

By-Laws
Of
United As One, LLC

Paducah, KY

Version: Revision 2, Adopted August 8, 2018

Original Adopted by the Council of Directors, November 27, 2017

Article I

Vision and Mission

Section 1: Vision

In terms of the strategy of an organization, "vision" is the end goal toward which the organization is striving. It describes the perfect world their work would create if such a world could exist. It is the dream of the future to come.

The vision of United As One is:

***"To unite as one with love for one another
so the world will see Jesus and know we are his disciples"***

Section 2: Mission

The mission of an organization describes how its vision for the future will be turned into the reality of the present. It answers the questions of "What do we do?" and "Why do we exist?"

The Mission of United As One is:

***"To trust and obey God through his word
while following his commands"***

Section 3: Fidelity to the Vision and Mission

The Directors of United As One will take both its Vision and Mission into consideration in its every decision, action, purchase, distribution, and plan for the future.

Article II

Council of Directors

(the Council)

Section 1: Duties

The Directors of United As One shall also be the Elders of United As One. All corporate powers of United As One shall be exercised by or under the direction of the Council of Directors (the Council). Likewise, all affairs of the corporation shall be managed by the Council.

A director shall discharge all duties as a director:

- In good faith,
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- In a manner the director reasonably believes to be in the best interests of the corporation.

In discharging such duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- Other directors/officers of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,
- Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence,

A director is not acting in good faith if the director disregards knowledge concerning the matter in question that makes reliance on the information above unwarranted.

A director is not liable for any action taken as a director or any failure to take action, if the director performed the duties of the office in compliance with this section.

Section 2: Composition

The Council shall consist of two (2) Founding Directors, no fewer than one (1) Appointed Director, and no more than five (5) Appointed Directors.

The Founding Directors of United As One shall be:

- 1) Tony Di Sarli of 223 Idle Pines Drive, Perry, GA, and
- 2) Greg Watson of 425 Kerth Road, Paducah, KY.

Appointed Directors shall be appointed by unanimous approval of both Founding Directors. Documentation of this approval shall be kept in the corporate record.

Section 3: Director Terms of Office

The term of office shall be 5 years for Founding Directors and 2 years for Appointed Directors except that a Director may resign at any time. Successive terms for Directors are allowed.

Section 4: Removal/Replacement of Directors

An Appointed Director may be removed with or without cause by unanimous decision of the Founding Directors only after consultation with the remaining Directors. Consent of the remaining

Appointed Directors is not necessary for removal of an Appointed Director. Written notice of the removal shall be submitted to the removed director and all remaining directors.

A Founding Director may be removed only by revision to these By-Laws.

All directors must be given at least seven (7) days' written notice prior to a meeting held to remove a director.

Section 5: Vacant Director Positions

A vacant Appointed Director position may be filled by unanimous decision of the Founding Directors only after consultation with the Appointed Directors. Consent of the existing Appointed Directors is not necessary for appointment of a director.

In the event of a vacant Founding Director position, the remaining directors may fill the vacancy only by unanimous vote.

Section 6: Officers

There shall be at least two (2) officers—a president and a secretary. The directors may fill these offices among themselves at their discretion. Other officers (who may also be directors) may be appointed by a majority vote of the Directors for a term appropriate to the service provided. Commission Chairs are officers appointed by the Council.

Section 7: Compensation and Reimbursement

The Council may not compensate its directors/officers for duties performed. However, the Council may reimburse its directors/officers for expenses incurred while executing the duties of their office. Reimbursement of expenses in no way constitutes employment.

Section 8: Conflicts of Interest

Any director having a conflict of interest in any matter coming before the Council shall disclose the conflict to the other Council members upon knowledge of the conflict. The director having the conflict is prohibited from voting to take or not take action related to the conflicting matter. The director is not prohibited from engaging in discussion related to the conflicting matter with the other directors during a meeting.

Article III

Members

There shall be no members of United As One.

Article IV

Meetings

Section 1: Regular Meetings

The Council may fix meetings at regular intervals in a manner that is both suitable and convenient for the directors and in the best interest of the corporation. Directors may attend meetings remotely via telephone, social media, or other means of electronic communication.

Section 2: Special Meetings

A special meeting of the Council may be called by either Founding Director at any time. Notice of special meetings shall be appropriate to the urgency of the meeting topics.

Section 3: Action Taken Without Meeting

Actions may be taken by the Council without a meeting provided all directors agree to no meeting. In such cases the following must be documented:

- Consent to no meeting,
- A description of action agreed to without meeting,
- Each director's vote regarding the action taken, and
- The signature of each director.

This documentation shall constitute the minutes of any action taken without a meeting.

Section 4: Quorum and Voting:

A quorum of directors at any meeting shall be a majority of directors.

Directors shall strive for unanimity. In cases where unanimity cannot be achieved, an affirmative vote for any resolution or action shall be the majority vote of directors present (unless another provision of these By-Laws requires otherwise) as long as the quorum is met.

Article V

Commissions

Section 1: Creation

A Commission with authority limited by the Council may be created by a majority vote of the Council. Commissions may be made up of any number of directors, officers, or other individuals external to United As One. All Commissions are to be created through the issuance of a commissioning document. Commissions are required to operate under the guidelines specified in these By-Laws and any specified under its commissioning document. A commissioning document may be amended by the Council in accordance with Article IV, Section 4.

A Commission may act on behalf of the Council except to:

- Expense funds for any reason without prior approval of the Council
- Enter into contractual agreement on behalf of United As One,
- Sell, pledge, or transfer all or substantially all of the corporation's assets,
- Approve dissolution or merger of the corporation,
- Appoint directors, or
- Adopt, repeal, or amend the organizing documents or By-Laws.

Section 2: By-Law Sections Applicable to Commissions:

Article IV, Section 3: Action Without Meeting shall apply to the actions of the Commission.

Article IV, Section 4: Quorum and Voting shall apply to Commission meetings.

Article VI

Amendments to the Organizing Documents and By-Laws

Section 1: Organizing Documents and By-Law Amendments

Any director may submit a written proposal to amend the organizing documents and/or By-Laws to the other directors. The proposal must be specific and detailed.

Unanimous approval of the full Council is required to amend the organizing documents.

One less than unanimous approval of the full Council is required to amend the By-Laws.

The secretary shall place the approved amendment(s) into the organizing documents or By-Laws and provide the amended organizing documents/By-Laws to each director in writing.

Amendments to the organizing documents require filing Articles of Amendment with the Commonwealth of Kentucky Secretary of State.

Article VII

Corporate Records

Section 1: Required Records

The following records are to be permanently kept by the corporation in written or digital format:

- Minutes from all meetings
- Records of all actions taken by the Council and Commissions
- Appropriate accounting records
- The organizing documents and its amendments
- The By-Laws and their amendments
- A list of names and addresses of the corporation's current directors and officers
- The most recent annual report submitted to the Secretary of State

Article VIII

Annual Report

Section 1: Submission of Annual Report

By March 31 of each year an annual report shall be submitted to the Commonwealth of Kentucky Secretary of State. The report shall include the following information:

- The name of the corporation and the state or country under whose law it is incorporated,
- The street address, including the zip code, of its registered office, the county in which the office is located, and the name of its registered agent at that office,
- The street address, including the zip code, of its principal office,
- A statement that the corporation is a public benefit corporation,
- A statement that the corporation is a religious corporation, and
- The federal employer identification number (FEIN) of the corporation, or its corporation control number as assigned by the secretary of state.

The information in the annual report must be current as of the submission date of the annual report.

Article IX

Policies

Section 1: Proposal

Any Director may propose a policy be adopted by United As One. All proposals must be submitted in writing to the Founding Directors.

The Founding Directors may or may not bring the proposed policy to the full Council of Directors for a vote. Any proposal brought before the full Council must be submitted in writing to each Director prior to the meeting in which the policy is proposed.

Section 2: Approval

Any proposed policy brought before the full Council of Directors may only be approved by a majority vote of the full Council. Documentation of the approval must be kept on file.

Section 3: Amendment/Inactivation

A policy may be amended or inactivated through the same process outlined in Sections 1 and 2 of this Article. Documentation of an amended or inactivated policy must be kept on file.

Article X

Minimum Universal Qualifications

All Directors and Officers of United As One must meet the following minimum requirements to be eligible to serve in those capacities:

1. Be a professing Christian,
2. Agree and commit themselves to uphold United As One's vision and mission as described in Sections 1 and 2 of these By-Laws, **and**
3. Be spiritually, physically, and mentally fit to serve under sometimes difficult conditions.

Additional requirements and codes of conduct may be specified in policies adopted according to Article IX.