

BYLAWS OF
ST. MARYS UNITED METHODIST CHURCH FOUNDATION, INC.

ARTICLE I
OFFICES

- 1.1. Address: The address of the registered office of the corporation is 1815 Osborne Road, St. Marys, Georgia 31558.
- 1.2. Offices: The corporation shall have offices at such place or places (within or without the State of Georgia) as the board of directors may from time to time appoint.

ARTICLE II
PURPOSES OF SUPPORTING ORGANIZATION

The corporation shall fulfill its purposes exclusively by supporting and benefitting the St. Marys United Methodist Church, Waycross District, South Georgia Annual Conference, United Methodist Church (“Church”), which is tax exempt under Section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding provisions of any future United States Internal Revenue Code (the “Code”) and this article shall control over any other provisions of the bylaws. In furtherance of this article, the corporation shall carry on activities or programs which are consistent with charitable activities under Sections 501 (c) (3) and 170 (a) (2) of the Code and which are in support of or which benefit the Church’s charitable activities, and in doing so, shall pay all of the corporation’s funds which are utilized for such activities to, for the benefit of or in furtherance of the purposes of Church. The corporation shall keep appropriate records of the description and purposes for each such support contribution to, for or in furtherance of the purposes of the Church.

The general purposes of the corporation are:

- (a) to provide funds for public charitable, religious, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Code; and
- (b) to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Code of the State of Georgia by law may now or hereafter have or exercise.

ARTICLE III
DIRECTORS

- 3.1. Power of Directors: The corporation’s property and business shall be regulated, supervised and managed by a board of directors. It shall attend to the internal affairs of the corporation and make such arrangements for carrying on the business as it deems best. It may exercise all the powers of the corporation and do all lawful acts authorized in the articles of incorporation.

- 3.2. Number and Qualifications: There shall be nine members of the board of directors, divided into 3 classes with rotating terms. Such directors shall serve terms of 3 years, and shall be elected to specific posts by a charge conference or church conference of the St. Marys United Methodist Church. The terms of the initial board of directors shall expire as follows: post 1 through 3, December 31, 2001; posts 4 through 6, December 31, 2002; posts 7 through 9, December 31, 2003. No director may hold office for more than 2 consecutive terms, except that the first terms of the initial board of directors shall not be included in the prohibition. All directors shall be elected to the board through the normal nominations process of the St. Marys United Methodist Church. No two directors may reside in the same household. All of the members of the board of directors shall be members of United Methodist churches and at least two-thirds of the directors shall be members of the St. Marys United Methodist Church. The Senior Pastor of the St. Marys United Methodist Church and the District Superintendent of the Waycross District of the South Georgia Annual Conference shall serve as non-voting ex-officio members of the board of directors with the right to speak on any matter before the board. Ex-officio members shall not be counted in any way on matter affecting a quorum or voting of the board.
- 3.3. Minutes Furnished Upon demand: A director shall have the right to require the secretary to furnish him/her a copy of the minutes within ten days of the date of any meeting.
- 3.4. Committees: The board of directors shall appoint such committees and delegate such authority to such committees as they may decide. No delegation of authority shall relieve directors of their responsibility and liability as such. The board of directors shall have power at any time to remove any member of any committee with or without cause, and to fill such vacancies in and dissolve such committees.
- 3.5. Chairman of the Board: The chairman of the board shall be designated by a charge conference or church conference of the St. Marys United Methodist Church. The chairman shall call meetings of the board of directors and any committee meetings, and shall be ex-officio a member of all standing committees unless otherwise provided by the resolution appointing same. The chairman shall preside at all meetings of the directors and shall perform such other services as may be delegated to him/her by the board.
- 3.6. Removal: At any meeting of a charge conference or church conference of the St. Marys United Methodist Church, the entire board of directors or any individual director may be removed, with or without cause, and new directors may be elected at the same meeting.
- 3.7. Vacancies: If any vacancy shall occur among the directors by reason of death, resignation, incapacity to serve, increase in the number of directors, removal or otherwise, the remaining directors shall continue to act, and such vacancies shall be filled by charge conference or church conference of the St. Marys United Methodist Church within 90 days.
- 3.8. Annual Meeting: An annual meeting of the board shall be held on the first Thursday in February of each year, at a place chosen by the directors.
- 3.9. Regular Meetings: Regular meeting of the board of directors shall be held at the St. Marys United Methodist Church or elsewhere in the State of Georgia, as

- specified in the notice of the meeting or waiver of notice. Regular meetings shall be held on such dates and at such places and times as may be determined by the board of directors and set forth in written notice given at least two days prior thereto.
- 3.10. Special Meetings: Special meetings of the board of directors may be called by the chairman, the president or by a majority of the directors, by giving to each director, either personally, by email, fax, postal service or express delivery service, at least two days notice of the time and place of the meeting.
 - 3.11. Waiver of Notice: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it was called and convened, except where a director states at the beginning of the meeting any objection to the transaction of business. Notice of a meeting of the board of directors need not be given to a director who signs a waiver of notice, either before or after the meeting.
 - 3.12. Dispensing with Meeting: Unless otherwise provided by the articles of incorporation or the corporate laws of the State of Georgia, any action which may be taken at a meeting of the directors may be taken without a meeting, if written consent, setting forth the action so taken, shall be signed by all the directors and filed with the minutes of the proceedings of the board. Such consent shall have the same force and effect as a unanimous vote.
 - 3.13. Time and Place of Meetings: Except for the annual meeting, the board of directors may hold its meeting as such time or times and at such place or places either within or without the State of Georgia as it shall from time to time determine, but in the absence of such determination, all meetings of the board of directors shall be at the St. Marys United Methodist Church. A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting, but a smaller number may adjourn the meeting to a future date. A majority vote of the directors holding office shall be the act of the board of directors.
 - 3.14. Compensation: Directors may not be compensated for attendance at regular or special meetings of the board of directors, or of any special or standing committees thereof. Directors may be compensated for expenses incurred in the performance of their duties, provided such compensation is approved in a regular or special meeting by a majority of the directors, prior to the incurring of such expenses.

ARTICLE IV OFFICERS

- 4.1. Selection: The board of directors shall annually elect the following officers: a president, a vice-president, a secretary, and a treasurer. The board of directors at any time and from time to time may appoint such other officers as it shall deem necessary, who shall hold their office for such term as shall be determined by the board of directors and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

- 4.2. Combination of Officers: Any person may hold any two or more offices, except that no person may hold both the office of president and secretary. No officer need be a member of the board of directors.
- 4.3. Salaries: The salaries of the officers of the corporation shall be fixed by the board of directors, except that no officer who is also a board member shall receive any salary.
- 4.4. Terms of Office: Each officer of the corporation shall hold office until his/her successor is chosen and qualifies or until his/her earlier resignation, death, removal, or the termination of his office. Any officer may be removed by the board of directors, when in its judgment the best interest of the corporation will be served thereby.
- 4.5. The President: The president shall be the chief executive officer of the corporation and shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He/she shall sign all notes and obligations of the corporation, unless otherwise directed by the board of directors, and all contracts and instruments when authorized by the directors. The president shall have such powers and perform such other duties as are specifically imposed on him/her by law and as may be assigned to him/her by the board of directors, and generally shall perform all duties usually incumbent upon such officer. He/she shall make annual reports of the condition of the corporation and submit the same to the charge conference or church conference of the St. Marys United Methodist Church at least annually.
- 4.6. Vice President: The vice-president shall perform such duties as are generally performed by vice-presidents, and shall perform such other duties and exercise such other powers as the board of directors shall request or delegate.
- 4.7. Secretary: The secretary shall attend all sessions of the board of directors and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for communities when required. He/she shall give or cause to be given any notice required to be given of any meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors, under whose supervision he/she shall be. The secretary shall have the care and custody of the books of the corporation and the seal of the corporation and shall affix the same to all instruments requiring such seal, when authorized by the board of directors, or other duly authorized officials of the corporation. The assistant secretary or assistant secretaries, if any are appointed, shall, in the absence or disability of the secretary, or at his/her request, perform his/her duties and exercise his/her powers and authority.
- 4.8. Treasurer: The treasurer shall receive and have custody of all monies and securities of the corporation, shall pay such dividends as may be required of him/her by the board of directors, and such other duties as usually devolve upon such officers. The directors may require the treasurer to give such security for the faithful performance of his/her duties as they shall from time to time determine.
- 4.9. Absence of Officer: In the case of the absence of any officer of the corporation, or for any other reason that the board of directors may deem sufficient, the board

of directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any director.

ARTICLE V MISCELLANEOUS

- 5.1. Inspection of Books: The board of directors shall have the power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts and books which shall be open for inspection by the members of the St. Marys United Methodist Church. The books of account shall be open at any time during regular business hours to inspections by any director or officer of the corporation.
- 5.2. Calendar Year: The corporation shall be on a calendar year.
- 5.3. Seal: The corporate seal shall be in the following form.

(Corporate Seal to Appear Here)

- 5.4. Appointment of Agents: The president shall be authorized and empowered in the name and as the act and deed of the corporation to name and appoint general and special agents, representatives and attorneys to represent the corporation in the United States or in any other corporation at any time owned or held of record by the corporation, and to prescribe, limit and define the powers and duties of such agents, representatives, attorneys or proxies, or cancellation in whole or in part of any power or authority conferred on any such agent, representative, attorney or proxy. All powers of attorney or other instruments under which such agents, representatives, attorneys or proxies shall be so named and appointed shall be signed and executed by the president, and the corporate seal shall be affixed thereto. Any substitution, revocation, or cancellation shall be signed in like manner, provided always that any agent, representative, attorney or proxy when so authorized by the instrument appointing him/her may substitute or delegate his/her powers in whole in or part and revoke and cancel such substitutions or delegation. No special authorization by the board of directors shall be necessary in connection with the foregoing, but these bylaws shall be deemed to constitute full and complete authority to the officers above designated to do all things and acts as they deem necessary or incidental thereto or in connection therewith.

ARTICLE VI NOTICES; WAIVERS OF NOTICE

- 6.1. Notice: Except as otherwise specifically provided in the bylaws, whenever under the provisions of these bylaws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given either by personal notice or by mail by depositing same in the post office or letter box in a postpaid, sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such

notice shall be deemed to be given at the time when the same shall be thus sent or mailed.

- 6.2. Waivers of Notice: When any notice whatever is required to be given by law, or by the articles of incorporation or by these bylaws, a waiver thereof by person or persons entitled to said notice is given before or after the time stated therein, in writing, which shall be deemed to be equivalent thereto. No notice of any meeting need be given to any person who shall attend such meeting.

ARTICLE VII AMENDMENTS

- 7.1. By Charge or Church Conference: The bylaws of the corporation may be altered or amended by a charge conference or church conference of the St. Marys United Methodist church, provided notice of any proposed change is given to the church membership by mail sent at least 14 days prior to the charge conference or church conference. Such notice may be printed in the regular mailing of the church newsletter.
- 7.2. By Board of Directors: The bylaws may be altered or amended by any meeting of the board of directors, provided that such amendment is thereafter ratified at the next charge conference or church conference of the St. Marys United Methodist church with the same notice as provided in paragraph 7.1 above.

ARTICLE VIII INDEMNITY

- 8.1. Actions Against Directors: The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the Code, any individual made a part to a proceeding because such individual is or was a director against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party", "proceeding", "director" and "liability" shall have the meaning given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors.
- 8.2. Advance for Expenses of Directors: The corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding if:
- (a) the director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct set forth as set forth above; and
 - (b) the director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE IX
AUDITS AND REPORTS

- 9.1. Audits: The board of directors shall cause to be made an independent annual audit of the financial affairs of the corporation immediately following the end of each calendar year. A summary of such audit shall be provided to the membership of the St. Marys United Methodist Church not later than April 1 of each year, and the full audit shall be available for inspection at the corporation's offices for at least 3 years following its completion.
- 9.2. Reports: The board of directors shall issue a report by April 1 of each year describing each grant made by the corporation during the previous calendar year.

ADOPTED AND RATIFIED as the bylaws of St. Marys United Methodist Church Foundation, Inc. on the 13th day of November 2003.