

BYLAWS
OF
CHRISTIAN HEALTH ASSOCIATES
A Non-Profit Corporation

Article I. Name

The name of this corporation is CHRISTIAN HEALTH ASSOCIATES (CHA).

Article II. Statement of Faith

Section 1. The basis of this corporation is Christian Health Associates Statement of Faith.

- 1) We believe that:
- 2) There is one God, eternally existent in three persons: Father, Son, and Holy Spirit.
- 3) The Lord Jesus Christ is totally God and totally man, God's only son, and acknowledges his life, death, burial, and resurrection.
- 4) The Holy Spirit is fully God and possesses all the attributes of God, who guides us personally and professionally.
- 5) Each member of the human race is sinful because of the Fall and in need of salvation. Salvation is a gift of God; based upon the finished work of Christ on the cross, and is obtained by grace through faith alone.
- 6) The Bible is the inspired Word of God, our infallible standard of faith and conduct.
- 7) We fulfill the law of Christ by bearing one another's burdens.
- 8) We are stewards and facilitators of health and healing exclusively through the grace of God.
- 9) Restoration and personal growth are built upon biblical principles.
- 10) This statement of faith is aimed at helping each participant in the corporation apply the message of the Gospel of Jesus Christ to his or her professional service.

Section 2. Agreement with Christian Health Associates Statement of Faith and Code of Ethics is a requirement of any board member, executive or management position, excluding entities under fiscal sponsorship.

Article III. Purpose

The purpose of the corporation is to demonstrate Christian values by providing services to meet the spiritual, mental, social and physical needs of communities, leading to a healthier life. It is the corporation's purpose to provide organizational structure to facilitate:

- 1) Medical and counseling services
- 2) Administration and fiscal sponsorship
- 3) Humanitarian Aid
- 4) Faith-based, governmental and community collaboration
- 5) Service provider development, training and support
- 6) Connection of needs to resources
- 7) As God provides, the corporation's purpose is to offer services locally and globally.

Article IV. Board of Directors

The Board of Directors of Christian Health Associates shall embrace the vision, mission and purpose of the corporation. They shall exemplify its Christian values.

Section 1. The board of directors shall be no less than five and no more than nine

Section 2. The board members shall be nominated, vetted and appointed by a simple majority vote of the board of directors.

Section 3. The term of office for board members is three years. Board members may serve additional three-year terms by a two-thirds majority vote of the board.

Section 4. No board member shall vote on any issue that would be considered a conflict of interest.

Section 5. Upon failure to regularly attend board meetings, serve on standing or subcommittees or contribute financially, board members or officers may be removed by a two-thirds majority of the board.

Section 6. In the event of a vacancy on the board of directors, the board may appoint a temporary successor to serve until the position can be filled by due process.

Section 7. All board members must agree with and practice both the statement of faith and code of ethics of Christian Health Associates.

Section 8. Christian Health Associates' directors and department heads may attend open board meetings as non-voting members or upon special request of the board.

Section 9. The board shall meet at least quarterly each year.

Section 10. There shall be the following standing committees: board development, spiritual development, accounting and finance. There shall be at least one board member on each committee. Non-members may serve on a committee. The board may form sub-committees as necessary.

Article V. Officers

The board of directors shall elect officers who embody the qualities necessary to guide, promote and serve the corporation with humility.

Section 1. Corporation officers include at least a president, vice-president, secretary and treasurer elected from the board membership. The offices of secretary and treasurer may be combined. Officers shall be elected every two years. Officers may hold a specific office of three successive terms by a majority vote. This three-year successive year limitation may be extended by a unanimous vote.

Section 2. The president shall preside at all board meetings. The president shall be an ex-officio member of all board committees. The board president shall, with the secretary, sign all written contracts above the \$10,000 or as directed and approved by the board in accordance with Article VIII. Bank checks are exempt from this rule.

Section 3. The vice-president shall, in the absence of the president, perform the duties and exercise the powers of the president and shall perform other duties as the board shall prescribe. If the president and vice-president are absent from any meeting, the secretary or treasurer presides.

Section 4. The secretary shall attend all meetings of the board and shall keep, or cause to be kept, the minutes. The secretary shall give, or cause to be given, notice of all meetings of the board and shall perform such other duties as may be prescribed by the board.

Article VI. Fiscal Sponsorship

Section 1. CHA Associate Projects: The CHA Board assess and selects project programs and activities ensuring they align with the CHA mission and that best practices are maintained in: tax and regulatory compliance, fiscal, administrative and

operational integrity. The addition or deletion of CHA associate projects is made through a vote of the board at a regularly scheduled meeting.

Section 2. Advisory boards: The relationship between CHA and an approved CHA associate project is described in a memorandum of understanding (MOU). The MOU contains assurances of compliance with Section 1 of this Article (VI), is approved by a vote of the CHA Board and establishes the associate project as a legal entity of CHA. To ensure the integrity of the relationship between CHA and the associate project a CHA employee will be assigned by the CHA executive director to serve as an ex-officio member of the associate project advisory board. The advisory boards of each associate project are responsible for project policy development, fundraising, and organizational development. They also monitor and evaluate the performance of project directors and provide the CHA board with a written project progress report biannually, including a general narrative and financial information.

Article VII. Meetings

Section 1. Annual Meeting: An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such business as may properly come before the meeting. The annual meeting will be held at the time and place designated by the board of directors.

Section 2. Special Meetings: The board of directors will meet no less than quarterly at a time and place designated by a quorum of the board of directors. More frequent ad hoc meetings and their time and place may be called by the president or a quorum of the board of directors. The annual meeting shall qualify as a quarterly meeting if so designated by the board.

Section 3. Notice: Written notice of all meetings of the board of directors shall be as provided under this section or as otherwise required by law. The notice shall state the place, date and time of the meeting and, if for a special meeting other than the annual or quarterly meetings, shall state the purpose of the meeting. Meeting notice shall be provided at least five days prior to the date of the meeting by U.S. Mail, hand delivery or electronic (e-mail) delivery. If one or more officers or new directors are to be elected at a meeting or an amendment to these bylaws is to be submitted to a vote of the directors at a meeting, the notice shall include a statement to that effect. If possible, all meeting notices shall contain a proposed agenda for comment and adjustment by the board prior to the meeting.

Section 6. Board Voting:

In order to perform the responsibilities assigned by the by-laws of the corporation, resolutions can be proposed to the board by any director or member of the corporation's

senior management. Once a proposed resolution is seconded by another director, directors will cast their vote of approval or rejection upon the proposed resolution. Board members may abstain from voting on a specific resolution but a majority must agree to approve or reject the resolution in accordance with these by-laws.

Each member of the board is entitled to vote one vote and may vote on all board actions. The Board may take action without meeting by written consent. The proposed action must be mailed to each board member, and having each sign and return the written action to the board secretary. Once all the signed consents are received, the action taken is just as valid as if it had been taken at a meeting. A proposed action may be emailed to each director detailing the proposed action, and each board member may vote by responding to the emailed proposed action with his or her vote signed vote. Any action taken by written consent must be unanimous. Written consent may be submitted either by postal mail, by returning a scan of the signed consent via email, faxing back a signed copy, or using an authenticated electronic signature.

Article VIII. Accounting and Finances

Section 1. The board of directors shall be responsible for the management and control of all funds and assets of the corporation, shall be responsible for ensuring the maintenance of accurate records and accounts, and shall ensure that an appropriate examination of the corporation's financial status is conducted annually. An independent audit of financial records is required annually. An audit will be conducted by a source outside the corporation whenever the executive director is replaced. The financial status of the corporation shall be presented at quarterly meetings of the board of directors.

Section 2. Income to the corporation shall be in the form of donations, grants, gifts, space rental and services rendered.

Section 3. The directors may be reimbursed for all reasonable expenses incurred by them in the performance of their duties. Advisory board expenses may be reimbursed with prior board approval.

Article IX. Amendments

This constitution and bylaws may be amended or repealed upon a two-thirds majority vote of the entire board of directors.

Article X. Duration and Dissolution of this Corporation

Section 1. The duration of this corporation shall be perpetual and shall not dissolve until each of the undersigned directors and the duly appointed or elected successors shall cease to be directors by mutual consent.

Section 2. In the event of the dissolution of this corporation, remaining assets after payment of all obligations shall be distributed to one or more Christian charitable organizations formed and operated in accordance with one of the exempt purposes of IRC 501(c)(3).

Article XI. Indemnification of Directors and Officers

Section 1. The corporation shall, to the extent legally permissible, indemnify each person who may serve, or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including without limitation, attorney's fees, litigation costs, judgements, fines, taxes, penalties, and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. The termination of any criminal proceeding or administrative action ending in judgement or administrative order, stipulated settlement, agreement, or a conviction on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with written consent of such indemnified person.

Section 4. This Article constitutes a contract between the corporation and the indemnified officers, directors and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director or employee under this Article shall apply to such officer, director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 5. Except as may be otherwise provided under the provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provisions of law.