

**JESUS HOUSE, INC.
BY-LAWS**

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01: **Name of Corporation.** The name of the Corporation shall be as filed with the Oklahoma Secretary of State: Jesus House, Inc. (hereinafter referred to as the "Corporation")

Section 1.02: **Principal Office of Corporation.** The principal office of the Corporation shall be located at its principal place of business, to wit: 1335 West Sheridan Ave., Oklahoma City, OK 73106.

Section 1.03: **Other Offices.** The Corporation may also have offices at such other places, within or without the State of Oklahoma, as the Board of Directors may determine, from time to time, to be in the best interest of the Corporation in furtherance to the mission of the Corporation.

ARTICLE II

PURPOSE AND OBJECTIVES OF CORPORATION

Section 2.01: **Purpose and Objectives.** The Corporation is organized exclusively for charitable and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). The objective of the Corporation is to advance the common good by leading, strengthening and mobilizing the nonprofit and philanthropic community to aid and assist the Corporations mission.

Section 2.02: **Mission.** The mission of the Jesus House and its faith based programs is to transform lives impacted by mental illness, homelessness and addiction by providing a place for wellness, recovery, spiritual growth and a meaningful future.

In furtherance of this stated mission and purpose, the Corporation may engage in or support any activities necessary or appropriate to fulfill the foregoing, and the Corporation may exercise all powers available to support and nurture this role.

ARTICLE III

DIRECTORS

Section 3.01: **Powers.** Subject to the limitations of the Articles of Incorporation, these By-Laws, and the laws of the State of Oklahoma, all corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed and conducted by the Board of Directors. For example, and without prejudice to such broad and

general power, the Board shall have the following express powers:

1. to select and remove all officers, agents (including directors), and the President/CEO of the Corporation, prescribe such powers and duties for them consistent with the law, the Articles of Incorporation, and these By-Laws, and to fix their compensation;
2. to evaluate and oversee the programs and activities of the Corporation and to adopt appropriate policies and procedures to ensure that the Corporation operates in the most ethical, transparent, and accountable manner possible;
3. To manage the finances of the Corporation, ensuring that the organization adheres to generally acceptable accounting principles as well as best practices for nonprofit organizations.
4. To raise funds for the Corporation and allocate resources, ensuring that the Corporation has adequate resources to fulfill its mission.
5. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause and be executed in the Corporation's name, promissory notes, bonds, mortgages, pledges, or other evidence of debt and securities therefore.

Section 3.02: **Qualifications.** Each individual duly serving on the Board of Directors is referred to herein as a "Director". Directors must be at least eighteen (18) years of age and must subscribe to and support the mission of the Corporation. Candidates for the Board of Directors are not eligible to serve if they are or thereafter become related to another board member by blood or marriage within the third degree. Additional qualifications to serve as a Director may be established by the Board of Directors. Directors may be required to execute a written document specifically agreeing to satisfy the expectations and responsibilities of a Director.

Section 3.03: **Number, Election, and Term of Directors.** The Board of Directors shall be comprised of no more than fifteen (15) and no fewer than five (5) Directors.

Each Director shall hold office for a term of three (3) years or until a successor is duly elected.

No Director shall serve more than two (2) consecutive full terms on the Board of Directors. Directors serving an initial term of less than three (3) years may serve for two (2) additional full three (3) year terms after their initial term. After serving the maximum time allowed, a Director may again serve after being off the Board of Directors for one (1) year.

Section 3.04: **Vacancies.** Vacancies in the Board of Directors may be filled by a majority vote of the Directors then in office, even if less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an Annual or Special Meeting of the Board of Directors.

A vacancy shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the Directors fail, at any

Annual or Special Meeting of the Directors at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting. The Board of Directors may declare vacant the office of a Director if that Director is declared of unsound mind by an Order of the Court or is convicted of a felony, or if, within sixty (60) days after notice of the Director's election, the Director does not accept such office in writing or attend a meeting of the Board of Directors.

Section 3.05: **Resignation.** A Director may resign at any time by giving notice of his resignation to the Board or the Chairman of the Board. Any such resignation shall take effect at the time specified therein or, if the time when it shall be effective is not specified, immediately upon its receipt. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06: **Removal.** A Director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

Section 3.07: **Compensation.** The Directors and the elected Officers of the Corporation shall serve without compensation for their services. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation. In addition, nothing in this paragraph is intended to preclude a Director or Officer from receiving compensation for his or her service to the Corporation in some other capacity, nor is it intended to preclude compensation for the President/CEO, even though the President/CEO is an ex-officio, non-voting participant of the Board.

ARTICLE IV

OFFICERS AND PRESIDENT/CEO

Section 4.01: **Officers Enumerated.** The officers of the Corporation shall consist of a Chairman of the Board, one or more Vice Chairman, a Secretary, and a Treasurer. The Corporation also may have, at the discretion of the Board of Directors, one or more assistant secretaries or assistant treasurers. The Officers shall be elected by the Board of Directors at the annual meeting of the Corporation. One Director may hold two or more offices; provided, however, that no Director shall at the same time, hold the offices of Chairman and Secretary.

Section 4.02: **Term of Office.** Officers shall serve a term of one (1) year or until their successors are elected or they are removed for cause. No elected Officer of the Corporation shall serve more than three (3) consecutive terms in the same office.

Section 4.03: **President/CEO.** The President/CEO serves as an ex-officio, non-voting participant of the Board of Directors and is not eligible to serve in any of the Officer positions enumerated in Section 4.01. The President/CEO serves at the pleasure of the Board of Directors and is responsible for implementing the Corporation's mission statement, set forth at Article II hereof, to the extent that the grace of God and the support of the community have provided the means, as determined in the annual budget. The President/CEO shall be responsible for:

- effective execution of the programs and activities of the Corporation;

- the employment and direction of all employees;
- the use, care and maintenance of the Corporation's assets and facilities;
- the preparation and submission of the annual budget for approval at the annual Board of Directors meeting;
- and preparing, when and as necessary and appropriate, such proposals regarding how the mission of the Corporation is to be implemented for submission to and approval by the Board of Directors.

The President/CEO shall execute promissory notes, guarantees, bonds, mortgages, agreements and other contracts on behalf of the Corporation only when and as authorized by the Board of Directors, and, once authorized by direction of the Board of Directors, shall cause the corporate seal to be affixed to any instrument requiring the corporate seal, which shall then be attested by the signature of the secretary or an assistant secretary.

The President/CEO shall present, at each meeting of the Board of Directors, a full and clear statement of the condition of the Corporation and its success in fulfilling its mission. Such report need not be in writing, but shall include such information as may be reasonably necessary to present an accurate and understandable report of the condition of the Corporation and its success in fulfilling its mission.

Section 4.04: **The Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the Board of Directors and the Executive Committee, and appoints all board committee chairs. If the President/CEO is unavailable or otherwise unable to do so, the Chairman may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, may serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise performs all of the duties which are ordinarily the function of the office, or which are assigned by the Directors. The Chairman of the Board plays a key role in working together with the President/CEO to coordinate the execution of board resolutions and policy and provide advice on the implementation of the Corporation's mission, objections, and strategic plan.

Section 4.05: **Vice Chairman.** The Board of Directors may designate one or more offices of Vice Chairman, and elect persons to fill those offices designated, all in the discretion of the Board of Directors. Any Vice Chairmen who may be available shall, in the absence or disability of the Chairman and upon the express designation of the Board of Directors, perform the duties and exercise the powers of the Chairman and shall perform such other duties as requested by the Board Chairman or the Board of Directors, such as providing support and assistance to the President/CEO by accepting responsibility for certain phases of the ministry of the Corporation and its operation (e.g., client services). The Vice Chairman is expected to participate as a vital part of board leadership and to learn and understand the roles and responsibilities of the Board Chairman.

Section 4.06: **Secretary.** The Secretary shall attend all sessions of the Board of Directors and all meetings of the Executive Committee, and shall record all votes and the minutes of all proceedings in a book or official record to be kept for that purpose. He/she shall give or cause to be given, notice of all meetings of the Board of Directors and committees thereof, and shall

perform such other duties as may be prescribed by the Board of Directors or the President/CEO, all subject to the supervision of the Board Chairman. The Secretary shall maintain the seal and other records of the Corporation and ensure that copies of any documents subject to public disclosure are made available consistent with the applicable law.

Section 4.07: **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books, files, or records that are the property of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the President/CEO or the Board of Directors for such disbursements and shall render to the President/CEO and the directors, at the annual meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions which he/she, as Treasurer, has made, and report in reasonable detail and specificity upon the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more securities satisfactory to the board, for the faithful performance of the duties of his/her office, and for the restoration to the Corporation, in case of his/her disability, death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 4.08: **Other Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4.09: **Delegation of Duties.** In case of the temporary absence and/or disability of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of the majority of the whole Board, delegate for the time being, the powers or duties, or any of them of such officer to any other officer or to any director.

ARTICLE V

MEETINGS

Section 5.01: **Annual Meeting.** There shall be an annual meeting of the Board of Directors at the principal offices of the Corporation or other such location as may be designed by the Board of Directors. The Annual Meeting shall be held on the first Friday of the month of April in each year or any other such date as may be designated by the Board of Directors. The purpose of the annual meeting shall be for the election of the Directors of the Corporation for the succeeding year, election of the Officers of the Corporation, and to conduct other such business as may properly be presented at the annual meeting.

Section 5.02: **Regular Meetings.** Regular meetings of the Board shall be held at least four (4) times a year and may be scheduled more often by the Chairman. Regular meetings may be held at any place within or without the State of Oklahoma, which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 5.03: **Special Meetings.** Special meetings of the Board of Directors shall be held upon call by the Chairman, the President/CEO, or by at least three (3) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting, except upon the unanimous consent of all Directors. Special meetings of the Board may be held either at a place designated in the notice or at the principal office of the Corporation.

Section 5.04: **Notice of Meetings.** Notice of the time and place of all regular Board meetings, including the Annual Meeting and any regular meetings of any Board Committee, shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting. Notices for all regular meetings of the Corporation may be delivered electronically, personally, or mailed to the address appearing on the books of the Corporation, or at such other address as may be supplied by said Director for the purpose of notice. Notice of special meetings shall state that it is a special meeting and must be given at least seventy-two (72) hours prior to the meeting time and delivered electronically or personally.

Notice by mail shall be deemed given at the time when deposited in the United States mail, postage prepaid. Notice by facsimile or email shall be deemed given when delivered to the fax number and/or email address provided by the director for the purpose of receiving such notices. Notice of any meeting may be waived, by compliance with 18 O.S. §1074.

Section 5.05: **Quorum.** A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Directors then serving, present in person or available via remote transmission such that a Director is able to contemporaneously hear and participate fully in the meeting. If, however, such number of Directors shall not be present, those present shall have power to adjourn the meeting from time to time without notice other than an announcement at the meeting, until the requisite number of Directors shall be present. At such adjourned meetings at which the requisite number of Directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.06: **Voting.** Except as otherwise provided in these By-Laws, decisions of the Board of Directors shall be by a vote of the majority of those present and voting, but not less than one-third of the Directors then serving. Each Director shall have one vote. Directors may vote only when present at a meeting; there shall be no proxy voting.

Section 5.07: **Action Without Meeting.** Unless otherwise restricted by any applicable law, the Certificate of Incorporation, or these By-Laws, any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all Directors or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. For purposes of this section, consent may be given electronically and will be considered signed

by the respective Director when received from the email address or fax number provided by that Director to receive electronic communication.

ARTICLE VI

COMMITTEES

Section 6.01: **Creation.** The Board of Directors may create by resolution committees to assist it in the management of the business and affairs of the Corporation. Committees shall consist of at least two Directors, one of whom shall serve as the committee chairman, and the President/CEO who shall be an ex officio, non-voting committee member of each committee. Committees, *other than the Executive Committee*, may also include individuals who are not also Directors. The committees shall have the name, powers, and duration as provided for by the Board of Directors in the resolution.

Section 6.02: **Executive Committee.** The Corporation shall have as a standing committee an Executive Committee, which shall consist of the Chairman (who shall also serve as the Committee's Chair), Vice-Chairman, Secretary, Treasurer, and the President/CEO. The President/CEO shall serve as an ex officio, non-voting participant. The President/CEO shall be excluded from portions of Executive Committee meetings that discuss or contemplate the annual review of the Corporation and/or the salary, evaluation, or inquiry into the job performance of the President/CEO, unless the Executive Committee Chairman determines that the input of the President/CEO is necessary, in whole or part, for the consideration of such matters.

This committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitations imposed by the Board of Directors or those imposed by law. The Executive Committee shall maintain minutes of its meetings and shall submit those minutes and report any action taken to the Board of Directors at the next meeting of the Board of Directors.

ARTICLE VII

CONFLICT OF INTEREST

Section 7.01: **Definition of Conflict of Interest.** A Director, Officer, or Committee Member shall be deemed to have a conflict of interest in any matter involving the individual, his partner, business associate, immediate family members, or facility or association in which he has any financial or other interest. Determination of conflicts of interest shall be made by the Board in accordance with this Article and Board policy adopted relating to conflicts of interest.

Section 7.02: **Duty of Disclosure.** All Directors, Officers, or Committee Members have a continuing obligation to file and update, at least annually or as circumstances change (whichever is earlier), a disclosure statement with the Corporation identifying actual or potential conflicts of interests. In addition, all Directors, Officers, and Committee Members must give prompt, full,

and frank disclosure of his or her interest in a contract or other transaction before the Board of Directors or committee of the Corporation for recommendation, authorization, approval, or ratification prior to the Board acting on such contract or transaction, even where the individual has previously filed a disclosure statement identifying the conflict. The minutes of any meeting in which a disclosure of the actual or potential conflict is made shall reflect the disclosure, the determination of the Board with regard to the conflict, and, where applicable, the abstention from voting and participation and whether a quorum was present.

Section 7.03: **Abstention from Voting.** No Director, Officer, or Committee Member shall vote on any matter which would involve a conflict of interest. Additionally, the individual who has a conflict of interest shall not use his or her personal influence on, or participate (other than to present factual information or to respond to questions) in the discussion or deliberation with regard to such contract, transaction, or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted on.

Section 7.04: **Determination of Conflict.** The body to which a disclosure of actual or potential conflict of interest is made shall determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. Any person may raise a question as to conflict of interest or possible conflict of interest with respect to any Directors, Officer, or Committee Member present.

ARTICLE VIII

LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 8.01: **Indemnification and Advancement of Expenses.** The Corporation shall indemnify its Directors, Officers, and Committee Members to the fullest extent permitted by law. The right to indemnification may be made by Court Order or by determination by a majority vote of the independent Directors or by independent legal counsel appointed by the Board of Directors that indemnification is proper in the circumstances because the Director, Officer, or Committee Member has met the applicable legal standard of conduct. Provided, however, that such indemnification shall only be to the extent permitted of organizations that are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

Expenses incurred by a Director, Officer, or Committee Member in defending a civil or criminal action, suit, or proceeding arising out of that person's position or action taken as a Director, Officer, or Committee Member shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, provided that (1) the majority of the independent directors or independent legal counsel appointed by the Corporation make a preliminary determination that the person acted consistent with the statutory legal standard, and (2) the person undertakes in writing an obligation to repay the amount advanced if it is ultimately determined that the person was not entitled to be indemnified.

The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such person may now or hereafter be otherwise entitled and shall continue as to a

person who has ceased to be a Director, Officer, Committee Member, employee or agent of the Corporation and shall ensure to the benefit of the heirs, executors, or administrators of such person.

Section 8.02: **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, Employee, or other agent of the Corporation or who while a Director, Officer, Committee Member, Employee or agent of the Corporation is or was serving at the request of the Corporation, in any capacity, against any liability asserted against or incurred by such persons in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX

MISCELLANEOUS

Section 9.01: **Signature Authority.** All checks, drafts or demands for money and notes of the Corporation shall be signed by the President/CEO or Treasurer, or by any Officer or agent of the Corporation, and in such manner as may be determined from time to time by resolution of the Board of Directors.

Section 9.02: **Fiscal Year.** The fiscal year shall be subject to determination by the Board of Directors.

Section 9.03: **Inspection of Corporate Records.** The books of account, copy of these By-Laws, and the minutes of proceedings of the Directors and of the Executive and other committees shall be open to inspection upon the written demand of any Director, at any reasonable time, and any purpose reasonably related to the Director's interests as a Director and shall be exhibited at any time when required by the demand of at least ten percent (10%) of the Directors represented at any meeting. Such inspection may be made in person or by any agent or attorney and shall include the right to make copies. Demand of inspection, other than at a Directors' meeting, shall be made in writing and submitted to the Chairman or Secretary of the Corporation.

Section 9.04: **Amendments.** These Bylaws may be amended and/or altered by a majority vote of the Board of Directors at any meeting in which a quorum is present. Any amendments proposed to substantially change the purposes of the Corporation shall require approval by a two-thirds majority of the Board of Directors then serving. In either case, the proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date. Provided, however, the Board of Directors shall not adopt or alter any bylaw fixing the number, qualifications, classifications, or term of office of the Directors, nor change the time or place for the election of Directors, within thirty (30) days before the day on which such election is to be held.

Section 9.05: **Dissolution.** The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that the notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) that are organized and operated exclusively for charitable purposes consistent with the mission as stated in Article II above and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X

APPROVAL

The foregoing By-Laws, after having been read article by article, were adopted by the Directors of Jesus House, Inc., at the Board Meeting held on the ____ day of _____, 2017, as certified below by the Secretary of Jesus House, Inc.

Secretary

Date

Approved:

Chairman

Date