

Baymeadows Center for Hope & Healing, Inc.
BYLAWS

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Baymeadows Center for Hope & Healing, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the non-profit corporation, it shall be the Articles of Incorporation of the non-profit corporation, which shall be controlling.

Terms and Definitions

- Articles of Incorporation – Refers to the Articles of Incorporation of Baymeadows Center for Hope & Healing, Inc.
- Board – Referrers to the Board of Directors of Baymeadows Center for Hope & Healing, Inc.
- Director – Refers to an appointee of the Board of Directors of Baymeadows Center for Hope & Healing, Inc.
- Organization, Non-Profit, Non-Profit Corporation, and Corporation – Refer to Baymeadows Center for Hope & Healing, Inc.
- Remove for Cause – indicates a reason for removal from the Board of Directors or employment for a reason specified in the Articles of Incorporation or the Bylaws of Baymeadows Center of Hope & Healing, Inc.

ARTICLE 1—NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Baymeadows Center for Hope & Healing, Inc., and shall herein be referred to as the “Organization.”

ARTICLE 2—PURPOSE

The general purposes for which this non-profit corporation has been established are as follows:

- A. The purpose for which the Organization is formed is set forth in the Articles of Incorporation.
- B. The Organization is established within the meaning if IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and is established to conduct religious, charitable, educational, public safety and welfare services. Its more specific purposes shall be to serve people as a Christian social services ministry by providing affordable counseling, mentoring, coaching, educational, and social programs to support individuals experiencing spiritual,

emotional, relational, social, religious, and economic disequilibrium; to assist other organizations by providing services, material support, and/or training intended to augment or improve already established programs; to establish other need-based support programs as may be necessary to foster recovery, facilitate social re-entry, and reunite families in ways that are in agreement with Christian biblical standards; and to accept any contribution, grant, bequest, gift-in-kind, or devise provided it is consistent with the Organization's (1) mission and priorities, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations will be honored. The non-profit corporation shall reserve all right, title, and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use.

- C. In addition, this non-profit corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Non-profit Corporation shall not, except to an insubstantial degree, engage in any activity of the exercise of any powers which are not in furtherance of its primary non-profit purposes.
- D. The Organization shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Non-profit Corporation. At no time and in no event shall the Non-profit Corporation participate in any activities which have not been permitted to be carried about by a non- profit corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3—OFFICES

The principal office of the Organization shall be located at 4826 Baymeadows Road, Jacksonville, FL 32217.

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4—DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on

dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or Officer of this Organization. On Liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes, which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5— BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Florida. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Qualifications

- a. The Board of Directors of this Non-profit Corporation shall be made up of persons who profess a Christian Worldview and actively live a Christian lifestyle.
- b. To be considered for appointment to the Board of Directors of this Corporation, individuals must profess their Christian Faith in writing by using and signing the Baymeadows Center for Hope & Healing Declaration of Faith Form.
- c. The Term of Office for each board member will be governed by ARTICLE VII, Section 7 of the Articles of Incorporation of this Organization.
- d. Board members shall utilize their God-given gifts, talents, and Spiritual callings to advance the ministry and work of the Organization by providing oversight to program specific ministries, by serving on at least one committee, and by demonstrating a willingness to publically promote Organization.
- e. No person shall be elected as a board member who is not a professing Christian and who does not demonstrate a Christian lifestyle.
- f. No paid employee or staff member of Baymeadows Center for Hope & Healing, Inc., may serve as a voting board member.
- g. A Board member need not be a resident of the State of Florida.

Number of Directors

The Board of Directors shall have up to thirteen (13) Directors, but no fewer than three (3) Directors as specified in the Articles of Incorporation. The number of Board members may be increased beyond thirteen (13) through an amendment of the Articles of Incorporation according to the procedures defined in ARTICLE VIII.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be

construed to preclude any Director from serving the Organization in any other capacity and receiving compensation for services rendered.

Each Director is expected to participate in the planning, preparing, and executing of the active ministries of Baymeadows Center for Hope & Healing, Inc. as an unpaid volunteer. Directors shall actively promote the ministries of Baymeadows Center for Hope & Healing, Inc., when appropriate. Directors may receive reimbursement from the Organization for expenses incurred upon submission of documented receipts. Reimbursement will include, but not be limited to: reasonable travel expenses such as mileage, hotel, and meals; reasonable resources and materials for training events, speaking engagement, and other meetings and events engaged in to advance the Purpose of the Organization led by a board member; and other incidentals incurred for any such event or meeting made on behalf of Baymeadows Center for Hope & Healing. Directors may not receive a salary or other forms of payment for services as a Director (other than expense reimbursement) from the Organization.

Donations from Speaking Engagements and Consultations

Should a church or ministry organization offer an honorarium directly to a Director, the Director may accept the payment from the church or ministry organization as a contribution to the Organization. All donations are assumed to have been intended for the Organization. Furthermore, all honorariums and donations must be reported to the Treasurer or Executive Director to be recorded and deposited as appropriate.

Curriculum Production

From time to time, a Director may be asked to write/create/produce training, coaching, mentoring, or educational curriculum in various forms be used in the ministry of the Organization for which they demonstrate expertise. While the board member will be credited as author or creator, Baymeadows Center for Hope & Healing, Inc. will maintain all rights of any materials written/created/produced on behalf of the Organization. Such materials must be presented to the Board of Directors Ethics and Publications Committee, prior to publication and use, who will review the material for Biblical accuracy and Code of Ethics compliance. Funds generated by such materials will be used to grow and expand the ministries of the Organization.

Appointments to the Board of Directors

The President and Vice-President of the Board of Directors, as identified in ARTICLE VII of the Articles of Incorporation, shall select and appoint new and renewing Directors at the annual meeting held in November with new board members taking office on January 1 of the following year. Board terms follow a calendar year. All potential new Board of Directors selectees of the President and Vice-President of the Board of Directors will be presented to the sitting Board of Directors for consideration fifteen (15) days prior to the annual meeting to provide time for the

Directors to consider the appointee and prepare recommendations for the President and Vice-President prior the time of appointment. The spirit of this provision is to be understood as meaning that the President and Vice-President of the Board of Directors desire the honest input of the sitting Directors, but that the final decision on all appointments to the Board of Directors belongs to the President and Vice-President.

Persons selected to serve on the Organization's boards and/or committees should be recognized as having high levels of honest, sincerity, respect for the integrity of others, committed to the purposes of this ministry, project Christian values and lifestyles, and profess a saving knowledge of Jesus Christ as his/her personal Savior. Additionally, to be eligible for board appointment, the nominee must have positive responses to the following questions:

Terms of Office for Directors

Governed by the Article of Incorporation.

Vacancies and Removal

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- A. The death, resignation, or removal of any director;
- B. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of a court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive regular meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year, or by reasons specified in the Articles of Incorporation;
- C. An increase in the authorized number of directors; or
- D. The failure of the President and Vice-president at any annual or other meetings of the Board of Directors at which director(s) are to be appointed, to appoint the full authorized number of directors.

The President and Vice-President, by way of agreement, may remove any Director without cause at the end of their normal term, provided that the Director to be removed has been notified in writing prior to said meeting.

The President and Vice-President, by way of agreement, may Remove for Cause any Director at the next regular meeting of the Board of Directors or a special meeting of the Board called for any purpose, provided that the Director to be removed has been notified in writing prior to said meeting or if there has been a resolution submitted to the President and Vice-President by

unanimous agreement of the balance of the Board of Directors requesting Removal of a Director for Cause.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the President of the Board, the Executive Director of the Organization, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective. Unless the Attorney General of Florida is first notified, no director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board should be filled by appointment by the President and Vice-President as soon as is prudent, in the manner defined in the section titled *Appointments to the Board of Directors*.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Meetings

There shall be no less than one (1) meeting per year, which shall be the annual meeting to be held in the last quarter of a calendar year. The Annual Meeting of this nNon-profit Corporation shall be held each year primarily for the following purposes with time allocated in a priority sequence to ensure the general and specific objectives of Baymeadows Center for Hope & Healing, Inc., as defined in Article 2, are adequately addressed as follows:

- A. To conduct the business and consider the needs, problems, and opportunities of the Organization.
- B. To report on the prior year's activities and make appropriate recommendations for consideration by the Board of Directors.
- C. To ensure time is allocated for the requirements specified in these Bylaws.

- D. To appoint members to the Board of Directors and to install persons to fill vacancies on the Board as defined in Article 5.
- E. To gather the Board in prayer, so the Board can seek God's will and direction for the ministries of the Organization.
- F. To strategically plan for the upcoming year and set goals for the Organization's five-year development.
- G. To form committees as needed.
- H. To assign tasks and projects that will carry out the work of the Organization.
- I. To provide oversight to the work of the Organization's ministries.
- J. To review the statistical and financial documents of the Organization.
- K. To review the goals of the previous year to determine the effectiveness of the business plan and management methods employed.
- L. To hire or appoint an Executive Director to manage the daily operations of the Organization.
- M. To determine the compensation (salary) of the Executive Director.
- N. To establish and approve a budget for the next fiscal year and to amend the same as necessary from time-to-time according to the needs and goals of the Organization.
- O. To determine if salary merit raises for Organizational staff should be given based on the financial stability of the Organization and set a percentage amount that will be then be based on an annual evaluation score for all staff.
- P. To determine the Organization's need for additional staff and if the Organization's finances will support additional staff as well as set Salary ranges, benefits, etc for any new staff.

Any other business that needs to be conducted will be placed on the agenda for the Board to execute as needed.

Other regular meetings will be held quarterly in the middle month of each quarter (February, May, August) as needed by the Organization and determined by the President of the Board or requested by the Executive Director. In these meetings, committees will report on their progress, present statistical data, report on achieved goals, etc. Budget compliance and financial reports will be presented by the Treasurer and will be reviewed by the Board and written into the official records of the Organization by acceptance of the Board. Adding additional staff positions or ministry initiatives will be assessed and voted on. Any other business that may need to be conducted will be addressed during a time designated for New Non-agenda Business at the discretion of the President of the Board or will be placed on the agenda for the next Board of Directors meeting to execute as needed.

The Board's regular and annual meetings may be held at such time and place as shall be determined by the Board. Meetings may be held via video/web conferencing and ample time will be given to the full participating Directors in all discussions.

Robert's Rules of Order will be used to manage all meetings of the Board of Directors.

The President of the Board or any six (6) regular Board members may call a special meeting of the Board of Directors with thirty (30) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, text, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, whether a physical location or video conferencing, so long as it is a reasonable place to hold any special meeting of the Board. The calling and conducting of a Special Meeting of the Board will not be considered to have any effect whatsoever on the timing or practicality of any already scheduled regular meeting of the Board of Directors.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time-to-time. However, in the event that the Secretary is unavailable, the Deputy Secretary, if one has been appointed by the Secretary, will record and prepare the minutes or the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. Minutes may be taken by hand and meetings may be recorded as a matter of record; however, a written copy of the minutes prepared within 7 days of the meeting shall be the official minutes of each meeting of the Board of Directors. A copy of the minutes shall be delivered to each Board member via either regular mail, hand-delivered, emailed, or faxed within 7 business days after the close of each Board meeting.

Each committee will elect a Committee Chairperson who will be responsible for conducting meetings, recording Minutes in a committee journal, and reporting to the Board of Directors.

Quorum

At each meeting of the Board of Directors, the presence of seven (7) Directors shall constitute a quorum for the transaction of business, providing one of the Directors is the President of the Board or the Vice-President of the Board serving as the President pro tem. If at any time the Board consists of an even number of members and a vote results in a tie, then a vote will be cast by the Vice-President of the Board and shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present shall take the role and adjourn the meeting without further notice until a quorum shall be present. However, a

Board member shall be considered present at any meeting of the Board or Board committees if during the entire meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting. If a member or members who are present at a meeting established by a Quorum departs the meeting for any reason before it is properly adjourned, the meeting will be considered adjourned and the departing Director(s) will be considered absent from the meeting as though it were a *regular* meeting, since they were once in attendance; and any business that was done during said meeting will be considered null and void. The spirit of this rule should be understood as intending to eliminate the possibility that a Director might manipulate the outcomes of a meeting by disturbing a Quorum.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An appointed Director who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the Organization. The Board may deem a Director who has missed three (3) consecutive regular meetings without such a reevaluation with the President of the Board to have resigned from the Board, at which time the sitting board may institute a recommendation to the President and Vice-President for removal of the absent Director.

Committee Quorum

There shall be no provision for a quorum vote of any committee; all business by any committee shall be done by the full committee, including proxy voting or attendance by phone or video conferencing. All attendees of a committee meeting must participate in the full meeting of the committee for its business to be valid. If a vote of the full committee is not possible, the President of the Board may call for the item to be added to the agenda of the next full meeting of the Board of Directors for a vote.

ARTICLE 6—OFFICERS

Officers and Duties

The Officers designated in the Articles of Incorporation constitute the whole of the original Board of Directors of Baymeadows Center for Hope & Healing, Inc., as designated by the Incorporator, satisfying the State of Florida's minimum requirement of three Directors for a Non-profit organization by the designation of the President, Treasurer, and Secretary as the initial voting members of the Board of Directors, with the Vice-President serving as an

alternate voting member should one of the original voting members be unavailable to conduct business on behalf of Baymeadows Center for Hope & Healing, Inc. In no case shall there be less than (one) Officer available and present to prepare minutes of the Board of Directors meetings and authenticate the records of the Organization, even in the case a Deputy is present to read the minutes of the previous meeting and take the minutes of the current meeting.

Upon acceptance of these bylaws, the Incorporator will resign, and the Officers will assume their rightful place at the head of Baymeadows Center of Hope & Healing, Inc.

The same person may hold any number of offices. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The original President of the Board is identified and appointed by the Articles of Incorporation as a lifetime appointment. The original Vice-President of the Board is identified and appointed by the Articles of Incorporation as a President-in-waiting and backup to the President of the Board to be utilized at the President's discretion or as indicated by these bylaws or the Articles of Incorporation and will remain as indicated until such time as the Vice-President will become the President or is Removed for Cause.

The Directors shall select from their ranks, the positions of Treasurer and Secretary at its annual meeting, including also the Offices of President and Vice-President if the original President and Vice-President indicated in the Articles of Incorporation leave the offices vacant for any reason. Officers shall serve the needs of the Board, subject to all the rights, if any, of any Officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any Officer that may be under any contract of employment, any officer may be removed as an Officer with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President of the Board, and or Secretary of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular

appointments to such office. The compensation, if any, of the officers shall be fixed as determined by resolution of the Board of Directors.

The Officers of this non-profit corporation shall be President, Vice-President, Treasurer, and Secretary. Persons nominated subsequent to the removal or vacancy of the original positions of President and Vice-President, and the Treasurer and Secretary shall be elected by ballot by the end of each annual meeting by a two-thirds majority of all votes cast. Newly elected officers shall hold their office from January 1 through December 31 or until their successors are elected and take office, which typically shall be a one-year term. The Bylaws shall prescribe the procedures for candidates to be nominated and selected, as well as describe the responsibilities of these officers.

Qualifications

- a. The Officers of this non-profit corporation shall be made up of persons who meet the Qualifications for appointment as a Director of the Organization.
- b. With the exception of the original Officers of President and Vice-President of this Non-profit Corporation, all Officers are elected by two-thirds vote of the sitting Board of Directors.
- c. The Term of Office for each officer will be governed by ARTICLE VII, Section 4 of the Articles of Incorporation of this Organization.
- d. Officers shall utilize their God-given gifts, talents, and Spiritual callings to advance the ministry and work of the Organization by providing oversight to the specific area assigned to their position.
- e. No paid employee or staff member of Baymeadows Center for Hope & Healing, Inc., may serve as an Officer with standard voting privileges.
- f. Upon the resignation, removal, disability or death of the President, the Vice-President shall automatically become the President of the Board to serve out the remainder of the original term assigned to and accepted by the President. The board will convene to elect a new Vice-President to serve through the next annual meeting.
 - a) Upon the resignation, removal, disability or death of the Secretary, the President of the Board will appoint a recording secretary from among the board members to serve until a successor is elected and takes office.

President of the Board

It shall be the responsibility of the President of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The President of the Board is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the Executive Director's signature must be provided.

It shall also be the duty of the President, assisted by the Vice-President, to reside over the

board, take the vote on all questions and recommendations properly brought up and to perform all other duties usually performed by such officers.

Vice-President of the Board

The Vice-President shall be a voting member of the Board of Directors.

President pro tem

In the absence of, or by assignment of the President of the Board, or in the event of his inability or refusal to attend, it shall then be the responsibility of the Vice-President of the Board to perform all the duties of the President of the Board, and in doing so, he shall have all authority and powers of and shall be subject to all of the restrictions on the President of the Board.

The Vice-President of the Board shall also have the duty to assist the President of the Board to preside over the Board, take the vote on all questions and recommendations properly brought up and to perform all other duties usually performed by such officers.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. She/He shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary shall assist the Executive Director, the Board of Directors, and staff of Baymeadows Center for Hope & Healing Inc. in their responsibility for maintaining all the papers and documents committed to their care, keeping correct minutes of all proceedings of the Board and prepare the same for publication, of which a permanent file shall be preserved, which shall constitute the authentic record of the Organization. The Secretary may be reimbursed for reasonable expenses incurred for services rendered and may choose a non-Board member to serve as an assistant to be known as the Deputy of the Secretary of the Board, who will have no powers associated with the office of Secretary.

Treasurer

The Treasurer shall have, at a minimum, experience in Accounting or Bookkeeping and shall be responsible for keeping and maintaining, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained

earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the President of the Board, Vice-President, and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Organization.

The Treasurer shall assist the Executive Director, the Board of Directors, and staff in an advisory manner in all financial aspects of the Non-profit Corporation, federal and state tax legalities, and review all the non-profit corporation financial documents for integrity.

The Financial Advisor shall give the Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Organization shall pay the cost of such a bond.

Spiritual Advisor: The Spiritual Advisor shall have a knowledge of Biblical doctrine through formal religious education at a Evangelical, Christian college, university, or seminary. It is preferred, but not required, that the person serving as Spiritual Advisor be an ordained minister of the gospel. The Spiritual Advisor shall be responsible for ensuring that the Organization's vision, purpose, and ministry aligns with Biblical theology. As such, the person in this role will serve on any and all strategic planning committees or any committee that creates, maintains, or executes and program of ministry under the name of the Organization. The Spiritual Advisor will also serve as Chair on the Spiritual Advisory Committee which is responsible for reviewing any materials written/created/produced under the Organization's name for the integrity of Spiritual doctrine.

ARTICLE 7 - HEAD OF THE ORGANIZATION

Executive Director: The Executive Director shall be a paid position of the Organization and shall be filled by the Vice-President of the Organization upon nomination and a vote of two-thirds of the Board of Directors as indicated in the Articles of Incorporation and shall serve two-year terms that auto-renew for one-year terms until such time as he retires, is deceased, or not mentally fit to fulfill the duties of Executive Director as deemed by court of proper jurisdiction. At such time, the Executive Director position will be filled by the Board of Directors, and the

Vice-President of the Board position will be filled By the Board.

The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors, as well as any other boards, committees, agencies, and institutions established by the Board of Directors. The Executive Director and his designee shall be permitted to attend all regular and special meetings, including executive sessions, of the respective boards and their committees. Additionally, the Executive Director shall serve as an ex officio, voting member of any newly-created committee or study group authorized by the Board of Directors and will serve in all capacities of any other position to which he or she is assigned on the Board or as an Officer of the Board

The Executive Director is responsible for the visionary leadership of the Organization; ensures that the mission, ministries, values, and purpose of the Organization is executed; ensures the Organization is financially stable; ensures the continuance and growth of the Organization; promoting the mission and ministries of the Organization; and provides oversight to the work and ministry of the Organization.

ARTICLE 8—COMMITTEES

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each committee shall consist of at least three (3) Directors, and may also include persons who are not on the Board, but whom the directors believe to be reliable and competent to serve at the specific committee. If non-Board members are selected to serve on a committee, the committee must have a ratio of two to one Directors to non-board members. However, committees exercising any authority of the Board of Directors may not have any non-director members who are authorized to vote on any business of the Organization. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.

- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committee of the Board of the Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.
- i) Act to profit from any action or recommendation adopted by the Board on the recommendation of the Committee or resulting from any contracts or associations established with any other ministry or non-profit organization.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Organization in a contract or agreement or expend Organizational funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of ARTICLE 8—COMMITTEES of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee providing those rules agreed to by two-thirds of the Directors that the rules are disclosed to every member of the board, and that the rules are properly documented in the records of the Organization to be known as the Committee Charter.

If a director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Organization whom the Director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

Executive Committee

Pursuant to Article 8—Committees, the Board may appoint an Executive Committee composed

of a minimum of four (4) Directors and the Executive Director, to serve on the Executive Committee of the Board, and must include the President and at least one other Officer. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in ARTICLE 8—COMMITTEES. The Secretary of the Organization shall send to each Director a summary report of the business conducted in any meeting of the Executive Committee.

Audit Committee

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be comprised of one or more persons, including persons other than Directors of the Organization. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Organization are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Florida. The membership of the Audit Committee, if created, shall not include the following persons:

- a. The Executive Director of the Organization;
- b. The Chairman of the Board;
- c. The President of the Board;
- d. The Financial Advisor/Treasurer of the Board/Organization
- e. Any employee of the Organization; or
- f. Any person with a material financial interest in any entity doing business with the Organization

Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

Governance Committee

The Governance Committee, if created, shall be responsible for the health and functioning of the Board. It shall be in charge of recruiting new members, conducting orientations, producing board materials, and evaluating the performance of the Board itself. The Governance Committee shall also be responsible for ensuring the effectiveness of the current Board, establishing priorities for Board composition, plan for Board Director recruitments and succession, assist the President of the Board in overseeing Board development and take the lead in performing Board evaluations.

Communications and Public Relations Committee

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders, and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence and contact with the media.

Fundraising Committee

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

Strategic Planning Committee

The Board shall participate in a strategic planning effort each year and set realistic goals that will propel the mission of Baymeadows Center for Hope and Healing, Inc. Additionally, the Board will review the prior years goals and determine if the goals were met. The Board shall also participate in long-term planning every fifth year and set long-term goals and evaluate the long-term goals of the previous five years.

The Strategic Planning Committee shall be comprised of all board members and can also include non-board members or Organizational staff members in which the committee will be broken up into subgroups to focus on specific areas of ministry that are identified as priority and essential to the mission and ministries of the Organization for the purpose of planning, promoting, and growing the Organization. Subgroups will be responsible for understanding the purpose of the ministry area assigned to the group, analyzing where the Organization is currently, what is working well and what is not, set a well-defined course for the future, set goals to achieve growth, and annually evaluate goals to determine adjustments as needed. The Committee will meet semi-annually to review goals and adjust as needed.

Every fifth year, the committee will participate in a long-term planning for the next five years

of the Organization that includes identifying areas of ministry currently in place that should be dissolved or reorganized, set new ministries in place, and identify ministries to be continued over the next five years. As part of the long-term planning, measurable, specific goals will be set in place that will be reviewed annually to see if the Organization is on track to meet the five year plan.

Spiritual Advisory Committee: When new training materials, curriculum, program guides, or other content is created under the Organizational name, the Board shall appoint a Spiritual Advisory Committee to review the Biblical content of the new material to ensure the integrity of all spiritual doctrine aligns with the Bible, as well as meets the mission, purpose, and ministry goals of the Organization. The Spiritual Advisor of the Board shall head this committee. The committee may also be comprised of non-board members who have expertise in the field for which the material is written.

Policies and Ethics Committee: The Policies and Ethics Committee, once enacted, shall be a standing committee responsible for writing, reviewing, and setting the policies and procedures for Organizational personnel. The Committee will write the policies and procedures, ensuring that all legal and ethical standards are addressed as well as guidelines set forth in these Bylaws. Upon completion, the committee will submit to the Board for review and vote. Once voted and passed, the committee will continue to monitor, review, and edit as needed with recommended changes, deletions, additions being presented to the Board for a vote. Initial Policy and Procedures, as well as any changes/additions/ deletions, will require a majority vote by the board to pass. All changes/additions/deletions become effective immediately upon a majority vote, unless stated otherwise in the recommendation of the Policy and Procedures Committee.

ARTICLE 9—STANDARD OF CARE

General

A director shall perform all the duties of a director, including but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- A. One or more officers or employees of the Organization whom the Director deems to be reliable and competent in the matters presented;

- B. Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- C. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence, so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in ARTICLE 9—STANDARD OF CARE, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of any Director or Officer, unless approved by the Florida Attorney General; provided, however, that the Organization may advance money to a Director or Officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restrictions on Interested Directors

Not more than 46% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- A. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused with the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- B. The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable effects a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board meetings, when applicable, shall contain the following information:

- A. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each Director, principal Officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understands the policy
- C. Has agreed to comply with the policy; and
- D. Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty—Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- A. All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- B. All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith— without counting the vote of the interest Director(s) - and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- C. As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its “agents,” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including any action by or in the right of the Organization, but reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such person may be entitled apart from this Article.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10—EXECUTION OF CORPORATE INSTRUMENTS

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except with otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other Organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Organization shall be executed, signed and/or endorsed by the Executive Director, President, Vice-President, and/ or Secretary with a minimum of two signatures, one of which must be the Executive Director.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors that shall be authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific

transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no Officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 11—RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law. A copy of the Tax Exemption letter and certificate will be maintained for backup purposes with the Treasurer.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization with a copy on all board meeting minutes on file with the Secretary of the Board and a copy of all financial books and accounts on file with the Treasurer. Committee Chairs shall submit all original committee minutes to the Executive Director to be kept at the principal office of the Organization. Copies should be submitted to the Secretary to be kept with other board meeting records and minutes. Committee Chairs are permitted to maintain a copy for their own records.

The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of the Organization shall turn over to his or her successor or the Chair of the Board or Executive Director, in good order, such Organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such Officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare an annual financial statement using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Florida Attorney General and members of the public for inspection no later than 45 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 45 days after the end of the fiscal year of the Organization, which shall contain the following information:

- A. The assets and liabilities, including trust funds, of this Organization at the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- D. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE 12—FISCAL YEAR

The fiscal year for this Organization shall end on December 31.

ARTICLE 13—AMENDMENTS AND REVISION

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

ARTICLE 14—CORPORATE/ ORGANIZATIONAL SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15—CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non- Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (1) the remainder of these bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Jody Painter, certify that I am the current appointed acting Secretary of the Organization known as Baymeadows Center for Hope & Healing, Inc., and the above Bylaws are the bylaws of this Organization as adopted by the Board of Directors on November 1, 2020, and that they have not been amended or modified since the above.

EXECUTED on this _____ day of _____, in the County of Duval in the State of Florida.

(Duly Appointed Secretary)