***BYLAWS***

***of***

***HIS WAY MINISTRY***

***ARTICLE I – BOARD of DIRECTORS***

***Section 1:*** **General Powers.** The affairs of the Corporation (hereinafter called the “Ministry”) shall be managed by its Board of Directors.

***Section 2:* Number, Tenure, and Qualifications.** The number of Directors on the Board shall not be less than 3 or more than 15. The number of Directors shall be fixed from time to time by the Board of Directors and the number so fixed shall comprise the entire Board of Directors. A minimum of four (4) Directors (or 25% of the Board whichever is less) shall be ex-offenders who have participated in the His Way Ministry programs. One (1) Director shall be a Spiritual Director responsible for the spiritual guidance of the Ministry. One (1) Director shall be a legal/financial professional with experience with non-profit Corporations. The remaining Directors shall be individuals with a heart for prison ministry and an acceptance of the central role of spiritual conversion in the ex-offender transition.

New Directors shall be elected annually (for the ensuing year) at the annual meeting of the Board of Directors to be held in December. If the election of Directors is not held at such a meeting, such election shall be held as soon thereafter as is conveniently possible.

Each Director shall hold office until his/her successor shall have been duly elected or until his/her death or until he/she shall resign. Directors need not be residents of South Carolina.

***Section 3:*****Vacancies.** In the case of any vacancy on the Board of Directors through death, incapacity resignation, disqualification or other cause, the President shall appoint a Nominating Committee to recommend suitable replacement(s). The reaming Directors, by an affirmative vote of a majority thereof, may elect a successor (from the list recommended by the Nominating Committee) to hold office until the next meeting for the election of Directors and until the election and qualification of his/her successor.

***Section 4:***  **Nominating Committee.** The Nominating Committee for the Board of Directors shall consist of the President and two other members of the existing Board of Directors selected by the President. Annually, and as otherwise required to replace Board of Director vacancies, the Nominating Committee shall compile a recommended list of candidates for the board of Directors and a recommended list of the Officers for the Board. To the extent possible, the Nominating Committee shall seek inputs from and accept nominations from the remaining Directors before compiling these lists.

***Section 5:*** **Removal.** A Director may be removed for cause by a vote of three-fourths (3/4) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set for in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. “Cause” shall be any conduct detrimental to the Ministry.

***Section 6:*** **Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of three-fourths (3/4) of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, providing that nothing herein contained shall be construed to preclude any Director from serving the Ministry in any other legally permitted capacity and receiving reasonable compensation therefor.

***ARTICLE II – MEETINGS***

***Section 1:***  **Annual Meeting.** The annual meeting of the Board of Directors of the Ministry shall be held at its offices, or at such other place within or without the State of South Carolina, as may from time to time be selected by the Directors, on the first Monday of December of each year, for the purpose of electing or appointing Directors or Officers for the ensuing year and/or for the transaction of such business as may be properly be brought before the meeting. Notice of annual meetings shall be given in the manner hereinafter provided.

***Section 2:* Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly on the first Monday of the months of March, June, September and December at such time and such place within or without the State of South Carolina as may from time to time be determined by resolution of the Board, which resolution may authorize the Chairman to fix the time and place for such regular meetings. Notice of regular meetings shall be given in the manner hereinafter provided.

If the regular quarterly meetings can not be held on the first Mondays of the months described above, the Board by resolution shall set an alternate regular meeting date as soon after the regular meeting date as possible. Notice of the alternate regular meeting date shall be made ten (10) days prior to the rescheduled meeting date.

***Section 3:***  **Special Meetings.** Special meetings of the Directors may be called at the discretion of the Chairman and shall be called by the Chairman at the direction of a majority of the (2) Directors then in office, or as may otherwise be provided by law. Such meetings shall be held at the office of the Ministry unless otherwise directed by the Board of Directors and stated in the Notice of Meeting, in which case the meeting may be held at any place within or without the State of South Carolina. Any request for such a meeting shall state the purpose or purposes of the proposed meeting.

***Section 4:*** **Notice.** Notice of the annual meeting or the regular annual meetings and any special meetings of the Board of Directors shall be given at least (10) days previously thereto by written notice to each Director at his or her address as shown by the records of the Ministry. If mailed, such Notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Notice of the annual meeting or any regular or special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to Notice either before or after the time of the meeting.

The attendance of a Director at any meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the Notice or Waiver of Notice of such meeting, unless specifically required by law or these bylaws.

***Section 5:***  **Quorum.** A majority of the directors then in office shall constitute a Quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors except as action by a majority of the Directors then in office may be specifically required by statue or other sections of the bylaws.

***Section 6:*****Conduct of Meetings.** Meetings of the Directors shall be presided over by the Chairman. The Secretary or, in his/her absence, a person chosen at the meeting shall act as Secretary of the meeting. Minutes of each annual and regular or special meeting shall be published and distributed to all Board Members within fourteen (14) days after the meeting.

***Section 7:*** **Action by Unanimous Consent.** If and when, the Directors shall severally or collectively consent in writing to any action to be taken by the Ministry either before or after the action is taken, such action shall be as valid a Ministry action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the Minutes of the Proceedings of the Board of Directors.

***Section 8:***  **Telephone Conferences.** A Director may participate in a Meeting of the Directors by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

***Section 9:*** **General Powers as to Negotiable Paper.** The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the Officer or Officers, agent or agents who shall from time to time be authorized to make, sign or endorse the same on behalf of the Ministry.

***Section 10:*** **Powers as to Other Documents.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instruments in the name of the Ministry and such authority may be general or confied to specific instances. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the Officer(s) authorized to execute, the same may be executed by the President, Vice-President, Secretary, Treasurer, or Ministry Coordinator.

***ARTICLE III - OFFICERS***

***Section 1:* Officers.** The officers of the Ministry shall be President, one ore more Vice-Presidents, a Ministry Coordinator, a Secretary, a Treasurer and such other Officers as may be elected by the Board of Directors. Officers who authority and duties are not prescribed in these bylaws shall have the authority to perform the duties prescribed from time to time by the Board of Directors.

***Section 2:*** **Term of Office.** The term of office of all Officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Ministry and thereafter until their respective successors are chosen or until their resignation or removal. An Officer may resign by (60 day) written notice to the Ministry. The resignation shall be effective upon its receipt by the Ministry or at a subsequent time specified in the notice of resignation. The Directors shall have the power to fill any vacancies in any offices occurring for whatever reason.

***Section 3:***  **Compensation.** The Officers of the Ministry shall receive such reasonable compensation for their service as may, from time to time, be fixed by the Board of Directors provided that the compensation of any Officer who is also a Director shall be fixed by a majority of the Board of Directors then in office.

***Section 4:*** **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Ministry would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

***Section 5:*** **President.** The President shall be the principal Executive officer of the Ministry and a member of the Board of Directors. The President will serve as Chairman of the Board of Directors. The President of the Ministry shall be a person designated by John J. McGovern, subject to the approval of the Board of Directors and such designee will hold office until his resignation, disability or death. When required, a successor will be nominated by the outgoing President subject to approval by the Board of Directors. If no replacement has been so designated, a special President Nominating Committee consisting of the Officers of the Ministry will recommend a replacement subject to the approval of the Board of Directors.

The President shall be in charge of the business and affairs of the Ministry; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and in general he/she shall discharge all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors.

Except in those instances in which authority to execute is expressly delegated to another Officer or agent of the Ministry or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the Ministry any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed either under or without the Seal of the Corporation and either individually or with the Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Ministry is entitled to vote except as, and to the extent, such authority shall be vested in a different Officer or agent of the Ministry by the Board of Directors.

***Section 6:***  **Vice-President of the Board.** The Vice-President designated by the Board of Directors, or, lacking such designation, by the President, shall, in the absence, disability or at the direction of the President, perform the duties and exercise the powers of the President and shall perform such duties as the Board of Directors shall prescribe. He/she shall, in conjunction with the Ministry Coordinator, execute the record of all operating policies enacted by the President or by the Board of Directors and shall compile them in a book to be kept for this purpose.

***Section 7:* Secretary.**  The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors or by the President, under whose supervision he/she shall act. He/she shall execute with the President all authorized conveyances, contracts or offer obligations in the name of the Ministry except as otherwise directed by the Directors.

***Section 8:*** **Treasurer.** The Treasurer shall have custody of the funds and securities of the Ministry and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Ministry and shall deposit all monies and other valuable effects in the name and credit of the Ministry in such depositories as may be designated by the Directors. He/she shall disburse the funds of the Ministry as may be ordered by the President, or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his/her transactions as Treasurer of the Ministry. If required by the Directors, he/she shall give the Ministry a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of his/her office and for the restoration to the Ministry (in case of his/her death, resignation, or removal from office) for all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control, belonging to the Ministry.

***Section 9:*** **Ministry Coordinator.** The Ministry Coordinator shall be in charge of the day-today management of the Ministry and shall be responsible to and report to the President and the Board of Directors who shall delegate such authority and duties to the Ministry Coordinator as the Board of Directors or the President deems appropriate. The Ministry Coordinator shall (1) in conjunction with the Vice-President of the Board, develop, publish and keep current a manual of Corporation policies and procedures for distribution to and use by all Directors; (2) identify, evaluate and report to the President and the Board of Directors on all grant applications and all other fund raising efforts; and, (3) undertake such other duties as the Board of Directors or President may assign.

***ARTICLE IV - COMMITTEES***

***Section 1:*** **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors, and/or the President may designate one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution and/or directive by the President and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Ministry; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, any individual Director, or the President, of any responsibility imposed upon it or him/her by law.

***Section 2:***  **Term of Office.** Each member of a committee shall continue as such until his/ her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

***Section 3:*** **Chair.** One member of each Committee shall be appointed Chair of that Committee.

***Section 4:*** **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

***Section 5:*** **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

***Section 6:***  **Rules.** Each Committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

***ARTICLE V - BOOKS and RECORDS***

The Ministry shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of th authority of the Board of Directors.

***ARTICLE VI - FISCAL YEAR***

The fiscal year of the Ministry is the calendar year (January 1 through December 31).

***ARTICLE VII - SEAL***

The corporate seal shall have “His Way Ministry” inscribed thereon and the words “Corporate Seal”.

***ARTICLE VIII - WAIVER of NOTICE***

Whenever any Notice is required to be given under the provision of any Act of the State of South Carolina or under the provisions of the Articles of Incorporation or the bylaws of the Ministry, a Waiver thereof in writing signed by the person or persons entitled by such Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such Notice.

***ARTICLE IX - DISSOLUTION***

Upon Dissolution of the Ministry, assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 510(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Ministry is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purpose.

***ARTICLE IX - AMENDMENTS***

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors by a three-fourths (3/4) vote. Such action may be taken at regular or special meeting for which written Notices of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Ministry not inconsistent with law or Articles of Incorporation.