

AGATHOS MINISTRIES

A California Not-for-profit Religious Corporation

BYLAWS

ARTICLE 1 – NAME

The name of this corporation is AGATHOS MINISTRIES and is henceforth referred to as AGATHOS MINISTRIES, AGATHOS or “CORPORATION.”

ARTICLE 2 – PRINCIPAL OFFICE

The principle office of the corporation shall be fixed and located at such a place within the State of California, as the Board of Trustees shall determine. The Board is granted full power and authority to change said principle office from one location to another within the state of California.

ARTICLE 2 – PURPOSE

a) **General Purpose.** CORPORATION is organized exclusively for one or more of the religious, charitable, educational, and scientific purposes 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.

b) **Specific Purpose.** The specific purpose of CORPORATION shall be to:

1. Establish and maintain one or more churches.
2. Establish and maintain one or more schools.
3. Establish and maintain one or more speaking, teaching or other ministries to and through other church bodies and ministry organizations.
4. All other lawful purposes not inconsistent with tax status.

c) **Religious Corporation.** CORPORATION is a Religious Corporation as defined under California Law. CORPORATION is founded upon and devoted to the following religious principles:

1. The Bible is the undisputed Primary Source Material for Christianity, and CORPORATION regards the 66 Book Canon as the inerrant Word of God in the original manuscript form.

2. God’s Truth is more important than anything we believe. This means that CORPORATION will consider theology, positions on issues, and all other matters pertaining to Christianity, faith and religion with dedication to ascertaining the Truth, whatever it may be.

3. All Truth is God’s Truth. This means that CORPORATION will consider all matters, principles, and positions on issues, religious and otherwise, with dedication to ascertaining the Truth, whatever it may be.

ARTICLE 3 – MEMBERS

CORPORATION is a non-member nonprofit corporation.

ARTICLE 3 – TRUSTEES

Section 1 – Full Board

a) Number. The corporation shall have no fewer than three (3) and no more than fifteen (15) trustees who collectively shall be known as the Board of Trustees.

i) Should the Board of Trustees be reduced to less than three (3) members, the ONLY power that may be exercised is the appointment of additional Trustees until the Board of Trustees has a minimum of three (3) Trustees.

ii) Should the Board of Trustees be reduced to zero (0) members, the President/CEO shall assume the position of Trustee and appoint an additional Trustee. Should the President/CEO position be vacant or the President/CEO is otherwise unable or unwilling to act as Trustee, then the Treasurer/CFO shall assume that duty, or if the Treasurer/CFO is unable or unwilling to so act, then the Secretary/COO shall assume that duty.

b) Duties. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees subject to the provisions of the law and any limitations in the Articles of Incorporation and these Bylaws. It shall be the duty of the trustees to:

i) Plan for the organization's future by setting strategic direction through short and long-term goals and monitoring the progress towards those goals;

ii) Provide policy governance for the CORPORATION through by-laws, financial policies, investment management and legal compliance;

iii) Monitor and assess the management, development, and program activities of CORPORATION for consistency and alignment with mission and policies;

iv) Evaluate the appropriateness and effectiveness of the CORPORATION's mission and policies, and make changes as necessary;

v) Approve, monitor, and evaluate the organization's budgets and request changes be made as necessary;

vi) Enhance the organization's public image;

vii) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of all officers and agents of the corporation;

viii) Meet at such times and places as required by these Bylaws.

- c) Term of Office. Trustees shall serve for a term of five years, until resigning, being removed, or being removed for cause by a majority vote of the Board of Trustees. The Trustee may vote on the subject of his or her own removal, but not on the subject of his or her removal for cause.
- d) Compensation. Trustees shall serve without compensation except that a reasonable fee may be paid to Trustees for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- e) Nominations of Trustees. Nominations shall be accepted from any Trustee. All nominations shall be included in the meeting notice and the consent of the nominee shall have been obtained prior to his/her name being presented.
- f) Election of Trustees. Election shall be by a majority vote of the Board of Trustees. Votes may be cast by any method of communication in accordance with standard business practice. Each trustee 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 shall be elected to serve on the Board.
- g) Reelection of Trustees. Trustees may be reelected to their position prior to the expiration of their term. Should any given Trustee be reelected to his or her position prior to the expiration of his or her term, then the term starts anew.
- h) Resignation of Trustees. Trustees may resign their position in writing. If a Trustee resigns verbally, the Board of Trustees must affirm the resignation at their next meeting. A Trustee that has resigned either in writing or verbally does not count as a Trustee for purposes of forming a quorum, but the resignation must be affirmed at the start of the Trustee meeting. A Trustee will be considered as having resigned if the Trustee does not attend the annual meeting in person or by proxy for two years in a row, with the resignation effective as of the beginning of the second meeting.
- i) Additional Trustees. The Board may elect to add Trustees any time during the fiscal year.

Section 2 – Adjunct Boards

- a) Advisory Board. The Advisory Board is appointed or recognized by the Board of Trustees, advising the Full Board or board committees in their specific area of expertise. Unless they are actual committee members, Advisory Board Members are not required to attend meetings but must make themselves available by phone or e-mail to address and counsel the Board of Trustees or the relevant committee in their area of expertise. Advisory Board Members are appointed or recognized as members of the Advisory Board by the Chairman, by the Committee Chairs, or by the President or Treasurer. The Advisory Board is an optional board and there is no limit on the number of Advisory Trustees.
- b) Honorary Board. The Honorary Board is made up of non-voting Trustees who are committed to CORPORATION's mission and who lend their names in support of the organization. Honorary Board Members are elected by the Full Board of Trustees, presumptively hold a two-year term, and may be re-elected indefinitely, at the discretion of the Full Board. Honorary Board members are not required to attend meetings but may do so at their discretion. The Honorary Board is an optional board and there is no limit on the number of Advisory Trustees.

ARTICLE 4 – COMMITTEES

- a) The Board of Trustees has the authority to establish committees for any purposed deemed necessary or useful by the Board of Trustees.
- b) The Board of Trustees may delegate powers and authority to the committee appropriate to the purposes of the committee.
- c) In the absence of specific designation by the Board of Trustees, all committees are presumed to dissolve one year after formation.

ARTICLE 5 – OFFICERS

- a) Designation of Officers. The elective officers of CORPORATION shall be a President or Chief Executive Officer (CEO), one or more Vice Presidents, a Secretary, and a Treasurer. Elective officers must be appointed by the Board of Trustees by a majority vote. The appointed officers of CORPORATION shall be one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the elected officers and approved by the Board of Trustees.
- b) Qualifications. Any natural person of legal working age may serve as officer of CORPORATION.
- c) Election and term of office. Officers shall be elected by the Board of Trustees, as required, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is be elected, whichever occurs first.
- d) Removal and resignation. Any officer may be removed, with or without cause, by a majority vote of the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.
- e) Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of appointed officers may or may not be filled at the discretion of the appointer and with the approval of the Board.
- f) Duties of the Chairperson. The Chairperson of the Board shall be the senior Board member of the Board of Trustees, unless another Trustee is so designated by majority vote of the Trustees, and shall have general responsibility for the functioning of CORPORATION. He or she shall preside at meetings of the Board of Trustees and the Executive Committee.

g) Duties of the Office of the President. The President shall be the Chief Executive Officer of the CORPORATION and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the corporation and the activities of the officers. 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, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustee. The President shall appoint any Vice-Presidents and shall delegate the duties of the Office of the President at his/her discretion.

Duties of the Office of the President include:

- i) Providing leadership to the organization and delivering consistent achievement of the organization's mission, goals, and objectives;
- ii) Direct responsibility for the operations, programs, and assets of the corporation;
- iii) Periodic reporting to the Board of Trustees on the internal and external matters affecting the condition and performance of the organization;
- iv) Execution of such deeds, mortgages, bonds, contracts, checks, or other instruments authorized by the Board of Trustees;
- v) The President shall have the authority to bind CORPORATION contractually, and may delegate that authority in writing to any other individual for a specific length of time. If a specific length of time is not designated in the authorizing document, then authority shall rest for a period of 30 days, only.
- vi) In the absence of the Chairperson of the Board of Trustees, the President shall preside at all meetings of the Board of Trustees.

h) Duties of Office of the Secretary. The Secretary shall appoint any Assistant Secretaries and shall delegate the duties of the Office of the Secretary at his/her discretion.

The duties of the Office of the Secretary include:

- i) Maintenance at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- ii) Maintenance at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of Trustees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- iii) Distribution and posting of all notices, agendas, and pertinent information in accordance with the provisions of these Bylaws or as required by law.
- iv) Custody of 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.
- v) Maintenance at the principal office of the corporation a membership record containing the name and address of each and all members of the Board of Trustees, and the Honorary and Advisory Board.

vi) Exhibit at all reasonable times to any Trustee of the corporation, or to his or her agent or attorney, on request there from, the Bylaws, the membership record, and the minutes of the proceedings of the Trustees of the corporation.

vii) All general duties incident to the office of 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 Trustees.

i) Duties of the Office of the Treasurer. The Treasurer shall appoint any Assistant Treasurers and shall delegate the duties of the Office of the Treasurers to the Assistant Treasurers at his/her discretion.

The duties of the Office of the Treasurer include:

i) Charge, custody, and responsibility for, all funds and securities of the corporation, and deposit 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 Trustees.

ii) Receipt of monies due and payable to the corporation from any source whatsoever.

iii) Disbursement of the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

iv) Maintenance of the accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

v) Exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation, or to his or her agent or attorney, on request there from.

vi) Render to the President and Trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

viii) The Treasurer shall have the authority to bind CORPORATION contractually, and may delegate that authority in writing to any other individual for a specific length of time. If a specific length of time is not designated in the authorizing document, then authority shall rest for a period of 30 days, only.

ix) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

j) Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Trustees. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 6 – STAFF

a) Elective and appointed officers shall have the authority to accept volunteers or hire staff for their offices, subject to oversight by the President and the Board of Trustees. The President and Treasurer shall have discretion establishing or limiting compensation in a reasonable manner, or reimbursing or advancing costs to staff and volunteers.

ARTICLE 7 – MEETINGS

a) Regular Meeting. Regular meetings may be conducted in person, by phone, net-meeting, or videoconference unless otherwise provided by the Board on the day or days scheduled by the Board of Trustees.

b) Annual Meeting. The Board of Trustees shall designate at least one meeting as the Annual Meeting. The Annual Meeting shall be designated as the meeting at which major decisions regarding CORPORATION shall be made. These decisions may include, but are not limited to, amending bylaws, consideration of mission, exploration of governing or guiding principles, debate on the merits of various programs, etc. If, for any reason, such a meeting is not convened, then it should be so noted in the minutes of the next meeting properly convened.

c) Annual Retreat. The Board of Trustees is authorized to designate an Annual Retreat, which may coincide with the Annual Meeting. The CORPORATION shall pay all costs necessary and useful for facilitating the Annual Retreat should the Board of Trustees elect to schedule one.

d) Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson of the Board, the President, the Vice-President, the Treasurer, the Secretary, or by any three Trustees. Such meetings shall be conducted in person, by phone, net-meeting, or videoconference unless otherwise provided by the person or persons calling the special meeting. The Secretary shall give at least one-week prior notice to each Trustee for each special meeting. Such notice shall be sent via e-mail with return receipt requested, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

e) Leave of Absence. A Trustee may request a leave of absence from the Board of up to one year. If the leave of absence causes an undue burden to the Board or hinders the furtherance of the organization's goals and objectives, the Board may elect to consider the leave of absence a temporary vacancy and to fill that vacancy according to the provisions of Article 3, Section 1, item (h), with the term of the temporary office expiring upon return of the Trustee taking the leave of absence.

f) Attendance. Trustees shall attend a minimum of three-quarters of the scheduled meetings per calendar year and must attend the Annual Meeting in person or by proxy authorized to act in the name of Trustee. Failure to attend the minimum of meetings prescribed by these Bylaws will automatically result in a motion by the Chairperson to remove the Trustee from office. If the motion is seconded, and passed, the Trustee shall be placed on leave of absence for a duration agreed upon by the Board or removed from the Board of Trustees.

g) Quorum. A quorum shall consist of one half of the members of the Board of Trustees but not less than three (3) Trustees, whichever is greater, except in times where there is less than three (3) Trustees on the Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. If Trustees have failed to attend, personally or by proxy, the Annual Meeting, then the Board of Trustees may consider that Trustee on a leave of absence and shall not consider that individual a member of the Board of Trustees.

h) 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 Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

i) Meeting Conduct. Meetings of the Board of Trustees 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 President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, or, in his or her absence, shall appoint an Assistant Secretary or other Trustee to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. All regular meetings shall make use of both, continuing and consent agendas. Alternatively, the Board of Trustees may elect to use any reasonably formal procedure with the consent of all Trustees in attendance, should the precision of exploring and following Robert's Rules of Order be unnecessarily unwieldy to conduct the business of the Board of Trustees.

ARTICLE 8 – FISCAL POLICY

a) Fiscal Year. CORPORATION's fiscal year shall be from January 1 of one year to December 31 of the same year or at some other designation consistent with the execution of programs of CORPORATION as designated by the Board of Trustees. Notwithstanding the organizational fiscal year, all forms, tax information forms, and other procedural and regulatory documentation shall be maintain in accordance with applicable law and regulations.

b) Financial Planning. The Board of Trustees shall be responsible for approving the annual budget.

c) Quarterly Financial Reports. Quarterly financial reports shall be compiled in conformity with standard business accounting practices and reviewed by the Board no less than annually.

d) Annual Financial Statements. Complete financial statements compiled in conformity with standard business accounting practices, and accompanied by an audit report from an independent CPA or Board authorized accountant or bookkeeper, shall be reviewed by the Board each fiscal year.

e) Disbursements. Disbursements shall be made only in accordance with specific authorization and consistent with the general budget approved annually by the Board of Trustees.

f) Annual Report. An annual report updating as required the Corporation's purpose, structure, programs, and financial condition shall be published in conjunction with the annual financial statements and made publicly available.

g) Execution Of Instruments. The Board of Trustees, 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 other than the President and Treasurer, no agent, nor any 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.

h) Checks And Notes. Except as otherwise specifically determined by resolution of the Board of Trustees, 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 or by the President of the corporation.

i) Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select. If the Board of Trustees does not make a selection, then authority to make that selection falls to the President and the Treasurer, jointly.

j) Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 9 – INDEMNIFICATION

a) Definitions. For the purpose of this Article 9, the following definitions apply:

i) "Agent" means any person who is or was a trustee, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent;

ii) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative;

iii) "Expenses" includes, without limitations, attorney's fees and any expenses of establishing the right to indemnification under this Article 9.

b) Personal Liabilities. All agents of The Conservancy shall be immune from civil liability in accordance with the California Corporations Code, Section 5231.

c) Indemnification by Corporation. All agents of the Corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of California, provided that the Corporation is authorized by a determination that indemnification of the agent is proper under the specific proceedings and circumstances. Such authorization and determination shall be made by:

i) A majority vote of the Trustees who are not party to the proceedings;

ii) The court in which such proceeding is or was pending.

d) Insurance for corporate agents. Except as may be otherwise provided under provisions of law, the corporation shall maintain a Directors and Officers (D&O) insurance policy against liabilities asserted against or incurred by agents, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law; provided however that the Corporation shall have no power to purchase and maintain insurance to indemnify any agent for a violation of Section 5233 of the California Corporations Code. Should the Board of Trustees fail to procur and maintain such insurance, the President or Treasurer shall have authority to do so. Should, for any reason, such insurance not be in place at the time of liability, CORPORATION shall indemnify all Trustees, Officers, Employees, Agents and Volunteers to the maximum extent resources allow.

ARTICLE 10 -- CORPORATE RECORDS AND SEAL

a) Corporate Records. The corporation shall keep at its principal office:

i) Minutes of all meetings of Trustees, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

ii) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

iii) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

iv) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

b) Corporate Seal. The signature of the Secretary of the Corporation shall constitute the corporate seal.

c) Trustees' Inspection Rights. Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

ARTICLE 11 -- IRC 501(c)(3) TAX EXEMPTION PROVISIONS

a) Limitations on activities. No substantial part of the activities of this corporation shall be the carrying on of 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 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 (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.

b) 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.

c) 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 **RELIGIOUS** purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and under California Law 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 12 – AMENDMENT OF BYLAWS

a) Amendment. Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Trustees.

ARTICLE 13 – APPLICATION OF LAW

a) Application of the law of the State of California. In matters not addressed by these Bylaws, this corporation shall be governed in accordance with the State of California Corporation Code for Nonprofit Public Benefit Corporations, Sections 5110-6910 .

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial trustees or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: _____

Trustee Signature

Print Trustee Name

Trustee Signature

Print Trustee Name

Trustee Signature

Print Trustee Name

Trustee Signature

Print Trustee Name

Trustee Signature

Print Trustee Name