

NON-PROFIT CORPORATE BYLAWS

OF

NEW HOPE BIBLICAL COUNSELING

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**NON-PROFIT CORPORATE BYLAWS
OF
NEW HOPE BIBLICAL COUNSELING**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the ***Michigan Nonprofit Corporation Act, Act 162, P.A. of 1982***, and the Articles of Incorporation of the Corporation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the ***Michigan Nonprofit Corporation Act***, the ***Michigan Nonprofit Corporation Act*** shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be these Bylaws which shall be controlling.

ARTICLE I

NAME

1.01 Name.

The name of this corporation shall be New Hope Biblical Counseling. The business of the corporation may be conducted as New Hope Biblical Counseling. It shall herein be referred to as the Corporation.”

ARTICLE II

OFFICES

2.01 Principal Office.

The principal office of the Corporation shall be at such place within the State of Michigan as the Board of Directors may determine from time to time.

2.02 Other Offices.

The Board of Directors may establish other offices in or outside the State of Michigan.

ARTICLE III

PURPOSES AND POWERS

3.01 Purposes.

New Hope Biblical Counseling is a non-profit corporation and shall operate exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal tax code.

New Hope Biblical Counseling's purpose is to help individuals with life's challenges and sufferings based solely on the Bible. This biblical counsel allows clients to move forward in their lives in a way that honors the Lord, Jesus Christ. The help offered by New Hope Biblical Counseling is Scripturally based and is in no way based in secular psychological theory.

New Hope Biblical Counseling provides help, encouragement, biblical guidance, faith-based education, and "one-anothering" to those who seek to please the Lord with their lives. It is the hope of New Hope Biblical Counseling to welcome the opportunity to minister to others in the name of Jesus and to be used by Him as He helps others to grow in spiritual maturity and as He prepares others for usefulness in the body of Christ. New Hope Biblical Counseling is honored to provide the community with biblically based one-on-one counseling services along with occasional group classes (i.e., topics such as anxiety, depression, spiritual gift identification, parenting, the roles of women, etc.). It is also important for New Hope Biblical Counseling to reach out to the community via marketing methods such as annual fundraisers and open house style events in which the community may get to know what we offer at New Hope Biblical Counseling.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

The Corporation is established and shall be operated exclusively for a religious, charitable and/or educational purpose within the meaning of IRA Publication 557 Section 501(c)(3) Organization of the ***Internal Revenue Code of 1986***, as amended (the "Code") or the corresponding section of any future federal tax code.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or

the exercise of any powers which are not in furtherance of its primary non-profit purposes.

3.02 Powers.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Michigan, and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried on by a Corporation exempt under Section 501(c) of the *Internal Revenue Code of 1986*.

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the religious purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3.03 Exempt Activities Limitation.

(a) Exempt Activities Limitations. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by:

1. An organization exempt under Section 501(c)(3) of the Internal Revenue Code, as it now exists or may be amended; or
2. Any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as it now exists or may be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director, member, trustee, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in the Articles of Incorporation and these Bylaws.

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(b) Distribution Upon Dissolution. Upon termination or the dissolution of New Hope Biblical Counseling, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal tax code, which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of New Hope Biblical Counseling hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a Court of proper and competent jurisdiction against New Hope Biblical Counseling, by one (1) or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Michigan.

In the event that the court shall find that this section is applicable, but that there is no qualifying organization known to it which has an exempt purpose, which, at least generally, includes a purpose similar to New Hope Biblical Counseling, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Michigan to be added to the general fund.

ARTICLE IV

MEMBERSHIP

4.01 No Membership Classes.

The Corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

4.02 Non-Voting Affiliates.

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board of Directors. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board of Directors, a designated committee of the Board of Directors, or any duly elected officer in accordance with Board of Directors policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligation. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation.

4.03 Dues.

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

5.01 Powers.

The Corporation shall be governed by a Board of Directors (hereinafter, the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the *Michigan Nonprofit Corporation Act, Act 162, P.A. of 1982*. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of New Hope Biblical Counseling shall be managed under the direction of the Board, except as otherwise provided by law.

5.02 Number of Directors.

New Hope Biblical Counseling shall have a Board consisting of at least three (3) and no more than fifteen (15) directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

5.03 Terms.

(a) All directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.

(b) Directors may serve terms in succession.

(c) Except for the incorporating Board, whose term of office began prior to the adoption of these Bylaws, the term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.

5.04 Qualifications and Election of Directors.

In order to be eligible to serve as a director on the Board, an individual must be eighteen (18) years of age and support the mission of the Corporation. Directors may be elected at any Board meeting by the majority vote of the existing Board. The election of

directors to replace those who have fulfilled their term of office shall take place in January of each year.

5.05 Vacancies.

(a) Unfilled Board Positions. The Board may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

(b) Unexpected Vacancies. Vacancies in the Board due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

5.06 Removal of Directors.

A director may be removed by two-thirds vote of the Board then in office, if:

(a) The director is absent and unexcused from two or more meetings of the Board in a twelve-month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse him/herself from the Board meeting attendance, and in that case, the Board's vice president, if unrelated to the president, shall excuse the president. If there is no vice president, then either the Board's secretary or treasurer, whomever is unrelated to the president, in that order, shall excuse the president.

(b) For cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question shall be given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

5.07 Board of Directors Meeting.

(a) Annual Meeting. The Board shall have an annual meeting each year on January 15 at 5:00 P.M. at the registered office, or as soon thereafter as is convenient at a date, time and place determined by the Board.

(b) Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail

or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(c) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Michigan State law.

5.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

5.09 Compensation for Board Members Services.

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation for services rendered.

5.10 Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation, and must be reviewed and approved in accordance with the Board's Conflict of Interest Policy and State Law.

ARTICLE VI

COMMITTEES

6.01 Committees.

The Board may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board;
- (c) Amend the Articles of Incorporation;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Appoint any other committees of the Board or the members of these committees;
- (g) Expend corporate funds to support a nominee for director;
- (h) Adopt an agreement of merger or consolidation;
- (i) Fix compensation of the directors for serving on the Board or on a committee; or
- (j) Approve any transaction;
 - i. To which the Corporation is a party and one or more directors have a material financial interest; or
 - ii. Between the Corporation and one or more directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

6.02 Meetings and Action of Committees.

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the Board, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.03 Informal Action by the Board of Directors.

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE VII

OFFICERS

7.01 Board Officers.

The officers of the Corporation shall be appointed by the Board. The officers shall be a president, a secretary, and a treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. The Board may also appoint a chairperson, vice-president, chief executive officer (CEO), and such other officers as the Board deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

7.02 Term of Office.

Each officer shall serve a one-year term of office. Unless unanimously elected to fill a vacancy in an officer position or unless the term is extended until such time as a successor has been elected, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

7.03 Removal and Resignation.

The Board may remove an officer at any time, with or without cause, by a vote of a majority of the Board. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

7.04 Board President.

The Board president shall be the chief volunteer officer of the Corporation. The Board president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

7.05 Vice President.

The vice president, if any, shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to perform his or her duties, vice president shall perform the president's duties until the Board directs otherwise. When so acting, the vice president shall have all the legal powers of and be subject to all the restrictions upon the Board president.

7.06 Chairperson.

The chairperson, if elected, shall preside at all Board meetings if the president is absent or unable to perform his or her duties. The chairperson shall have the power to perform duties as may be assigned by the Board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the Board directs otherwise. The chairperson shall perform all duties incident to the office.

7.07 Secretary.

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall also be the custodian of corporate records, and keep a register of the names and addresses of each officer and director. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Board president. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

7.08 Treasurer.

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. Corporation treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other director or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board. The treasurer shall perform all duties properly required by the Board or the Board president. The treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

7.09 Executive Director.

The Executive Director, if any, shall be the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Corporation. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the Corporation. Other key duties include fundraising, marketing, and community outreach. The Executive Director shall be empowered to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board. As CFO, the Executive Director shall be responsible for overseeing all regular and special funds approved by the Board. The Executive Director may receive compensation for his or her service to the Corporation. The position reports directly to the Board.

7.10 Non-Director Officers.

The Board may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation.

ARTICLE VIII

CONTRACTS, CHECKS, LOANS

8.01 Contracts and other Writings.

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the president or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

8.02 Checks, Drafts.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

8.03 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

8.04 Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE IX

INDEMNIFICATION

9.01 Non-Derivative Actions.

(a) Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding.

(b) This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation).

(c) Such indemnification shall apply only to a person who was or is a director or officer of the Corporation or who was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit.

(d) The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

(e) With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful.

(f) The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that

(i) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation; or

(ii) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

9.02 Derivative Actions.

(a) Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened,

pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because

(i) the person was or is a director or officer of the Corporation; or
(ii) the person was or is serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit.

(b) The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.

(c) However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the Court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the Court considers proper.

9.03 Expenses of Successful Defense.

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 0.01 or 9.02 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

9.04 Contract Right; Limitation on Indemnity.

The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the Corporation as well as in such person's capacity as a director or officer. Except as provided in Section 9.03 of this Article, the Corporation shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

9.05 Determination that Indemnification is Proper.

Any indemnification under Sections 9.01 or 9.02 of this Article (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case. The

Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 9.01 or 9.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (i) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- (c) By independent legal counsel in a written opinion.

9.06 Proportionate Indemnity.

If a person is entitled to indemnification under Sections 9.01 or 9.02 of this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

9.07 Expense Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 9.01 or 9.02 of this Article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of:

- (a) A written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article; and
- (b) An undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

9.08 Nonexclusivity of Rights.

The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation.

However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expense.

9.09 Indemnification of Officers, Agents and Employees.

An officer of the Corporation who is not a director is entitled to mandatory indemnification under this Article to the same extent as a director. The Corporation may also indemnify and advance expenses to the same extent as a director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a director, consistent with Michigan Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

9.10 Former Directors and Officers.

The indemnification provided in this Article continues for a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of that person.

9.11 Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who:

- (a) Was or is a director, officer, employee, or agent of the Corporation; or
- (b) Was or is serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise.

The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against liability under this Article of the laws of the State of Michigan.

9.12 Changes in Michigan Law.

If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change.

ARTICLE X

MISCELLANEOUS

10.01 Books and Records.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

10.02 Fiscal Year.

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

10.03 Conflict of Interest.

The Board shall adopt and periodically review a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

10.04 Nondiscrimination Policy.

Except as to the age of director qualifications, the officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of New Hope Biblical Counseling not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.05 Bylaws Amendment.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a regular or special meeting of the Board, provided, however,

- (a) That no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code;

(b) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting; and

(c) That all amendments be consistent with the Articles of Incorporation.

10.06 Financial Report of Organization.

(a) New Hope Biblical Counseling shall, at least once in each year, make and distribute a report of the Corporation for the preceding fiscal year to each director. In the alternative, it may present the report at the annual Board meeting. The report shall include the Corporation's year-end statement of assets and liabilities, including trust funds, and the principal change in assets and liabilities during the year preceding the date of the report. If prepared by the Corporation, it shall include its source and application of funds and any other information required under Michigan law.

(b) The Corporation may distribute the financial report required electronically, either by electronic transmission, or by making the report available for electronic transmission. If the report is distributed electronically, the Corporation shall provide the report in written form to a director on request.

10.07 Annual Report to State of Michigan.

(a) New Hope Biblical Counseling shall file an annual report with the State of Michigan, no later than the date specified under the *Michigan Nonprofit Corporation Act*, which contains all of the information required under the *Michigan Nonprofit Corporation Act*.

(b) If there are no changes in the information provided in the last filed report, the Corporation shall certify that no changes in the required information have occurred since the last filed report.

10.08 Annual Report to Branch Governmental Entities.

New Hope Biblical Counseling shall file an annual report with the applicable governmental entity governing non-Michigan Branches, no later than the date as required under the entities' applicable nonprofit corporation laws.

10.09 Compensation.

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an officer, employee, agent, or independent contractor, except as prohibited by these Bylaws.

ARTICLE XI

COUNTER-TERRORISM AND DUE DILIGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, New Hope Biblical Counseling shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory, New Hope Biblical Counseling willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

New Hope Biblical Counseling shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII

DOCUMENT RETENTION POLICY

12.01 Purpose.

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of New Hope Biblical Counseling records.

12.02 Policy.

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, New Hope Biblical Counseling may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents.

New Hope Biblical Counseling expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or New Hope Biblical Counseling informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories.

- (a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- (c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.
- (e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.
- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documents. These documents should be kept for at least three years beyond the life of the agreement.
- (h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and

copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

- i. Derives independent economic value from the secrecy of the information; and
- ii. Has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Corporation, should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. Email that needs to be saved should be either.

- (a) Printed in hard copy and kept in the appropriate file; or
- (b) Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XIII

TRANSPARENCY AND ACCOUNTABILITY: Disclosure of Financial Information with the General Public

13.01 Purpose.

By making full and accurate information about its mission, activities, finances, and governance publicly available, New Hope Biblical Counseling practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public;
- (b) Indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public; and
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this Policy are as follows:

13.02 Financial and IRS Documents (The Form 1023 and the Form 990).

New Hope Biblical Counseling shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge. Donor identity information may be redacted in accordance with Federal and Michigan State law.

13.03 Means and Conditions of Disclosure.

New Hope Biblical Counseling shall make "Widely Available" the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posed in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

- (c) New Hope Biblical Counseling shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) New Hope Biblical Counseling shall inform anyone requesting the information where this information can be found, including web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

13.04 IRS Annual Information Returns (Form 990)

New Hope Biblical Counseling shall submit the Form 990 to its Board prior to the filing of the Form 990. While neither the approval of the Form 990 or review of the 990 is required under Federal law, the Corporation's Form 990 shall be submitted to each member of the Board via (hard copy or email) at least ten (10) days before the Form 990 is filed with the IRS. Donor identity information may be redacted in accordance with Federal and Michigan State law.

13.05 Board

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

13.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the Corporation except the authorized governmental agencies.
- (c) Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that:
- (d) Staff records shall be made available to the Board when requested.

13.07 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.

(c) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that:

(d) Donor records shall be made available to the Board when requested, in accordance with the Board's Privacy Policies and Federal and Michigan State law.

ARTICLE XIV

CODES OF ETHICS AND WHISTLE-BLOWER POLICY

14.01 Purpose.

New Hope Biblical Counseling requires and encourages directors, officers and employees to observe and practice high standard of business and personnel ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of New Hope Biblical Counseling to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all Corporate Staff is necessary to achieving compliance with various laws and regulations.

14.02 Reporting Violations.

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of New Hope Biblical Counseling is in violation of law, a written complaint must be filed by that person with the Vice President or the Board president.

14.03 Acting in Good Faith.

Anyone filing a complaint concerning a violation or suspected violation of the law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

14.04 Retaliation.

Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of New Hope Biblical Counseling and provides New Hope Biblical Counseling with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

New Hope Biblical Counseling shall not retaliate against any director, officer, staff or employee who in good faith, has made a protect or raised a complaint against some

practice of New Hope Biblical Counseling or of another individual or entity with whom New Hope Biblical Counseling has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

New Hope Biblical Counseling shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of New Hope Biblical Counseling that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

14.05 Confidentiality.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 Handling of Reported Violations.

The Board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XV

AMENDMENTS OF ARTICLES OF INCORPORATION

15.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above state Bylaws of New Hope Biblical Counseling were approved by New Hope Biblical Counseling Board of Directors on November 24, 2021, and constitute a complete copy of the Bylaws of the Corporation.

Secretary: Wendy Goodreau
Wendy Goodreau

Date: 11/24/2021