

**AMENDED AND RESTATED BYLAWS
OF
CHRISTIAN THINKERS SOCIETY, INCORPORATED**

These Amended and Restated Bylaws (these “**Bylaws**”) govern the affairs of CHRISTIAN THINKERS SOCIETY, INCORPORATED (the “**Ministry**”), organized under the Tennessee Non-Profit Corporation Act, as amended (the “**Act**”).

These Bylaws, having been duly adopted by the Board of Directors of the Ministry, amend and restate, in their entirety, the prior Bylaws of the Ministry.

1. OFFICES

1.01 The principal office of the Ministry shall be located at such location as may be determined by the Board of Directors, from time to time.

1.02 The Ministry shall comply with the Act and maintain a registered office and registered agent in Tennessee. The registered office may, but need not, be identical with the Ministry’s principal office. The Board of Directors may change the registered office and/or registered agent as provided in the Act.

2. STATEMENT OF FAITH

Under God, and subject to biblical authority, the leadership, managers/administrators and directors of the Ministry bear concerted witness to the following articles, to which they subscribe, which they hold to be essential to their life, and which are the foundation upon which the Ministry is based:

2.01 God has revealed himself to be the living and true God, perfect in love and righteous in all his ways, one in essence, existing eternally in the three persons of the Trinity: Father, Son, and Holy Spirit.

2.02 God, who discloses himself to humankind through his creation, has savingly spoken in the words and events of redemptive history. This history is fulfilled in Jesus Christ, the incarnate Word, who is made known to us by the Holy Spirit in sacred Scripture.

2.03 Scripture is an essential part and trustworthy record of this divine self-disclosure. All the books of the Old and New Testaments, given by divine inspiration, are the written word of God, the only infallible rule of faith and practice. They are to be interpreted according to their context and purpose and in reverent obedience to the Lord who speaks through them in living power.

2.04 God, by his word and for his glory, freely created the world out of nothing. He made man and woman in his own image, as the crown of creation, that they might have fellowship with him. Tempted by Satan, they rebelled against God. Being estranged from their Maker, yet responsible to him, they became subject to divine wrath, inwardly depraved and, apart from grace, incapable of returning to God.

2.05 The only mediator between God and humankind is Christ Jesus our Lord, God's eternal son, who, being conceived by the Holy Spirit and born of the Virgin Mary, fully shared and fulfilled our humanity in a life of perfect obedience. By his death in our stead, he revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having redeemed us from sin, the third day he rose bodily from the grave, victorious over death and the powers of darkness. He ascended into heaven where, at God's right hand, he intercedes for his people and rules as Lord over all.

2.06 The Holy Spirit, through the proclamation of the gospel, renews our hearts, persuading us to repent of our sins and confess Jesus as Lord. By the same Spirit we are led to trust in divine mercy, whereby we are forgiven all our sins, justified by faith alone through the merit of Christ our Savior, and granted the free gift of eternal life.

2.07 God graciously adopts us into his family and enables us to call him Father. As we are led by the Spirit, we grow in the knowledge of the Lord, freely keeping his commandments and endeavoring so to live in the world that all may see our good works and glorify our Father who is in heaven.

2.08 God, by his Word and Spirit creates the one holy catholic and apostolic Church, calling sinners out of the whole human race into the fellowship of Christ's Body. By the same Word and Spirit, he guides and preserves for eternity that new, redeemed humanity, which, being formed in every culture, is spiritually one with the people of God in all ages.

2.09 The Church is summoned by Christ to offer acceptable worship to God and to serve him by preaching the gospel and making disciples of all nations, by tending the flock through the ministry of the word and ordinances and through daily pastoral care, by striving to care for the hurting and marginalized, and by relieving human distress and need.

2.10 God's redemptive purpose will be consummated by the return of Christ to raise the dead, to judge all people according to the deeds done in the Body, and to establish his glorious kingdom. The wicked shall be separated from God's presence, but the righteous, in glorious bodies, shall live and reign with him forever. Then shall the eager expectation of the creation be fulfilled and the whole earth shall proclaim the glory of God who makes all things new.

3. MEMBERS

3.01 The Ministry shall not have members.

4. BOARD OF DIRECTORS

4.01 The affairs of the Ministry shall be managed by the Board of Directors.

4.02 The number of Directors shall be determined by the Board of Directors, but such number shall not be less than three (3), nor greater than nine (9). Each Director shall serve for a term of one (1) year. There is no limit on the number of terms that a Director may serve.

4.03 Directors shall be elected, annually, by the Board of Directors; provided, however, that Dr. Jeremiah J. Johnston and Audrey Johnston, the founders of the Ministry, shall each serve as a Director until his or her death or earlier voluntary resignation.

4.04 Any vacancy occurring in the Board of Directors, and any position to be filled as a result of an increase in the number of Directors, shall be filled by a vote of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the remainder of the term of the predecessor on office. There is no limit on the number of terms that a Director may serve.

4.05 The annual meeting of the Board of Directors shall take place at a date and time specified by the Board of Directors.

4.06 The Board of Directors may provide for regular meetings by a resolution setting forth the time and place for such meetings. The meetings shall be held at the principal office of the Ministry, unless the resolution states otherwise. No notice of the regular meetings, other than the resolution establishing the same, shall be required.

4.07 Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person (s) requesting the meeting shall notify the Secretary of the Ministry who shall send a notice specifying the time and place for the special meeting of the Board of Directors, in accordance with the Bylaws.

4.08 Written notice of any special meeting of the Board of Directors shall be delivered to each Director not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice shall state the time, place, and date of meeting, who called the meeting and the purpose(s) for which the meeting was called.

4.09 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called meeting at which a quorum is present may continue to transact business even if a sufficient number of Directors leave the meeting so that a quorum is no longer present. However, no action may be approved without the vote of at least a

majority of the number of Directors required to make a quorum. If a quorum is not present at any time during a meeting, the majority of those present may adjourn and reconvene the meeting one time without further notice.

4.10 The Board of Directors may meet by telephone conference, video conference or any other electronic means which allows all participants in the meeting to communicate.

4.11 Any action that may be taken at a meeting of the Board of Directors may be taken by unanimous written consent of all members of the Board of Directors.

4.12 A Director may vote by written proxy executed by the Director pursuant to these Bylaws.

4.13 Directors shall discharge their duties, including any duties as committee members in good faith, with ordinary care and in a manner they reasonably believe to be in the best interest of the Ministry. In the discharge of any duty imposed or power conferred on Directors, they may, in good faith, rely on information, opinions, reports or statement, including financial statements and other financial data, concerning the Ministry or another person that were prepared or presented by a variety of persons, including officers and employees of the Ministry, professional advisors or experts such as lawyers, accountants and consultants. A Director is not acting in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

4.14 Directors are not deemed to have the duties of a trustee of a trust with respect to the Ministry or property held by the Ministry, including property that may be subject to restrictions imposed by the donor of the property.

4.15 Directors are entitled to select advisors and delegate duties and responsibilities to them; such as power to acquire stocks, bonds, securities and other investments on behalf of the Ministry. The Directors have no liability for actions taken or omitted by the advisor of the Director acts in good faith and with ordinary care in selecting the advisor.

4.16 Contracts or transactions between the Ministry and Directors or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor is the contract or transaction void or voidable solely because the Director or Officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's vote is counted for the purpose. However, the material facts must be disclosed to the Board of Directors, the transaction must be fair to the Ministry and a majority of disinterested Directors present at the meeting must have approved of the contract or transaction.

4.17 The Board of Directors shall try to act by consensus. However, a vote of a majority of Directors present at a duly called meeting (if notice is required) at which a quorum is present shall be sufficient to constitute an act of the Board of Directors, unless a greater number is required by the Bylaws or the Act.

4.18 Unless the Board of Directors determines otherwise, the Directors shall serve without salaries. The Board of Directors may adopt a resolution providing that the Ministry reimburse Directors for the cost of attending meetings. A Director may serve the Ministry in another capacity and receive reasonable compensation for those services.

4.19 At any time, any Director may be removed from the Board of Directors by a two-thirds vote of the Board of Directors; provided, however, that Dr. Jeremiah J. Johnston and Audrey Johnston, the founders of the Ministry, shall each serve as a Director until his or her death or earlier voluntary resignation and may not be removed by a vote of the Board of Directors.

5. OFFICERS

5.01 The officers of the Ministry shall include a president, a secretary, and a treasurer (the secretary and treasurer may be the same person) and may include any number of vice presidents, assistant secretary, assistant treasurer or other officer positions created and defined by the Board of Directors. Any two or more offices may be held by the same person, subject to the requirements of the Act.

5.02 The President shall be the chief executive officer of the Ministry. Dr. Jeremiah J. Johnston, the founder of the Ministry, shall serve as the President of the Ministry until his death or earlier voluntary resignation. Upon the death or resignation of Dr. Jeremiah J. Johnston, Audrey Johnston, if then living and able to serve, shall become the President of the Ministry and shall hold such office until her death or voluntary resignation. The President shall supervise and control all of the day to day business and affairs of the Ministry, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors (if he is in attendance). The President may execute any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed.

5.03 When the President is absent, is unable to act or refuses to act, a Vice President shall perform the duties of the President; subject to the directions or limitations put in place by the Board of Directors. A Vice President shall perform such other duties as assigned by the President or the Board of Directors. Unless authorized by the Board of Directors, a Vice President shall not have authority to sign contracts or otherwise bind the Ministry. Audrey Johnston shall serve as Vice President of the Ministry until the time of her death, voluntary resignation or being named President of the Ministry.

5.04 The Treasurer shall be responsible for working with the Ministry staff and outside accountants to put in place systems for the following:

- (a) the safe charge and custody of all funds and securities of the Ministry;
- (b) the receiving of moneys due and payable to the Ministry from any source;
- (c) the deposit all monies of the Ministry in the name of the Ministry in banks, trust companies or other depositories as directed by the Board of Directors;
- (d) writing checks and disburse funds to pay the obligations of the Ministry;

- (e) maintaining the financial books and records of the Ministry;
- (f) preparing regular financial statements for the Ministry;
- (g) performing other duties as assigned by the President or the Board of Directors of the Ministry;
- (h) if required by the Board of Directors, giving a bond for the faithful discharge of his or her duties in a sum and with a surety determined by the Board of Directors (such bond shall be at the sole cost of the Ministry);
- (i) performing all other duties incident to the office of treasurer.

5.05 The Secretary shall:

- (a) give all notices as provided in the Bylaws or as required by the Act.
- (b) take minutes of the meetings of the Board of Directors and maintain such minutes as part of the records of the Ministry;
- (c) maintain custody of the corporate records and the seal, if any, of the Ministry;
- (d) affix the seal of the Ministry to all documents as authorized and required;
- (e) keep a register of the address and other contact information of each director, officer and employee of the Ministry;
- (f) perform such other duties as assigned by the President or Board of Directors;
- (g) perform all other duties incident to the office of Secretary.

5.06 The officers of the Ministry shall be elected annually by the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified; unless such officer is deceased or has been removed by the Board of Directors in which case the officer's term in office will have automatically ended on the death or removal from office of such officer.

5.07 Any officer may be removed by the Board of Directors, with or without good cause. The removal of any officer shall be without prejudice to the contract rights, if any, of the officer. Notwithstanding the foregoing, Dr. Jeremiah J. Johnston and Audrey Johnston shall each serve in their respective offices until his or her death, earlier voluntary resignation or (in the case of Audrey Johnston) elevation to President of the Ministry and may not be removed from their respective offices by a vote of the Board of Directors.

5.08 Any vacancy in any office shall be filled by the Board of Directors for the remainder of the unexpired term of the office.

6. COMMITTEES

6.01 The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the committee includes one or more persons who are not Directors, the committee may not exercise any authority reserved to the Board of Directors under the Bylaws or the Act. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Charter, Articles of Incorporation or Bylaws of the Ministry;
- (b) Adopt a plan of merger or consolidation with another entity;
- (c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the Ministry's assets;
- (d) Authorize the dissolution of the Ministry;
- (e) Revoke proceedings for the dissolution of the Ministry;
- (f) Adopt a plan for distribution of the Ministry's assets
- (g) Elect, appoint or remove a member of a committee;
- (h) Approve any transaction that involves a potential conflict of interest;
- (i) Take any action outside of the scope of authority delegated to it by the Board of Directors

6.02 Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Ministry and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy shall serve for the remainder of the portion of the terminated committee member's term.

6.03 One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and the vice-chair shall be elected by the member of the committee. The chair shall call and preside at all the meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

6.04 Written on printed notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

6.05 One half the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

6.06 Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is

present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.07 A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three months from the date of its execution.

6.08 Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of the expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Ministry in any other capacity and receive compensation for those services. Any compensation that the Ministry pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

6.09 Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

7. TRANSACTIONS OF THE MINISTRY

7.01 The Board of Directors may authorize any officer or agent of the Ministry to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Ministry. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02 All funds of the Ministry shall be deposited to the credit of the Ministry in banks, trust companies, or other depositaries that the Board of Directors selects.

7.03 The Board of Directors may accept on behalf of the Ministry any contribution, gift, bequest, or devise for the general purposes or for any special of the Ministry. The Board of Directors may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, and requirements for maintaining the Ministry's federal and state tax exempt status.

7.04 The Ministry shall not make any loan to a director or officer of the Ministry. A director, officer, or committee member of the Ministry may lend money to and otherwise transact business with the Ministry except as otherwise provided by these Bylaws, the Ministry's Charter or applicable laws. Such a person transacting business with the Ministry has the same rights and obligations relating to those matters as other persons transacting business with the Ministry. The Ministry shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Ministry unless the transaction is described fully in a legally binding instrument and is in the best interest of the Ministry. The Ministry shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Ministry without full

disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

7.05 As long as the Ministry is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Ministry shall:

- (a) Do any act in violation of the Bylaws.
- (b) Do any act with the intention of harming the Ministry or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Ministry.
- (d) Receive an improper personal benefit from the operation of the Ministry.
- (e) Use the assets of this Ministry, directly or indirectly, for any purpose other than carrying on the business of this Ministry.
- (f) Wrongfully transfer or dispose of Ministry property, including intangible property such as good will.
- (g) Use the name of the Ministry (or any substantially similar name) or any trademark or trade name adopted by the Ministry, except on behalf of the Ministry in the ordinary course of the Ministry's business.
- (h) Disclose any of the Ministry business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

8. BOOKS AND RECORDS

8.01 The Ministry shall keep correct and complete books and records of account. The Ministry's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Tennessee Secretary of State relating to the Ministry, including, but not limited to, the Charter, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the directors, officers, and any committee members of the Ministry.
- (e) If prepared, a financial statement showing the assets, liabilities, and net worth of the Ministry at the end of the three most recent fiscal years.

(f) If prepared, a financial statement showing the income and expenses of the Ministry for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Ministry's federal, state, and local tax status.

8.02 To the extent required by the Act, any director may inspect and receive copies of all books and records of the Ministry required to be kept by these Bylaws, the Ministry's Charter or applicable law. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Ministry and if the person submits a request in writing. Any person entitled to inspect and copy the Ministry's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Ministry's books and records may do so at a reasonable time no later than five working days after the Ministry's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Ministry's books and records by members. The fees may cover the cost of materials and labor, but may not exceed fifty cents per page. The Ministry shall provide requested copies of books or records no later than five working days after the Ministry's receipt of a proper written request.

9. FISCAL YEAR

The fiscal year of the Ministry shall begin on the first day of January and end on the last day in December in each year.

10. INDEMNIFICATION

10.01 To the greatest extent permitted by the Act, the Ministry shall indemnify any director, officer, committee member, employee, or agent of the Ministry who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Ministry.

10.02(a) Before the Ministry may pay any indemnification expenses (including attorney's fees), the Ministry shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses be reimbursed are reasonable. The Ministry may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board of Directors by vote as provided herein, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Ministry shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified herein, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, these Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 10.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Ministry shall pay indemnification expenses before final disposition of a proceeding only after the Ministry determines that the facts then known would not preclude indemnification and the Ministry receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a) above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for the indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Ministry if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

11. NOTICES

11.01 Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Ministry may be given by mail or email. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Ministry, with postage prepaid. If given by email, a notice shall be deemed to be delivered when sent to the person at his or her email address as it appears on the records of the Ministry. A person may change his or her address or email address by giving written notice to the secretary of the Ministry.

11.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver in writing in writing shall signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

12. SPECIAL PROCEDURES CONCERNING MEETINGS

12.01 The Board of Directors, and any committee of the Ministry may hold a meeting by telephone conference-call procedures or video conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone or video will include all information required to participate in the meeting. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

12.02 Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Ministry may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Ministry minute book and kept with the Ministry's records.

12.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

13. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new or amended bylaws adopted only by a unanimous vote of the Board of Directors. The notice of any meeting at which the possible amendment, alteration or repeal of these Bylaws or the consideration of new Bylaws is to be discussed shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

14. MISCELLANEOUS PROVISIONS

14.01 These Bylaws shall be construed in accordance with the laws of the State of Tennessee. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

14.03 The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

14.04 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.05 The Board of Directors may provide for a corporate seal.

14.06 A person may execute any instrument related to the Ministry by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Ministry to be kept with the Ministry records.

14.07 The bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees and agents of the Ministry and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

14.08 The Ministry is organized and shall be operated exclusively for charitable, educational and religious purposes. Its assets are pledged for the use in performing its charitable, educational and religious functions. On discontinuance of this organization by dissolution or otherwise, its assets are to be transferred as specified in the Ministry's Charter.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Ministry and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Ministry. These Bylaws were duly adopted by the Board of Directors of the Ministry at a duly called meeting on June 14, 2019.

DATED: June 14, 2019

By: _____



Secretary