Board of Directors shall determine which of those elected shall serve. The Board of Directors shall make this determination at the same meeting as the election in any manner it approves by a majority of the vote.

Subsection D. Elections Through December 31, 2018. Elections held through December 31, 2018 require the existing members of the Board of Directors to record in the minutes of the meeting at which an election is held whether each prospective member of the Board meets the qualifications to serve. A report from the Nominating Committee will not be required. An election may be held at any meeting of the Board of Directors. Newly elected Directors shall begin their terms upon notification of their election. A nominee must receive a majority of the vote to be seated as a Director.

Section 6. Resignation of a Director. The resignation of a Director is effective upon its receipt by the President. A resignation may be rescinded only on the affirmative vote of at least two-thirds of the remaining Directors at their next meeting.

Section 7. Removal of a Director. A Director can be removed from office by a two-thirds vote of the Board of Directors if the Director does not attend four successive regularly scheduled meetings. A Director can be removed from office for cause by a two-thirds vote of other Directors at a duly called meeting of the Board of Directors.

Section 8. Meetings of the Board of Directors. The Board of Directors shall meet at least twice a year. Additional meetings may be called by the President. Notice of all meetings shall be given to all Directors, including those serving *ex officio*, at least seven days in advance of the meetings.

Section 9. Quorum for Meetings. A majority of the Directors then holding office shall constitute a quorum for the transaction of business. At any meeting at which a quorum is present, the act of the majority of the Directors present shall be the act of the Board of Directors unless a greater number of votes is required by law or these Bylaws.

Section 10. Records. The Board of Directors shall keep a record of its proceedings at the Christian's Purpose corporate office. The records shall be available

for inspection by any Director, any person who has received a grant from Christian's Purpose, any person whose request is approved by the President, or any person authorized under any applicable law, regulation, or order from a court of competent jurisdiction.

Section 11. Officers. The officers of the Board of Directors shall be a chair, a vice chair, a secretary, a treasurer, and a president. Each officer shall be elected annually by a majority vote of the Board of Directors and serve for one year or until a successor is elected. The Board of Directors may create other offices and appoint other officers and agents as it deems proper.

Subsection A. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as usually pertain to the office.

Subsection B. Vice Chair. The Vice Chair shall perform all of the duties of the Chair in the Chair's absence, and shall also perform such other duties as may be assigned by the Board of Directors.

Subsection C. Secretary. The Secretary shall maintain accurate minutes and records of all proceedings of the Board of Directors and attend to necessary correspondence.

Subsection D. Treasurer. The Treasurer shall oversee the financial matters of the Board of Directors. Although day-to-day financial matters are delegated to the President, the Treasurer must periodically review the financial records and report on these reviews to the Board of Directors.

Subsection E. President. The President is appointed by and serves at the pleasure of the Board of Directors. The President implements the policies of the Board of Directors and generally promotes the work of Christian's Purpose. The President is expected to provide leadership to Christian's Purpose' staff and members. The President shall hire staff as needed and within the budget approved by the Board of Directors.

The President shall serve as an *ex officio* member of the Board of Directors with the right to vote on all matters before the Board of Directors except for any matter specifically pertaining to the President. If a member of the Board of Directors is appointed to be President, the President shall continue as an elected member of the Board of Directors as long as the member continues to be elected to the Board.

Subsection F. Directors Holding More Than One Office. Directors may be elected to more than one office.

Section 12. Executive Committee. The Executive Committee is comprised of the officers of the Board of Directors. The Executive Committee must include at least one Director who is a Public Representative. If none of the officers of the Board of

Directors is a Public Representative, the Chair shall appoint a Director who is a Public Representative to serve on the Executive Committee. The Executive Committee is empowered to conduct any business on behalf of the Board of Directors between meetings. All acts of the Executive Committee shall be presented to the Board of Directors at the regular or specially called meeting that immediately follows the acts taken.

Section 13. Action Without In-person Meetings. The Board of Directors or Executive Committee may take any action through electronic or telephonic conference calls, as if assembled at one meeting place, provided a quorum participates for the entire call. In addition, in lieu of an actual meeting, the Board of Directors or Executive Committee may take any action when that action receives unanimous written consent within fourteen days of the date the request for the action is dated. Written consent can be hand delivered, sent by certified mail with a return receipt requested, sent by a private carrier, or sent electronically.

Article 5 Operating Year

The operating year of Christian's Purpose shall be January 1 through December 31.

Article 6 Policies

Christian's Purpose may make any policies it deems appropriate; however, it must have the following policies: (1) conflicts of interest, (2) anti-harassment, (3) anti-discrimination, (4) procedures for requesting a grant, and (5) procedures for awarding a grant.

Christian's Purpose shall keep a record of all of its policies and shall provide a copy of all of its policies to each member of the Board of Directors. It shall make its policies available to the public on its website.

Article 7 Amendment of Bylaws

These Bylaws may be changed only upon the vote of two-thirds of the Directors in office at the time of the vote. Such action may be taken at any regularly scheduled or special meeting of the Board of Directors if at least fourteen days written notice has been given of the proposed change.