

FIRST BAPTIST CHURCH OF ALVA FOUNDATION, INC.

BY-LAWS

ARTICLE ONE

Name

The name of the Corporation is First Baptist Church of Alva Foundation, Inc., hereinafter called "the Foundation".

ARTICLE TWO

Purposes

Being a corporation organized exclusively for charitable, religious and educational purposes, the Foundation shall exist solely to aid in the furtherance of the religious work of First Baptist Church, 714 College Avenue, Alva, Oklahoma, 73717, hereinafter called "the Church", and to encourage and motivate the making of special gifts, donations, and legacies by deed, will, gift or otherwise which are intended to benefit on an ongoing basis the ministries of the Church over an extended period of time through the periodic expenditure of funds.

ARTICLE THREE

Board of Directors-Officers

A. Board of Directors –

1. Election and Term of Office

Except as increased or decreased from time to time by amendment to the By-Laws, the Board of Directors shall consist of five (5) members, all of whom shall be elected by and from the membership of the Foundation at a meeting of the Foundation membership following due advance notice as provided in ARTICLE V of these By-Laws. Nominations for those to serve on the Board shall be provided to the membership of the Foundation by the Board of Directors of the Foundation. The board shall present a minimum of five (5) persons per vacancy and will not include any person from the Stewardship Committee or 'staff member of the church or their immediate families.

The Board shall consist of members serving for five years, except for the first Board of Directors which shall be elected for staggered terms of 5 years, 4 years, 3 years, 2 years, and 1 year. A person duly elected to the Board of Directors shall automatically cease being a member of the Board of Directors if he or she ceases to be a resident member of the church. Any person who has served a term on the Board is eligible for re-election to the Board after a year of absence from the Board. Persons elected to the Board of Directors shall serve without remuneration for such service as a Director.

If any director by death, refusal, resignation, removal or inability fails to serve as director, the foundation shall at the next meeting elect a successor director to fill the unexpired term of office so vacated.

2. Powers and Duties

Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, the property, business operations and affairs of the Foundation shall be managed by the Board of Directors.

Without prejudice to the powers of Directors pursuant to law, it is hereby expressly declared that the Directors shall have among others the following powers, to-wit:

(a) To maintain a close and continuous working relationship with the staff, officers, and leadership of the Church to gain information to aid in a determination of how funds best could be expended by the Foundation in a supplemental manner to further the ministries of the First Baptist Church of Alva.

(b) To study and determine the needs of the Church and ways which the Foundation, consistent with the Articles of Incorporation and these By-Laws, can best perform the purposes for which it was organized and created.

(c) To retain under normal circumstances the principal of the Foundation intact to the fullest extent possible, and to expend not to exceed 90% of the net investment income generated by such principal on a periodic basis in accordance with the purposes of the Foundation. Principal of the Foundation may be expended under special circumstances if not inconsistent with the expressed desires of the donor at the time of the donation provided the prior approval is obtained of a majority of the membership of the Foundation present and voting or represented in written proxy at a meeting of the Foundation membership following due notice. However, principal may be expended in accordance with the purposes of the Foundation without the need to obtain the approval of the Foundation membership as provided above if such expenditure is in conformity with the wishes of the donor expressed in writing at the time of the initial donation. Reasonable expenses incurred during the sale and/or purchase of a Foundation asset may in the discretion of the Directors be paid out of the principal of the asset involved without the necessity to obtain the approval of the Foundation membership as provided above.

(d) To make and change rules and regulations, not inconsistent with these By-Laws, for the management of the Foundation's business and affairs.

(e) To determine whether proposed bequests, memorial contributions, and other special gifts directed to the Foundation shall be accepted by the Foundation. The Directors may require that any such bequest, contribution, or gift be made on condition that, if a specific ministry of the Church for which a donation is made ceases to exist or if the purpose of the donation becomes impossible to fulfill, the donation and proceeds therefrom may be utilized for other purposes of Foundation as herein set forth.

(f) To receive legacies, gifts, and special contributions accepted by the Foundation, and to hold, on behalf of the Foundation, title to property both real and personal, including stocks, bonds, and cash.

(g) To particularly encourage donations to the Foundation which are unrestricted with respect to usage in order to provide flexibility to meet future religious needs and ministries of the Church which may not be foreseeable with certainty at the time of the donation.

(h) To accept memorial donations intended by the donor generally to benefit the Church in the absence of a specific designated end use for the contribution.

(i) To also accept donations (including memorial donations) which are restricted for expenditure in a specific area or areas of church ministry over an extended period of time if approved by the Board of Directors following consultation with the church staff, officers, and other church leadership working in such area or areas.

(j) To decline memorial donations intended by the donor to meet a specific need to the Church which will not require the expenditure of funds on an ongoing basis, and to refer such donor to the Stewardship Committee of the Church.

(k) To decline donations of property other than money which in the opinion of the Board of Directors could not be directly used in the furtherance of the ministries of the Church or are incapable of sale by the Board of Directors to raise funds which could be used to advance such ministries.

(l) To evaluate all legacies and gifts of property accepted by the Foundation of whatever kind and determine whether or not such property shall be held as an investment or sold and the proceeds reinvested.

(m) To transfer, exchange and sell property of what ever kind when it is the judgment of a majority of the Board that such transfer, exchange or sale is in the best interest of the Church and of the Foundation and the Board may authorize any one or more of the officers to handle the sale, exchange or purchase of property of whatever kind.

(n) To establish one or more bank accounts, and to designate those persons authorized to withdraw funds from such accounts.

(o) To encourage donors and contributors to support the aims and purposes of the Foundation with their donations and contributions.

(p) To promote the purposes of the Foundation in a manner which will not detract from regular giving to the Church on a systematic basis.

(q) The Board of Directors may create such other offices as it may determine and appoint officers to fill the same, defining their duties and fixing their tenure of office.

3. Meetings

The Board of Directors shall meet at any time upon the call of the President and reasonable notification has been given. It shall also meet quarterly during the months of March, June, September and December.

B. Officers

1. Election and Duties

The Board of Directors shall elect annually from among themselves a President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer, who shall have the following powers and duties.

(a) President — The President shall preside at meetings of the Board of Directors. The President shall have charge and supervision of the operations of the Foundation, sign and execute in the name of the Foundation all authorized deeds, contracts, or other instruments except in the instances in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Foundation.

(b) Vice-President — At the request of the President or in the absence or disability of said officer, the Vice-President shall perform all duties of the President and when so acting shall have the powers of the President; and the Vice-President shall perform all other duties as from time to time may be assigned by the Board of Directors.

(c) Secretary — The duties of the Secretary are:

(1) To prepare and keep the minutes of the meetings of the Board of Directors in a book provided for that purpose, and to make such minutes available to the membership of the Foundation upon reasonable request.

(2) To see that notices are duly given in accordance with any provision of these By-Laws or as required by law.

(3) To act as a custodian of the corporate seal of the Foundation.

(4) To affix the Corporate seal to all documents when required.

(5) To record in a book maintained by the Secretary all contributions or gifts to the Foundation as honorariums or memorials together with the names of the contributors or donors and the person or persons so honored or memorialized.

(6) To maintain a roll of the membership of the Foundation.

(7) To perform such other duties as from time to time may be assigned by the Board of Directors.

(d) Treasurer — The duties of the Treasurer are:

(1) To be in charge of and be responsible for all funds, securities, life insurance policies, legacies, wills, receipts and disbursements of the Foundation.

(2) To deposit or cause to be deposited in the name of the Foundation all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be selected by the Board of Directors.

(3) To render to the President or to any member of the Board of Directors an accounting of the financial condition of the Foundation whenever requested, and report at the quarterly meetings on all balances, receipts and disbursements.

(4) To perform other related duties as from time to time may be assigned by the Board of Directors.

(5) To sign all checks and drafts in cooperation with one other officer.

(e) Assistant Treasurer — The Assistant Treasurer will function in lieu of the Treasurer in case of the latter's absence or unavailability.

(f) Other Officers — As determined by the Board of Directors pursuant to Section A (q) hereof.

C. Quorum

1. Directors Meetings —

A simple majority of its Board members shall constitute a quorum for any quarterly or other properly called meeting of the Board of Directors. For action at any meeting of the Board of Directors an affirmative vote of a simple majority of those present and voting is required, except when approving a change or revision of the By-Laws or Articles of Incorporation prior to approval by the membership of the Foundation as provided hereafter.

2. Membership Meetings, Annual or Called —

Members of the Foundation represented in person or by written proxy shall constitute a quorum for the annual meeting of the membership of the Foundation or any other properly called meetings of the membership.

ARTICLE FOUR

Amendment of the By-Laws and/or Articles of Incorporation

In order to effect a change or revision of the By-Laws or Articles of Incorporation, a two-thirds affirmative vote of the membership of the Board of Directors, either in person or by written proxy, shall be necessary. A notice in writing given or mailed via prepaid first class mail to each Director at least two weeks prior to the meeting is a prerequisite to any Directors' meeting in which an amendment of the By-Laws and/or the Articles of Incorporation is to be approved, and a copy of the proposed change shall be furnished to each Director with this notice. Following an affirmative vote of two-thirds (2/3) of the membership of the Board of Directors on the proposed revision, the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or a special meeting; written or printed notice setting forth the proposed amendment shall be given to each member within the time and in the manner provided in ARTICLE V, Section C, hereof. The proposed amendment shall be adopted upon receiving at least two thirds (2/3) of the votes of members present and voting at such meeting.

ARTICLE FIVE
Annual and Called Meetings of Membership

A. The annual meeting of the membership of the Foundation shall be held during the final quarter of each calendar year as specified by the Board of Directors. In the event the Board of Directors fails to call the annual meeting during the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Foundation. If the annual meeting of the members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors.

B. Special meetings of the membership may be called by the President, the Board of Directors, by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting.

C. By or at the direction of the President, the Secretary, or officers or persons calling the meeting, notice of the annual meeting or any special meeting of the membership of the Foundation shall set forth the place, day, hour and purpose of the meeting and shall be delivered, either personally or by mail, to each member of the Foundation not more than fifty (50) days and not less than ten (10) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon paid. Whenever the purpose of the meeting is to amend the Articles of Incorporation or By-Laws, such notification shall also comply with ARTICLE IV of the By-Laws.

D. Subject to the provision of ARTICLE III.C.2. and ARTICLE IV hereof and except as otherwise provided in these By-Laws, any matter properly brought before a regular or called meeting of the Foundation for approval shall require the affirmative vote of a simple majority of the membership of the Foundation present and voting.

ARTICLE SIX
Liability

No personal liability shall ever attach to any member of this corporation, his heirs or estate, merely by virtue of his being a member, director or officer of this corporation. Any liability of the corporation shall be a corporate liability except where the member specially assumes this liability, or as such liability may, under the law, be affected by the conduct or fraud of any given member in connection with duties assumed by him/her.

ARTICLE SEVEN
Agents

The Board of Directors may select and appoint fiduciaries and fiscal agents to be given custody of all or any part of the properties of the Foundation and other properties administered by it, and they may be authorized to make and alter investments of the Foundation committed to their custody, and to keep the financial books of the corporation so committed to their custody

and to make such accounting to the Board of Directors as it shall require, and receive such compensation from the Board of Directors as it shall stipulate from time to time. The Board of Directors may require bond of its fiduciaries and fiscal agents with such corporate surety as it deems advisable.

ARTICLE EIGHT

Gifts

The Foundation may accept, receive and administer gifts, donations or benefactions, subject to direction of the donor to pay the income therefrom, or any part thereof, to an individual or individuals for life or a term of years; and if any such gift, donation or benefaction be so accepted and received, such directions shall be binding and obligatory upon the corporation until the expiration of such life or term of years, and thereafter any such gifts, donation or benefaction shall be held, administered, distributed or disposed of, for the objects and purposes herein set forth, or any of them.

The Foundation may retain, hold, and administer any property, stocks, bonds, or other securities, acquired by it by gift, bequest, devise, or otherwise, so long as it seems to it advisable so to do, without any liability to any person for an account of such retention; and it shall have power to determine whether money or property coming into its possession, undesignated, shall be treated as income or as principal and income, as it may deem just and equitable.

Subject to any and all lawful conditions, limitations or restrictions, contained in any instrument of gift, whereby property may be acquired or received by the Foundation for its objects and purposes, the corporation, in the manner now or hereafter prescribed by law, may sell or exchange, transfer and convey title to any of its property, real, personal, or mixed, to promote or advance its objects or purposes, or for the purpose of reinvesting in other property, real or personal, to be devoted to its objects and purposes. The donor or testator making gifts to the First Baptist Church of Alva Foundation, may either designate the object or objects for which the gifts shall be administered and distributed, which shall be known as a designated gift, or else he may make his gift to the First Baptist Church of Alva Foundation, without designation, specification, condition or limitation, which shall be known as an undesignated gift.

In the case of A DESIGNATED GIFT, the Foundation shall follow the direction, specifications, terms and conditions of the instrument of gift so long as it shall be possible or practicable so to do and the Board shall thereafter regard it as an undesignated gift and administer it accordingly.

In the case of an UNDESIGNATED GIFT, the Foundation shall receive it and either administer it as a separate trust estate or add it to other undesignated gifts which are administered as a single trust estate.

ARTICLE NINE
Miscellaneous Provisions

- (1) The Foundation shall operate on a calendar year basis for all functions.
- (2) An audit of the records and accounts of the Foundation shall be made annually as specified by the membership of the Foundation.
- (3) The Board of Directors shall make an annual report available to the membership of the Church and of the Foundation as soon as conveniently possible, but not later than April 30, following the close of a calendar year.
- (4) The Rules contained in ROBERTS RULES OF ORDER, as Revised, shall govern in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or Articles of Incorporation of the Foundation.