

MISSION TO THE SON, INC. BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Mission to the Son, Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Mission Statement: Put God's love into action by engaging in feeding the hungry and housing the homeless through an international network of missionaries.

This corporation is organized exclusively for charitable, religious, and educational purposes and qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Mission to the Son is a religious-based organization dedicated to housing and feeding those in need while spreading the Gospel, through an international network of missionaries.

The specific objectives and purpose of this organization shall be:

- a. to provide a facility, run by a partnered organization in the area, to house those in need;
- b. to create a program that provides food to children;
- c. to aid in educational expenses for children and teachers
- d. offer support to aid in future mission trips

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than ten (10) including the following officers: the President, the Vice President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and

voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional five-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of no more than one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least two (2) regular meetings of the Board per year, either in person or via electronic means.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the last quarter of each calendar year and at a location designated by the President of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of an Officer or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods, or by written notice. Any Director may waive notice of any meeting.

Section 6. Quorum

The presence, in person or via electronic means, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting, in person or via electronic means, at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by December 31st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

ARTICLE IV. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active directors of the Board. The officers of this Corporation shall be as follows:

President - Stephanie Kline

Vice President - Ryan Sailor

Secretary - Ami Sailor

Treasurer - Susan Fisher

Section 1. President

The President shall preside at all meetings of the membership, either in person or via electronic means. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall preside at all meetings of the Board of Directors.
- c. He/She shall have general and active management of the business of the Board.
- d. He/She shall see that all orders and resolutions of the Board are brought to the Board.
- e. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- f. He/She shall submit a report of the operations of the program for the fiscal year to the Directors.

Section 2. Vice President

The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President's duties are:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall preside at all meetings of the Board of Directors.
- c. He/She shall assist the President in his/her duties and additional duties as may, from time to time, be determined by the Board.
- d. He/She shall assist in public relations.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and of the Executive Committee, in person or via electronic means, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
- d. He/She may create and manage the Organization's website, and media.

Section 4. Treasurer

The Treasures duties shall be:

- a. He/She shall submit approval of all expenditures of funds raised by the Board.
- b. He/She shall present a complete and accurate report of the finances raised by the Board at each meeting, or at any other time upon request to the Board.
- c. He/She shall have the right of inspection of the funds resting with Mission to the Son programs including budgets.
- d. He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

Section 5. Election of Officers

The Board shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of five (5) years, commencing at the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for an unlimited number of terms.

Section 6. Removal of Officer

The Board with the concurrence of 3/4 of the Directors voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Indiana, the corporation shall indemnify any director or officer, or former director or officer of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director or officer except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

ARTICLE VI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally or by e-mail, or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

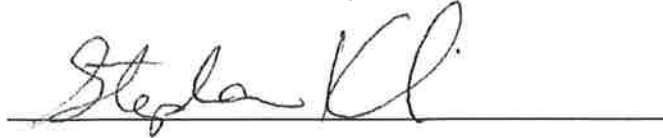
Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

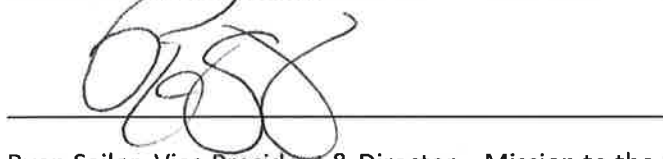
ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 6 preceding pages, as the Bylaws of this corporation.


ADOPTED AND APPROVED by the Board of Directors on this 20th day of February, 2018.



Stephanie Kline, President & Director – Mission to the Son, Inc.



Ryan Sailor, Vice President & Director – Mission to the Son, Inc.



Ami Sailor, Secretary & Director – Mission to the Son, Inc.



Susan Fisher, Treasurer & Director – Mission to the Son, Inc.



Tammy Gaff, Director – Mission to the Son, Inc.



Narissa Roth, Director – Mission to the Son, Inc.



Amanda Schwartz, Director – Mission to the Son, Inc.