

BYLAWS OF
AFRICA CHRISTIAN TRAINING INSTITUTE
As Amended January 9, 2017

These bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101, et seq., Tennessee Code Annotated.

SECTION I
OFFICES AND REGISTERED AGENT

Section 1.01. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. *Principal Office.* The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

SECTION II
BOARD OF DIRECTORS

Section 2.01. *General Powers and Qualifications.* All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age. Board members must claim adherence to the Westminster Confession of Faith, and show commitment to the ministry through active service in the area of ministry, or consistent support of the ministry. Defining what constitutes commitment and support shall be the purview of the Board.

Section 2.02. *Number of Directors.* The Board of Directors shall be comprised of no more than fifteen (15) Directors, but these Bylaws may be amended from time to time to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than **five (3)** Directors. Each supporting church shall have the right to have a designated non-voting representative at each Board meeting.

Section 2.03. *Election and Tenure.* Directors shall be elected by the Board of Directors at a regular meeting of the Board of Directors to be held at the principal office of the Corporation, or at such other place as may be fixed by prior resolution of the Board of Directors, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, not a legal holiday. Meetings may be conducted via telephone conference call, or via Internet conference. Each Director shall be elected to serve for a term of two years, or until his or her successor is elected and qualifies, subject, however, to the removal of any Director as allowed by law.

Section 2.04. *Regular Meetings.* In addition to the regular meeting set forth in Section 2.03 above, other regular meetings of the Board of Directors may be held without notice at such time and place as a majority of the Board of Directors shall determine from time to time, with sufficient notice..

Section 2.05. *Special Meetings.* Special meetings of the Board of Directors may be called by the Board Chairman, the President or by any two (2) Directors. Throughout the year, business may be conducted via email with the following protocol: every board member shall be included in initial business email, and in all responses. A majority of those voting is necessary for approval.

Section 2.011. *Notice of Meetings.* Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:

(a) Special meetings of the Board of Directors must be preceded by at least fourteen (14) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Any business can be discussed at any meeting with this qualification, decisions cannot be made on the following items without at least a fourteen (14) day notice:

- (1) Hiring and firing of staff.
- (2) Removal of officers and directors for "cause."
- (3) Purchase or sale of real property, unless previously authorized by Board action.
- (4) Rewriting of the by-laws.

(b) Notwithstanding (a) just above, any action by the Board of Directors to remove a Director shall be preceded by at least thirty (30) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant to Section 2.07 or Section 5.04 below.

(c) Notice of any adjourned meeting will not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 2.07. Waiver of Notice of Meeting. If a director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.08. Quorum and Voting. A quorum of the Board of Directors consists of a majority (but no fewer than three (3) of the Directors then in office) before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws. Meetings at which a quorum is not present may discuss and prepare items for decision through a separate special meeting or pursuant to Section 2.10 below.

Section 2.09. Vacancy. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

(a) The Board of Directors may fill the vacancy; or

(b) If the Directors remaining in office somehow constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 2.10. Action Without Meeting. An action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 2.11. Indemnification. With respect to claims or liabilities arising out of service by a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 2.12. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

Section 2.13. Chairman. The Board shall have an elected Chairman. The Chairman of the Board has the right to speak publicly for the Corporation, call Board meetings, solicit and seek donations but shall not make any binding financial or policy decisions without the signature of the President, or the approval of the Board, or as has been designated by the Board.

SECTION III OFFICERS

Section 3.01. Required Officers. The officers of the Corporation shall be a President, at least one Vice President, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one (1) office in the Corporation.

Section 3.02. Election. Each year at the regular meeting of the Board of Directors held as specified in Section 2.03 above, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 3.03. Terms of Office. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 3.04. Powers and Duties of Officers. The powers and duties of the offices of the Corporation shall be as follows:

(a) President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively confronted upon the President by law, to any other officer(s) of the Corporation.

(b) Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors at any time they may require, an account of his or her transactions as treasurer and of the financial condition of the Corporation.

Section 3.05. Removal. The Board of Directors may remove any officer at any time with or without cause.

Section 3.06. Vacancies. Any vacancies occurring in the offices of President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 3.07. Delegation of Powers and Duties. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 3.08. Indemnification. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 3.09. Job Descriptions. Job descriptions for officers and staff shall be prepared by the Board or a personnel sub-committee instituted by the Board. Personnel policies shall also be written and approved by the Board. All staff and officers are to be given copies of such and are to be the grounds of standard operating procedure.

SECTION IV RECORDS AND REPORTS

Section 4.01. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records.

Section 4.02. Records at Principal Office. The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) A list of the names and business or home addresses of its current Directors and officers; and

(d) The most recent annual report delivered to the Tennessee Secretary of State.

Section 4.03. Annual Financial Statements. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

SECTION V MISCELLANEOUS PROVISIONS

Section 5.01. Fiscal Year. Fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5.02. No Seal. The Corporation shall have no seal.

Section 5.03. Notices. Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, teletype or other forms of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 5.04. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 5.05. Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 5.06. Deposits. The monies of the Corporation may be deposited in the name of the Corporation in such Banks(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check and signed by the officer(s) or person(s) designated resolution adopted by the Board of Directors.

SECTION VI AMENDMENT OF BYLAWS

Section 6.01. By Board of Directors. By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.