

Haiti Gospel Fund Bylaws

ARTICLE I—NAME and PURPOSE

Section 1. Name: The name of the Corporation shall be as specified in its Articles of Incorporation, to wit: HAITI GOSPEL FUND (hereinafter referred to as the (“Corporation”).

Section 2. Non-Profit: The Corporation shall be a nonprofit organization incorporated under the laws of the State of South Carolina, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 3. Purpose: Haiti Gospel Fund is organized exclusively for charitable, humanitarian and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purposes of the Corporation include but are not limited to relief of the poor and advancement of religion. The mission of the Corporation is to empower and resource local pastors and local churches to carry the gospel in and throughout Haiti.

ARTICLE II—MEMBERS

Section 1. Members: Members shall consist of the Board of Directors.

ARTICLE III—BOARD OF DIRECTORS

Section 1. Number: The Board shall not have fewer than 5 nor more than 11 directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws.

Section 2. Compensation: The Board shall not be compensated but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 3. Powers: Subject to the provisions of South Carolina law and any limitations in the Articles of Incorporation and By-laws of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4. Terms: All Board members shall serve three (3) years terms and shall be eligible for reelection to three (3) year terms. There will be no term limits.

Section 5. Board Election: During the last quarter of each fiscal year of the Corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year and consider other directors. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these by-laws. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6. Meetings: The Board shall meet at least quarterly at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 7. Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the President or three members of the Board.

Section 8. Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 9. Resignation or Removal of Board Member: Any board member may resign at any time during the elected year of service. A Board Member may be removed from the Board, either with or without cause, by a two-thirds vote of the remaining directors. Vacancies of Board Members caused by death, resignation, or removal may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting.

Section 10. Bylaws Amendments: Amendments to the Bylaws will occur at a regularly scheduled Board meeting after written prior notice and discussion at a minimum of one meeting where a quorum is present. New Bylaws may be adopted, amended or repealed by a majority vote of the Board.

Section 11. Informal Action: Any action may be taken without a meeting of the Board if a consent in writing setting forth the action so taken shall be signed by all of the Board.

ARTICLE IV—OFFICERS

Section 1. Officers: The Board of Directors may designate from among its members a Chairman, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 2. Election of Officers: The officers shall be elected annually at the designated annual meeting of the Board by a plurality of the votes cast and may succeed themselves in office. Each person elected an officer shall continue in office until the next annual meeting after his/her election or until his/her successor shall have been duly elected and qualified or until his/her earlier death or resignation in accordance with the Bylaws. Vacancies of officers caused by death, resignation, or decrease in number of officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting.

Section 3. Duties of Officers:

Chairman

- a) Facilitate all meetings of the Board
- b) Subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the member of the Board
- c) Except as otherwise expressly provided by law, by the articles of incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.
- d) The chairman must model strong character and high moral standards and ensure that other members of the Board do also.

Secretary

- a) Take minutes at all Board meetings
- b) Be responsible for keeping records of board actions
- c) Distribute copies of minutes and the agenda to each board member
- d) Assure that corporate records are maintained
- e) Maintain Board archives

Treasurer

- a) Have charge and custody, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trusts companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- d) Report financial condition of Corporation at each board meeting.
- e) Make financial information available to board members and the public.
- f) Review the annual audit and report results to the Board.
- g) Work with the Chairman to create the fiscal year budget.
- h) Present budget recommendations to the Board for approval.
- i) Monitor implementation of the approved budget.
- j) Recommend budget revisions.
- k) Recommend to the board appropriate policies for management of Haiti Gospel Fund assets.
- l) Assure that a qualified audit firm performs an audit of the Corporation's financial records at the end of each fiscal year.

ARTICLE V—COMMITTEES

Committees. The Board may from time to time, by resolution, constitute such committees of members, officers, employees, members, or non-members, with such functions, powers and duties as the Board deems necessary or appropriate. Unless the Board shall provide otherwise, each such committee shall enact rules and regulations for its governance.

ARTICLE VI—MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year and Audit. The fiscal year of the Corporation shall end on December 31 each year. The Treasurer of the Corporation shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the Corporation.

Section 2. Execution of Contracts. The Board may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, employee, or agent shall have any power to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 3. Commercial Paper. All checks and other orders for the payment of money out of the funds of the Corporation, and all notes or evidence of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers or employee or employees, as the Board may, by resolution, from time to time determine.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may, from time to time, select or as may be selected by any officer or employee of the Corporation to whom such power may, from time to time, be delegated by the Board; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

Section 5. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the President or Secretary; and any notice so required shall be deemed to be sufficient if, addressed to the person entitled thereto at his last address (physical or electronic) appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived, by the person entitled thereto in writing (including electronic communication), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

ARTICLE VII—INDEMNIFICATION

Section 1. General. The Corporation shall indemnify each officer, member, employee and representative (“Indemnity”) from the expenses and risks as set forth in Sections 2 below if such Indemnity has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to criminal action proceeding had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Expenses. Indemnities shall be indemnified against all expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnity in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the Indemnity is or was a representative, officer or director of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII—LIMITATION OF PERSONAL LIABILITY

Section 1. Personal Liability. A member of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless (a) such member has breached or failed to perform his/her duties as a member, including his/her duties as a member of any committee of the board upon which he/she may serve, pursuant to the standard of care set forth in Section 2 of the Article IX, and (b) such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2. Standard of Care. (a) Each member of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a member, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the Corporation whom the member reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters which the member reasonably believes to be within the professional or expert competence of such person.
3. A committee of the Board, upon which he/she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.
4. A member shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

5. Absent breach of fiduciary duty, lack of good faith or self-damaging, actions taken as a member or any failure to take any action shall be presumed to be in the best interest of the Corporation.

ARTICLE IX - DISTRIBUTION OF ASSETS

No part of the net income, revenue, and grants of the incorporation shall inure to the benefit of any member, officer, or any individual except that reasonable compensation may be paid for services rendered. No member, officer, or individual shall be entitled to share in the distribution of any part of the assets of the Association on its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the incorporation, after payment of debts and obligations, shall be transferred to one or more organizations either with federal tax exemption for charitable and educational uses, or with objectives similar to those of the Haiti Gospel Fund. The Board of Directors at its final meeting shall designate the receiving organization(s).