

**Bylaws of
The Foundation for the Holy Spirit Inc.**

The Foundation for the Holy Spirit Inc.

Article 1 - Name of the Corporation & Offices

Section 1 - Name of the Corporation

This corporation shall be known as The Foundation for the Holy Spirit Inc., and shall do business (“DBA”) as Awakening Together. Hereinafter, The Foundation for the Holy Spirit Inc., shall also be referred to as the Foundation, the corporation, the organization and/or the assembly.

Section 2 - Principal Office

The principal office of the corporation will be located at the following address:

1048 W. Stallion Dr, Pueblo West, CO 81007, County of Pueblo and State of Colorado.

Section 3 - Change of Address

The designation of the county or state of the corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

1. New Address: _____
Dated: _____
2. New Address: _____
Dated: _____

Section 4 - Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and

activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 - Non Profit Purposes

Section 1 - IRC Section 501(c) (3) Purposes

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section 2 - Specific Objectives and Purposes

This corporation is a non-profit organization established with an objective to help individuals become Self-reliant with inner spiritual wisdom by providing a ministry, which consists of spiritual teaching, counseling, internet programs and worship services, worldwide like-minded fellowship and other resources and services beneficial to that mission.

Article 3 – Governance

Section 1 – Two-tiered Board Governance

Whereas The Foundation for the Holy Spirit Inc. (DBA Awakening Together) is one assembly of equals, whereas each member of the assembly is led by inner guidance radiating from God, whereas we adopt one purpose and shared core values as our shared religious principles and our assembly's highest governance principles, we choose to adopt a two-tiered board governance structure in trust that the decisions and guidance of these two boards represents the Will of God as spoken through member-servant leaders. The purpose for maintaining a two-tiered board governance structure is to ensure that the governing discernment of

this assembly remains pure without confusing the values of the Awakening Together assembly with the personal values of individual leaders and to ensure the Awakening Together purpose and values remain in the highest position of consideration during all organization-level decision making including decisions made in the day-to-day management of the assembly's affairs.

The two-tiered governance structure includes a Board of Directors and a Member Board of Trustees. The Board of Directors will provide leadership and oversight to the Trustees, who will be responsible for the day-to-day management of the organization. The Trustees shall also be considered delegates of the assembly membership and, as such, shall represent the members and their interests and act as liaison between the Board of Directors and the assembly members.

Section 2 – Board of Directors

A. Number

The corporation shall have a minimum of three Directors and no more than seven Directors and collectively they shall be known as the Board of Directors. Four of the Directors shall serve as officers of the corporation, the Chair, the Vice-Chair, the Secretary and the Treasurer, to be designated as such from among the Directors by the Board of Directors.

B. Qualifications

Directors of this corporation shall qualify as to age or any other specific requirement that may be in force in this state at any given point of time. In addition, Directors shall be members of Awakening-Together.

C. Powers

The Board of Directors of this corporation shall conduct all the activities and affairs of this corporation and also exercise all corporate powers, subject to the provisions of the laws of this state, the Articles of Incorporation, The Foundation

for the Holy Spirit Inc. Constitution and these Bylaws. The Board of Directors may delegate management of the day-to-day affairs to the Member Board Trustees, but will retain authority to adopt, approve, amend and/or rescind policies and procedures for such management.

D. Duties

The Directors shall:

- 1st.** Perform any and all duties imposed on them collectively or individually by law, by The Foundation for the Holy Spirit Constitution Inc. and Articles of Incorporation or by these Bylaws;
- 2nd.** Oversee the Member Board to ensure the Awakening Together purpose and values, as set forth in Articles III and IV of The Foundation for the Holy Spirit Inc. Constitution, remain in the highest position of consideration in all organization level decision making, including decisions made in the management of the assembly's day-to-day affairs;
- 3rd.** Adopt, alter, amend or repeal Policy and Procedures governing the day-to-day operation and management of the Awakening Together assembly in a manner consistent with the Awakening Together purpose and values, as set forth in Articles III and IV of The Foundation for the Holy Spirit Inc. Constitution.
- 4th.** Appoint and remove, employ and discharge, and except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation;
- 5th.** Through its oversight of the Member Board and its authority to adopt, amend, alter or repeal Awakening Together Policies and Procedures, supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- 6th.** Meet at such times and places as required by these Bylaws;

7th. Register their physical and electronic addresses with the Secretary of the corporation, and notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

E. Term of Office

Each Director shall hold office for a period of six years and until his or her successor is elected and qualifies. Directors may serve successive terms.

F. Compensation

All the Directors of the corporation shall serve without compensation except for a reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors and except for services for which the corporation would normally pay someone else. Compensation paid to Directors shall be reasonable and shall not exceed prevailing market wages for similar services.

G. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Meetings may also be held by electronic or telephonic means.

H. Regular Meetings

Regular meetings of the Board of Directors shall be held once per quarter. The Board of Directors shall decide the date, time and venue of each quarterly meeting. Elections shall be conducted at the regular quarterly meeting as needed to fill a vacant, unexpired term or to fill the position of Director(s) whose term(s) will expire within six months. Nomination of Directors shall be made as set forth in subsection N, below. Voting for such election(s) shall be by written ballot. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The

candidates receiving the highest number of votes up to the number of Directors to be elected shall be eligible to serve on the board.

I. Special Meetings

The procedure to be followed for calling Special Meetings of the Board of Directors and Emergency Special Meetings of the Board of Directors is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- i. Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President-Minister, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Special meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting. Such meetings may also be held by electronic or telephonic means.
- ii. When warranted, Emergency Special meetings may be called by the combination of Chairperson of the Board and the President-Minister, by any Officer of the Board of Directors and the President-Minister, or by any two Officers of the Board of Directors. Emergency special meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting. Such meetings may also be held by electronic or telephonic means.

J. Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- iii. Regular Meetings – Notice shall be sent by regular post, by e-mail, or by facsimile machine at least three weeks in advance. In the case of facsimile

notification, the Director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

- iv. Special Meetings - Notice shall be sent by regular post, by e-mail, or by facsimile machine at least one week in advance. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- v. Emergency Special Meetings – Notice shall be sent by telephone and e-mail at least one day in advance.

K. Quorum for Meetings

A quorum shall consist of a majority of the Board of Directors of the corporation serving office at any given time and shall not be less than one-half of the number of Directors in office. The Board shall not conduct any business at any meeting at which the required quorum is not present. In the absence of a quorum, the only motion which the Chair shall entertain is a motion to adjourn.

L. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, The Foundation for the Holy Spirit Inc. Constitution, these Bylaws or the laws of this state require otherwise.

M. Conduct of Meetings

Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairperson, or in the absence of Vice Chairperson, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as the secretary of all meetings of the Board, provided that,

in his or her absence, the presiding officer shall appoint another person to act as the secretary of the meeting. Further procedures for the conduct of meetings may be set forth in the Awakening Together Leadership and Governance Policy and Procedures.

Trustees of the Member Board may attend Board of Directors meetings at the invitation of the Board of Directors. The Trustee(s) may comment in discussions that he/she is invited to participate in, but the Trustee(s) may not vote on matters put forth for vote at the Board of Directors meeting. A Trustee of the Member Board may request an invitation from the Board of Directors to attend a Board of Directors meeting. It is within the sole discretion of the Board of Directors to put forth an invitation for a Trustee to attend a Board meeting and participate in its discussion.

N. Vacancies

Vacancies on the Board of Directors of the corporation shall exist

- a) On the death, resignation or removal of any Director,
- b) Whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Directors will automatically be removed from office for failure to attend four consecutive regular (quarterly) meetings unless removal is waived by a majority vote of the Board of Directors.

When a vacancy occurs on the Board of Directors, the Member Board may nominate one or more candidates for that position by a majority vote of the

Member Board at any meeting when a quorum is present. Candidates may also be nominated by Directors currently serving on the Board of Directors. The Member Board may vote to approve or disapprove such nomination by majority vote. Upon approval, such candidates shall be considered for election to vacant positions along with other Member Board nominated candidates. Directors shall be elected from among those nominated by an election of the Board of Directors as set forth herein.

O. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

P. Indemnification by Corporation of Directors and Officers

The Directors and officers are indemnified to the fullest extent permissible under the laws of this state.

Section 3 - Member Board

A. Number

The Member Board shall consist of at least five member-servant leaders and no more than twelve member-servant leaders. These member-servant leaders shall be known as Trustees. Two of the Trustees shall be officers of the corporation, the President-Minister and the Vice-President Minister, who shall each be appointed by the Board of Directors. In addition the Board of Directors may appoint up to two additional Trustees who will be managers within the organization. The remaining Trustees shall be elected as set forth herein, except that the founding Trustees shall be appointed by the Board of Directors.

B. Qualifications

Trustees shall be charter members (a member who joined the assembly within the first three months after opening the assembly to members) or members of good standing for at least two years.

C. Powers

The Member Board shall conduct all the activities and affairs of this corporation delegated to it by the Board of Directors of this Corporation subject to the provisions of the laws of this state, The Foundation for the Holy Spirit Inc. Constitution, the Articles of Incorporation, these Bylaws and the Awakening Together Policies and Procedures. The Board of Directors may delegate management of the day-to-day affairs to the Member Board Trustees, but will retain authority to approve, amend and/or rescind policies and procedures for such management. The Member Board shall be administered as set forth in the assembly's Leadership and Governance Policy and Procedure. The primary purpose of the Member Board is to manage the assembly's day-to-day affairs in accordance with the Awakening Together purpose and values.

D. Duties

Member Board Trustees Shall:

- 1st.** Perform any and all duties imposed on them collectively or individually by law, by The Foundation for the Holy Spirit Inc. Constitution, Articles of Incorporation or by these Bylaws and as delegated to them by the Board of Directors;
- 2nd.** Manage the day-to-day affairs of the assembly in accordance with the Policies and Procedures approved and adopted by the Board of Directors;
- 3rd.** Meet at such times and places as required by these Bylaws;
- 4th.** Act as liaison between the Awakening Together membership and the Board of Directors;
- 5th.** Provide advice and information to the Board of Directors regarding current management affairs, issues and concerns requiring Board of Director oversight or resolution;

6th. Provide advice and information to the Board of Directors regarding recommended changes or additions to Awakening Together Policies and Procedures, these Bylaws and/or The Foundation for the Holy Spirit Inc. Constitution.

7th. Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

E. Term of Office

Each Trustee shall hold office for a period of three years and until his or her successor is elected and qualifies. Trustees may serve successive terms. All Trustees will be divided into three classes in order to stagger the terms of Trustees and achieve continuity of governance as follows: Class A Trustees, who are founding members; Class B Trustees who will be elected at an election held one year after the Awakening Together assembly opens for membership; and Class C Trustees, who will be elected at an election held two years after the Awakening Together assembly opens for membership. Class A Trustees will serve an initial term of six years. Class B and Class C Trustees will serve an initial term of three years. After the initial term, all Classes of Trustees will serve three year terms.

F. Compensation

Compensation for Member Board Trustees shall be at the discretion of the Board of Directors and shall be limited to compensation for actual services performed which benefit the Corporation or for a reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors. Compensation paid to Member Board Trustees shall be reasonable and shall not exceed prevailing market wages for similar services.

G. Place of Meetings

Member Board meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors. Electronic and telephonic meetings shall also be permitted.

H. Regular Meetings

Regular meetings of the Member Board of Directors shall be held once per month. The Member Board shall decide the date, time and venue from time to time.

I. Special Meetings

Special meetings of the Member Board may be called by the President-Minister, the Vice President, or by any two Trustees. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting. Meetings may also be held by electronic and telephonic means.

J. Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- i. Regular Meetings – Notice shall be sent by regular post, by e-mail, or by facsimile machine at least three weeks in advance. In the case of facsimile notification, the Trustee to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty- four hours of the first facsimile transmission.
- ii. Special Meetings - Notice shall be sent by regular post, by e-mail, or by facsimile machine at least one week in advance. In the case of facsimile notification, the Trustee to be contacted shall acknowledge personal receipt of the notice by a return message or

telephone call within twenty- four hours of the first facsimile transmission.

K. Quorum for Meetings

A quorum shall consist of a majority of the Member Board serving office at any given time. The Member Board shall not conduct any business at any meeting at which the required quorum is not present. In the absence of a quorum, the only motion which the Chair shall entertain is a motion to adjourn.

L. Majority Action as Board Action

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Member Board unless the Articles of Incorporation, The Foundation for the Holy Spirit Inc. Constitution, these Bylaws or the laws of this state require otherwise.

M. Conduct of Meetings

Meetings of the Board shall be presided over by the President-Minister, or, in his or her absence, the Vice President, or in the absence of Vice President, by a Chairperson chosen by a majority of the Trustees present at the meeting. The President-Minister, Vice President or Chairperson so presiding shall appoint a Trustee to act as the secretary at any or all meetings of the Member Board. Further procedures for the conduct of meetings may be set forth in the Awakening Together Governance Policy and Procedure.

Awakening Together members may attend Member Board meetings at the invitation of the Member Board. Members so attending may comment in discussions in which he/she is invited to participate, but the member may not vote on matters put forth for vote at the Member Board meeting. Any Awakening Together member may request an invitation from the Member Board to attend a Member Board meeting. It is within the sole discretion of the Member Board to extend an invitation for a member to attend the meeting and participate in the discussion.

Any Awakening Together member may serve on a Member Board subcommittee at the invitation of the chair of that subcommittee. A member who is invited to serve on a subcommittee may participate in subcommittee discussions and vote on matters put forth for vote at the subcommittee level. Any Awakening Together member may request an invitation to join a Member Board subcommittee from the chair of that committee. If the subcommittee chair does not provide an invitation to the requesting member, the requesting member may appeal to the President-Minister. It is within the sole discretion of the President-Minister to extend an invitation on appeal to join a Member Board subcommittee.

N. Vacancies

Vacancies on the Member Board shall exist

- i. On the death, resignation or removal of any Trustee,
- ii. Whenever the number of authorized Trustees is increased.

Any Trustee may resign effective upon giving written notice to the Chairperson of the Board of Directors, the President-Minister or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Trustees may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Trustees will automatically be removed from office for failure to attend four consecutive regular meetings unless removal is waived by a majority vote of the Member Board.

O. Elections

Regular Member Board elections and Member Board vacancies will be filled by election of the Awakening Together Membership. Elections shall be conducted at the regular monthly meetings as needed to fill a vacant, unexpired term or to fill the position of Trustee(s) whose term(s) will expire within six months. Notice of the regular or special election shall be given to each registered member then appearing on the official membership roll eight weeks in advance of the election

meeting. Such notice shall provide an electronic address to which members may send nominations of candidates for Member Board Trustees. The list of candidates shall be made available online to the Awakening Together membership, who may second the nomination of candidates already nominated or nominate additional candidates. Nominations for Member Board Trustees shall close fourteen days after said notice. Upon the close of nominations and within seven days of said closing date, the Secretary of the Corporation shall tally the votes and compile a list of nominees receiving at least ten percent (10%) of the membership nominations. In the event the number of candidates who receive 10% of the membership nominations is fewer than that necessary to fill the Member Board Trustee vacancies, nomination of Trustee candidates may be made by members of the Board of Directors or by current Member Board Trustees. The Secretary shall contact all nominees either receiving 10% of the membership vote or those nominated by a Director or Trustee to ensure their acceptance of such nomination. Nominees accepting such nomination will be placed on a ballot that will be distributed to the membership.

Ballots will be sent at least thirty days prior to the regular or special election meeting. The Awakening Together Assembly shall provide a forum for candidates who wish to address the membership regarding their qualifications for office. Details regarding the time, place and manner of such forum shall be provided with the ballot. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board and return the ballot via electronic mail to the Secretary. Voting shall close fourteen days prior to the regular or special election meeting. The candidate receiving the highest number of votes up to the number of Trustees to be elected shall be eligible to serve on the board. Results of the election shall be published to the current Member Board at the election meeting and provided to the membership immediately thereafter.

P. Non-liability of Trustees

The Trustees shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Q. Indemnification by Corporation of Trustees

The Trustees are indemnified to the fullest extent permissible under the laws of this state.

Article 4 - Officers

Section 1 - Designation of Officers

The officers of the corporation shall be a Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, President-Minister, Vice President-Minister, a Secretary and a Treasurer. The Board of Directors shall decide from time to time, whether to have new officers with new designations.

Section2 - Qualifications

The officers of the corporation shall qualify as to age or any other specific requirement that may be in force in this state at any given point of time.

Section 3 – Appointment/Election and Term of Office

The Board of Directors shall appoint or elect officers at any time, and, except as otherwise noted herein, each officer shall hold office for a period of three years or until he or she resigns or is removed by the Board of Directors or is otherwise disqualified to serve before the end of the term.

Section 4 - Duties of Chairman of the Board of Directors

The principal role of the Chairman of the Board is to manage and to provide leadership to the Board of Directors. The Chairman acts as the communicator for Board decisions where appropriate. More specifically, the duties and responsibilities of the Chairman are as follows:

- 1) to provide independent advice and counsel to the President-Minister;
- 2) to keep abreast generally of the activities of Awakening Together and its management;
- 3) to ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments;
- 4) in concert with the President-Minister, to develop and set the agendas for meetings of the Board;
- 5) to act as Chair at meetings of the Board;
- 6) to recommend an annual schedule of the date, time and location of Board meetings;
- 7) to call special meetings of the Board where appropriate.

The Chairman of the Board of Directors shall be an ordained Awakening Together Minister. The first Chairman of the Board of Directors to hold such post as of the adoption of The Foundation for the Holy Spirit Inc. Constitution, shall, by virtue of his/her post, be deemed an Awakening Together ordained minister. Upon a vacancy in the office of Chairman, an interim or acting Chairman may be appointed without having first become an ordained Awakening Together minister. However, in order for the interim or acting Chairman to accept appointment to a full term as Awakening Together Board of Directors Chairman, he or she must agree to complete the requirements for ordination within two years of appointment as interim or acting Chairman.

Section 5 - Duties of Vice-Chairman of the Board of Directors

The Vice-Chairman shall become the acting Chairman of the Board of Directors in the event of the absence, inability or refusal of the Chairman of the Board of Directors to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected Chairman of the Board of Directors. The Vice-Chairman will also provide support and assistance to the chairman in carrying out his or her responsibilities and should act as a 'critical

friend' and sounding board to the Chairman of the Board of Directors. The Vice-Chairman may agree to take on specific responsibilities from the Chairman as requested by the Chairman.

Section 6 - Duties of President-Minister

The President-Minister shall be the chairman of the Member Board and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Trustees, employees, volunteers and agents of the corporation to assure that their duties are performed properly. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by The Foundation for the Holy Spirit Inc. Constitution or by these Bylaws or which may be prescribed from time to time by the Board of Directors. He or she shall be an ex-officio member of all Member Board subcommittees. The President-Minister is accountable to the Board and acts as a direct liaison between the Board and the Member Board. The President-Minister shall attend meetings of the Board of Directors except when a conflict of interest requires the President-Minister to excuse him/herself from the Board of Directors Meeting. The President-Minister shall give reports and make recommendations to the Board of Directors on behalf of the Member Board and may comment on Board of Director discussions, but the President-Minister may not vote on matters put forth for vote at Board of Director meetings.

Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, 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 of Directors. As part of his or her management of the day-to-day affairs of the corporation and subject to the oversight of the Treasurer and the Board of Directors, the President-Minister shall have primary responsibility for the management of all funds including:

- 1) the deposit of all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- 2) the receiving and giving receipt for, monies due and payable to the corporation from any source whatsoever;
- 3) preparing budgets for planned expenditures for review and approval by the Board of Directors;
- 4) disbursing, or causing to be disbursed, the funds of the corporation as may be directed by the Board of Directors, and the taking of proper vouchers for the transactions;
- 5) keeping and maintaining adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses;

The President-Minister shall be an ordained Awakening Together minister. The first President-Minister to hold such post as of the adoption of The Foundation for the Holy Spirit Inc. Constitution, shall, by virtue of his/her post, be deemed an Awakening Together ordained minister and his/her initial term of office shall be six years. The President-Minister is responsible for the weekly Awakening Together Worship Services and shall preside at same or appoint other qualified Awakening Together ministers to do so. The President-Minister shall administer the Awakening Together Ministerial Preparation Program and shall ordain other ministers as set forth in the Awakening Together Ministerial Ordination and Licensing Policy.

Section 7 - Duties of Vice President-Minister

The Vice President-Minister of the corporation shall be vice-chair of the Member Board and shall become the acting President-Minister of the corporation in the event of the absence, inability or refusal of the President-Minister to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected President-Minister.

The Vice President-Minister shall be an ordained Awakening Together minister. The first such Vice President-Minister, by virtue of his/her post, shall be deemed an Awakening Together ordained minister and his/her initial term of office shall be six years. Upon a vacancy in the office of Vice President-Minister, an interim or acting Vice President-Minister may be appointed without having first become an ordained Awakening Together minister. However, in order for the interim or acting Vice President-Minister to accept appointment to a full term as Awakening Together Vice President-Minister, he or she must agree to complete the requirements for ordination within two years of appointment as interim or acting Vice President-Minister.

Section 8 - Duties of Secretary

The Secretary of the corporation shall:

- 1) Serve on the Board of Directors.
- 2) Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date.
- 3) Keep the record of the minutes of the meetings of the Board of Directors, with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- 4) Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- 5) Exhibit at all reasonable times to any Director or Trustee of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the Board of Directors or of the Member Board of the corporation.
- 6) Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by

these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 9 - Duties of the Treasurer

The Treasurer of the corporation shall:

- 1) Serve on the Board of Directors.
- 2) Understand financial accounting for nonprofit organizations.
- 3) Be responsible for all funds and securities of the corporation.
- 4) Oversee and audit the office of the President in the management of all funds including:
 - a. the deposit of all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
 - b. the receiving and giving receipt for, monies due and payable to the corporation from any source whatsoever;
 - c. disbursing, or causing to be disbursed, the funds of the corporation as may be directed by the Board of Directors, and the taking of proper vouchers for the transactions;
 - d. keeping and maintaining adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- 5) Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any Director or Trustee of the corporation, or to his or her agent or attorney, on request thereof.
- 6) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 7) Work with the President-Minister to ensure that appropriate financial reports are made available to the Board of Directors on a timely basis.
- 8) Present the annual budget to the Board of Directors for approval.

- 9) Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 10 - Compensation

The officers of the corporation are eligible for compensation as set forth by the Board of Directors. However, an officer of the corporation is not eligible to receive compensation if that officer also serves as a member of the Board of Directors. In such a scenario, the salaries of the officers of this corporation shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be very reasonable and in return for services actually rendered to or for the corporation for the cause of its tax exempt activities alone.

Article 5 - Members

The Secretary of the corporation shall keep a current roll of Awakening Together members, in a form that permits preparation of a list of the names and electronic mail addresses of all members, in alphabetical order. Members of the Awakening Together Assembly shall have the right to nominate and vote for Member Board Trustees and to serve on the Member Board when duly elected thereto, as set forth in Article 3, Section 2 of these Bylaws. Members shall also be permitted to serve on Member Board subcommittees as set forth in Article 3, Section 2 of these bylaws. Members are encouraged to attend and participate in regular Awakening Together Worship Services as well as other member forums. Guidelines for such member participation shall be set forth in the Awakening Together Member Policy and Procedure as adopted and/or amended by the Board of Directors. Consistent with NC General Statutes §55A-16-20(a), as a religious corporation, this corporation shall not be subject to member demand for review of annual financial statements.

Article 6 - Execution of Instruments, Deposits and Funds

Section 1 - Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer, the President-Minister, or by the Vice-President with the general or specific authority of the Board of Directors. Any check or withdrawal at or more than \$5,000.00 shall require the written authorization of an officer who is also an authorized signee on the bank account. Any check or withdrawal at or more than \$10,000.00 shall require prior approval by the Board of Directors.

Section 3 - Deposits

All funds of the corporation shall be deposited in a timely manner or within five (5) business days to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 – In-Kind Contributions

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the non-profit purposes of this corporation only if it has a value and can be utilized by the corporation.

Article 7 - IRC 501(c) (3) Tax Exemption Provisions

Section 1 - Limitations on Activities

No substantial part of the activities of this corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

- a) By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or
- b) By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or Trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3 - Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section

501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 8 - Conflict of Interest Policy

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the organization or might 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 organizations.

Section 2- Definitions

- 1. Interested Person** - Any Director, Trustee, principal officer, or member of a committee with Board of Directors delegated powers with a direct or indirect financial interest, as defined below, is an interested person.

- 2. Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
 - b) A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 3 - Procedures

1. 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, Trustees and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors, Member Board, or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the Board of Directors, Member Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the Board of Directors, Member Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board of Directors, Member Board, or committee shall determine whether the organization can obtain with

reasonable efforts 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 of Directors, Member Board or committee shall determine by a majority vote of the disinterested Directors or Trustees whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a) If the Board of Directors, Member Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors, Member Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Proceedings

The minutes of the Board of Directors, Member Board and all committees with board delegated powers shall contain:

- a) The names of 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 of Directors, Member Board's or committee's decision as to whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6 - Annual Statements

Each Director, Trustee, principal officer and member of a committee with Board of Directors-delegated powers shall annually sign a statement, which affirms such person has:

- a) Received a copy of the conflicts of interest policy,
- b) Read and understands the policy,
- c) Agreed to comply with the policy, and
- d) Understood the corporation 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.

Section 7 - Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management of the corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 - Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article 9 - Amendment of Bylaws

Section 1 - Amendment

Except as may otherwise be specified under provisions of law, The Foundation for the Holy Spirit Inc. Constitution, these Bylaws or the Articles of Incorporation, any of them, may be altered, amended or repealed and new Bylaws adopted by the resolution and approval of the Board of Directors.

The Member Board may make recommendations to the Board of Directors requesting a change to the Foundation's Constitution, Bylaws or Articles of Incorporation by a two-thirds (2/3) majority vote of the Member Board at any regular or special meeting when a quorum is present.

Article 10 - Construction and Terms

- a) If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- b) If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- c) All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this corporation.
- d) All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the Directors of the corporation and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding thirty pages, as the Bylaws of this corporation.

Dated: _____

Names and Signatures of Directors:

Philip Frisk

Norma V. L. Clarke

Jacquelyn P. Eckert

Raena Avalon