

# **Bylaws**

**of**

**Second Saturday Inc.,**

**a South Carolina nonprofit corporation**

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# Bylaws of Second Saturday Inc.

## Preamble

WHEREAS, it is the express purpose of God our Heavenly Father to call out of the world a saved people who shall contribute to the Body of Christ, built and established on the foundation of the apostles and prophets, Jesus Christ being the Chief Cornerstone.

WHEREAS, this corporation is a religious organization dedicated exclusively for religious purposes within the meaning of the Holy Scriptures and IRS Section 501(c)(3).

and constituted as a body of Christian believers working together for the common purpose of spreading the Gospel of our Lord and Savior Jesus Christ, and that under the laws of the State of South Carolina we may exercise all the rights and privileges granted to religious corporations.

## Language

The masculine gender stated within this document shall refer to both men and women.

## Article I Name

The name of this corporation shall be Second Saturday (hereinafter sometimes referred to as the "Corporation" or the "Organization").

## Article II Purpose

The specific purpose for which the corporation is organized is to create a faith-based community for people with various needs including individuals with special physical and mental health needs, economically challenged individuals, the elderly, widows, orphans, persons with physical disabilities or limitations due to injury or disease, veterans and the families and friends of such individuals and all who fall within the spirit of those to whom the church is called to minister in James 1:27; to be a ministry serving those in need in our community and the community at large through life-enhancing programs and character development experiences; to offer mentoring, Christian discipleship, tutoring, life skill management supports, guidance counseling, food and clothing programs and other practical supports; to promote health, education, and development and provide religious, charitable and humanitarian services; to create partnerships with private and corporate entities in support of these purposes; to create departments necessary to support all these activities and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. **This corporation is organized and operated exclusively for charitable and religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.**

**Anything herein above to the contrary, notwithstanding:**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth herein this section. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these ByLaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article III Tenets Of Faith**

Teaching at Second Saturday is based on the great fundamentals of the Christian faith, all of which center in the person of Jesus Christ, our crucified, risen, and glorified Savior and Lord. The following, together with other Christian principles of doctrine and practice, including the affirmation of the full trustworthiness of Scripture, which in its original writing was verbally inspired and without error, shall be the basis of the faith and doctrine of Second Saturday:

1. The Bible is the inspired Word of God, the written record of His supernatural revelation of Himself to man, absolute in its authority, complete in its revelation, final in its content, and without any errors in its original writing and in its teachings. (2 Tim. 3:15-17; 1 Pet. 1:23-25; Heb. 4:12)
2. All men in their natural state are lost, alienated from God, spiritually dead: "All have sinned, and fall short of the glory of God" (Rom. 3:23).
3. Salvation is only by grace, a free gift of God, through faith in the Lord Jesus, who died for our sins according to the Scriptures (1 Cor. 15:3). Those who thus receive Christ by faith have their sins forgiven (Eph. 1:7), their hearts cleansed (Acts 15:9), are born of the Spirit, become children of God (Jn. 1:12, 13), and are made new creatures in Christ (II Cor. 5:17).

4. God is One God, Who reveals Himself in three Persons, Father, Son, and Holy Spirit. Jesus Christ, as the Scriptures affirm, is the Son of God and Son of man. He was born of a virgin and is Himself very God. The Scriptures also declare the deity and personality of the Holy Spirit. (Deuteronomy 6:4) (Matthew 5:48) (Matthew 28:19) (Philippians 2:6-11) (Luke 1:34-38) (1 Peter 3:18) (Hebrews 2:9) (Romans 5:9) Acts 2:23-24) (Hebrews 8:1) (Matthew 26:64)
5. Our Lord Jesus rose from the dead in the same body that was laid to rest in the tomb (Jn. 20:25-27). The bodies of all believers who die will be raised from the dead, and they will receive an incorruptible body like unto His glorious body (I Cor. 15:53; Phil. 3:21). All other men shall be raised unto "the resurrection of judgment" (Jn. 5:28, 29).
6. Christians, born of the Spirit, are to live the new life in the present power of the Spirit. "If we live by the Spirit, by the Spirit let us also walk" (Gal. 5:16-25; Col. 2:6). The Christian's responsibility and his normal attitude of life is to yield himself to God (Rom. 6:13), trusting God to keep him.
7. Christian "living" includes Christian service, the winning of souls around us, and the preaching of the Gospel in the uttermost parts of the earth. In carrying on this work there is needed the supernatural power of the Holy Spirit which is granted to every believer as he yields and trusts (Acts 1:8; I Cor. 12:7; Eph. 3:20; Acts 5:32). And in all of this service, prayer is to have the central place (Jn. 14:12-14; Eph. 6:18, 19).
8. Jesus Christ will come again to earth the second time (Heb. 9:28), personally (Acts 1:11; I Thess. 4:16), bodily (Acts 1:11; Col. 2:9), and visibly (Matt. 26:64; Rev. 1:7). His coming will precede the age of universal peace and righteousness foretold in the Scriptures (Matt. 24:29, 30, 42; II Thess. 2:7, 8; Rev. 20:1-6).
9. God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption. Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race. (Gen 2: 22, 24; Matt 19: 5-6).
10. Stewardship is the responsibility of all believers. God is the source of all blessings, temporal and spiritual; all that we have and are we owe to Him. Christians have a spiritual debtorship to the whole world, a holy trusteeship in the gospel, and a binding stewardship in their possessions. They are therefore under obligation to serve Him with their time, talents, and material possessions; and should recognize all these as entrusted to them to use for the glory of God and for helping others. According to the Scriptures, Christians should contribute of their means cheerfully, regularly, systematically, proportionately, and liberally for the advancement of the Redeemer's cause on earth. Genesis 14:20; Leviticus 27:30-32; Deuteronomy 8:18; Malachi 3:8-12; Matthew 6:1-4,19-21; 23:23; 25:14-29; Luke 12:16-21,42; 16:1-13; Acts 2:44-47; 5:1-

11; 17:24-25; 20:35; Romans 6:6-22; 12:1-2; 1 Corinthians 4:1-2; 6:19-20; 12; 16:1-4; 2 Corinthians 8-9; 12:15; Philippians 4:10-19; 1 Peter 1:18-19.

11. Christian Cooperation. Christ's people should, as occasion requires, organize such associations and conventions as may best secure cooperation for the great objects of the Kingdom of God. Such organizations have no authority over one another or over the churches. They are voluntary and advisory bodies designed to elicit, combine, and direct the energies of our people in the most effective manner. Members of New Testament churches should cooperate with one another in carrying forward the missionary, educational, and benevolent ministries for the extension of Christ's Kingdom. Christian unity in the New Testament sense is spiritual harmony and voluntary cooperation for common ends by various groups of Christ's people. Cooperation is desirable between the various Christian denominations, when the end to be attained is itself justified, and when such cooperation involves no violation of conscience or compromise of loyalty to Christ and His Word as revealed in the New Testament. Exodus 17:12; 18:17ff.; Judges 7:21; Ezra 1:3-4; 2:68-69; 5:14-15; Nehemiah 4; 8:1-5; Matthew 10:5-15; 20:1-16; 22:1-10; 28:19-20; Mark 2:3; Luke 10:1ff.; Acts 1:13-14; 2:1ff.; 4:31-37; 13:2-3; 15:1-35; 1 Corinthians 1:10-17; 3:5-15; 12; 2 Corinthians 8-9; Galatians 1:6-10; Ephesians 4:1-16; Philippians 1:15-18

## **Article IV Membership**

This organization shall not have members. All authority that might be vested in members is instead vested in the Board of Directors

## **Article V Government**

**Section 1 Board of Directors.** The Board of Directors shall consist of not less than three (3) nor more than twelve (12), as determined from time to time by resolution of the Board , provided, however, no reduction in the number of Directors shall have effect of shortening the term of any incumbent Director. The Board shall include those persons designated to hold the offices of Executive Director, President, Secretary and Treasurer of the Organization and such other persons as shall have been determined to meet the qualifications to be a Director as outlined in Section 2 below, and who have been nominated and elected in accordance with these Bylaws. The Directors shall be divided into two categories of members – Executive Committee (“EC”) Directors and Non Executive Committee (“NEC”) Directors. EC Directors shall include the Chairman, the Executive Director and one other Director, who may but need not also be an officer of the Organization, who shall be selected by the Chairman and the Executive Director. All other Board Members shall be considered Non Executive Committee (“NEC”) Directors.

## **Section 2. Directors Qualifications**

1. Directors shall be spiritually minded persons, and of sound business judgment. All Directors shall be natural persons.
2. Each individual Director shall carry out such duties and responsibilities as shall be assigned to him and approved by the Chairman, the Executive Director, the Executive Committee or by the vote of a majority of the Board
3. The majority of the Board of Directors shall also not be comprised of one group whose members are related by blood, business or marriage.
4. A candidate for the office of Director must be nominated by a person then serving as a Director at the time of such nomination.

## **Section 3. Term of Office – Director Elections.**

EC Directors shall serve for so long as they continue in office until their death, resignation or removal from office in accordance with these Bylaws. All other Directors serving at the time of the adoption of these Bylaws (the “Founding NEC Directors”) shall serve until December 31, 2025 regardless of the date on which their term of service began (the “Initial Founding Term”). At the end of the Initial Founding Term, the Founding NEC directors desiring to continue to serve on the Board shall be divided as nearly as possible into three separate and equal groups of Directors referred to as Classes. Such classes shall be assigned remaining terms of one (1), two (2) and three (3) years in accordance with procedures determined by the Executive Committee. Each Class of Directors so determined shall be assigned names based upon the year in which the respective terms of one (1), two (2), and three (3) years shall end. For example if at the end of the Initial Founding Term, there are Nine (9) Founding NEC Directors then serving who desire to continue to serve, three (3) of such Founding NEC Directors shall be assigned to the Class of 2026, three (3) of such Founding Directors shall be assigned to the Class of 2027, and three (3) of such Directors shall be assigned to the Class of 2028. At the end of 2026, and each year thereafter, elections shall be held to elect NEC Directors to fill the positions of those NEC Directors who are members of the Class whose terms are expiring at the end of such year. Directors elected each year shall be elected to serve for a term of three (3) years and shall be members of a new Director Class named for the year in which such three (3) year term shall end. Each Founding NEC Director shall be entitled to be nominated to succeed himself in office for up to two (2) additional three (3) year terms of office following the end of term of the initial Class to which he is assigned at the end of the Initial Founding Term. Thereafter he shall be required to take at least a one (1) year leave of absence from the Board before again being allowed to be nominated for the position of Director. Thereafter, any person elected to serve as a Director whether he is either not a Founding Director or is a Founding Director who is returning to service after a one (1) year break in service, shall be entitled to serve the three (3) year term he is then elected to serve and may

also be nominated to succeed himself in office for one (1) additional three (3) year terms of office, after which he shall be required to take at least a one (1) year leave of absence from the Board before again being allowed to be nominated for the position of Director. A two thirds (2/3) vote of all Directors then serving shall be necessary in order to elect each new member of the Board of Directors.

### **Section 3 Official Board and Voting Power**

5. The Board of Directors is that group of persons vested with the management of the business and affairs of the corporation.
6. The Board of Directors shall serve without remuneration, provided, however Directors shall be entitled to receive reimbursement for expenditures made for the benefit of the Corporation and approved in advance by the Board of Directors.
7. The Chairman of the Organization shall be the chairman of the Board of Directors shall be chosen by the Executive Committee.
8. Each member of the Board shall have equal voting power among all of the other members. Each Director shall be entitled to vote in person at each meeting of the Board or by written proxy given to another Director and presented by the Member to whom such proxy is given at the beginning of the meeting at which such Proxy is to be voted,.
9. A decision by the Board of Directors is considered valid with a two-thirds majority, including the approval of the Executive Director and Chairman of the Organization, unless otherwise specified in the Bylaws.
10. The Board of Directors shall adopt a Conflict of Interest Policy to prevent voting by disqualified individuals, as defined in IRC Section 4958(f)(1). All members who are disqualified with respect to a decision shall recuse themselves from the vote.
11. In addition to the Executive Committee, the Board of Directors shall be authorized to create any additional committees as may be deemed necessary for the management of the Organization.
12. The Chairman and the Executive Director together with one other Director selected by them shall be the only official members of the Executive Committee and shall be ex officio members of every other committee and can at his discretion be the chair of such committee at the time of its creation.

### **Section 4 Removal From the Board of Directors**

Any Director may be removed from office for cause by a two-thirds majority vote by the Board, or without cause if those voting for removal include the Chariman and the Executive Director. However, the removal of the Chairman or the Executive Director by the Board is subject to the requirements set forth Article X.

The following reasons are considered “Cause” for removal of a Director that must be observed by the Board of Directors:

1. Absence of a Director for three consecutive Board of Directors meetings;
2. Violation of the mutual interest clause of Article XI;
3. Not acting in the best interests of the Organization;
4. Willful nondisclosure of a conflict of interest as interpreted by a majority vote of the Board of Directors.

## **Section 5 Resignation**

Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

## **Section 6 Vacancies**

In the event of a Director vacancy, whether due to resignation or removal, the Board of Directors shall be given a reasonable amount of time to nominate an individual deemed qualified in accordance with these Bylaws. The nomination must be approved by the by a simple majority vote of the Board of Directors. The person elected to fill such vacancy shall serve out the term of the Director whose departure from office created the vacancy and shall be subject to re-election to and/or termination from office on the same terms as the Director whose term of office such person was elected to fill.

## **Article VI Officers**

**Section 1 Offices.** The Officers of the Corporation shall consist of a Chairman, Executive Director, a Treasurer and a Secretary. Any two or more offices may be held by the same person except for the offices of Chairman and Executive Director

### **Section 2. Chairman and Executive Director Qualifications**

The President and the Executive Director shall have wisdom in handling the corporation’s affairs. He shall be of sound doctrine and good judgment.

### **Duties**

The President and the Executive Director shall essentially function as co-chief executive officers of the Organization. Each shall be the leader of the organization as provided by the Holy Scriptures.

The Chairman shall be chairman of the Board of Directors and preside over all corporation meetings.

The Executive Director shall hold the Ecclesiastical Authority and be responsible for the day-to-day decisions of the Organization.

## **Section 2 Chairman and Executive Director Successor**

The Chairman and the Executive Director may nominate a successors at any time. The nominee shall be confirmed by two-thirds majority vote of the Board of Directors, after the nomination is made. This person will assume the role of the Chairman or Executive Director as applicable if the Chairman or Executive Director dies, retires, is removed or is otherwise incapacitated.

## **Removal by the Accountability Board**

Should the Chairman or Executive Director be removed by the Accountability Board, the previously approved successor will step into the role of the Chairman or the Executive Director.

## **No Successor Appointed**

Should the Chairman or the Executive Director fail to appoint a successor, the following shall serve as an order of succession:

1. Secretary
2. Treasurer

If the retirement, passing, removal or incapacity of the President/Executive Director leaves the Board of Directors unbalanced or without a quorum, then the first motion of the person who assumes the role of the President/Executive Director through this section, shall be to nominate prospective Board of Director members. The nominee(s) shall be confirmed by a unanimous vote of the remaining Board of Director members.

## **Section 3 Secretary Qualifications**

The Secretary shall be a spiritually minded person and of sound judgment. He must be administratively minded with the ability to multi-task.

## **Duties**

By virtue of his office, the Secretary shall keep a true and accurate record of all meetings, including business meetings of the corporation. He shall perform clerical duties, and shall be the custodian of all legal documents.

## **Manner of Appointment**

The Secretary shall be nominated by any member of the Board of Directors and appointed by a three-fourths majority vote of the Board of Directors.

## **Term of Office**

The term of office of the Secretary shall be reviewed every three years. The number of consecutive terms that he may serve is two unless approved by the Board of Directors. He is subject to removal at any time in accordance with Article V.

## **Section 4 Treasurer**

### **Qualifications**

The Treasurer shall be a spiritually minded person, and of sound business judgment. He shall be capable of doing the accounting required to maintain the corporation books.

### **Duties**

By virtue of his office, the Treasurer shall keep, in a business-like manner, an itemized account of all receipts and disbursements of moneys committed to his trust and shall make reports to be presented during the official Board of Directors meetings. He shall deposit and make withdrawals in a manner prescribed in Article XIV.

## **Manner of Appointment**

The Treasurer shall be nominated by any member of the Board of Directors and appointed by a three-fourths majority vote of the Board of Directors.

## **Term of Office**

The term of office of the Treasurer shall be reviewed every three years. The number of consecutive terms that he may serve is two unless approved by the Board of Directors. He is subject to removal at any time in accordance with Article V.

# **Article VI Meetings**

## **Section 1 Annual and Regular Meetings**

An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, election of Directors, if any, appointment of Officers, and the transaction of any other business. An annual meeting of the Board of Directors shall be held at such time and place as may be specified in the notice of the meeting. The Board of Directors may have invited guests present at any meeting so long as all Board of Directors members have agreed to it.

## **Section 2 Special Meetings**

Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President or Executive Director, including to discuss the direction of the

corporation. The President or Executive Director calling the meeting shall give, or cause to be given, to each Director at his business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto.

### **Section 3 Minutes of the Meetings**

The Secretary shall keep an accurate account of the minutes that were discussed at any Board of Directors meeting. He then has to submit them at the next Board of Directors meeting for discussion by the official Board of Directors and approval by the President/Executive Director. Upon approval by the majority of the Board of Directors, the minutes shall be adopted, and all policy and procedure in them will continue to be enforced.

### **Section 4 Order of Business**

Unless otherwise determined by the Chairman or the Executive Director, the order of business at each meeting of the Board, shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers, if applicable
4. Appointment of Officers or assignment of specific duties to committees or individual Directors, if applicable
5. Unfinished business, if applicable
6. New business
7. Adjournment

### **Section 5 Waiver of Notice**

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 6 Meetings by Remote Communications Technology**

Subject to the notice provision aforementioned in this Article, the Directors may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **Section 7 Action by Unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

## **Article VII Quorum**

Two-thirds of the Board of Directors members (including the President/Executive Director) at an official Board of Directors meeting constitutes a quorum.

## **Article VIII Order**

For the purpose of conducting business, the President/Executive Director shall, in an orderly manner, preside over all of the affairs of the corporation.

## **Article IX Ecclesiastical Authority**

This organization is theocratic in government. Any disputes that arise over the interpretation of these bylaws shall be deferred to the highest authority of this organization. In this case it would be the President/Executive Director, with the advice of the Board of Directors. The President/Executive Director shall be responsible for the day-to-day decisions and shall run the affairs of the organization.

## **Article X Accountability Board**

The removal of the President/Executive Director shall be subject to this article. Until an Accountability Board is established, the removal of the President/Executive Director shall be accomplished by a simple majority vote of the board of directors (see Article VI Government). However, after the Accountability Board is established and confirmed by a vote of the Board of Directors, the power to remove the President/Executive Director shall be placed entirely within the Accountability Board's authority. After the Accountability Board is established and confirmed by a vote of the Board of Directors it shall be subject to the following:

There shall be an Accountability Board made up of no less than four (4) persons and no more than six (6), who shall serve without remuneration. The Accountability Board shall be made up of individuals nominated by the President/Executive Director of the corporation and confirmed by a two-thirds majority of the Board of Directors after careful consideration. (II Timothy 3:16, 17; Acts 15). The Board of Directors shall consider the nominations and vote to have each nomination appointed.

## **Section 1 Purpose**

The purpose of the Accountability Board is to:

1. Provide a spiritual covering by prayerfully giving necessary aid, instruction, guidance, protection and correction as well as counsel, wisdom and fellowship to the President/Executive Director (II Timothy 3:16, 17; Acts 15) and,
2. To hear accusations against the President/Executive Director of the corporation brought to them unanimously by the official Board of Directors excluding any disqualified individuals serving on the Board of Directors and make a determination as to whether the President/Executive Director has committed any of the infractions listed below.
3. The Board of Directors may call the Accountability Board into session to conduct an investigation and/or dismiss the President/Executive Director if they find him guilty of any of the following accusations against the President/Executive Director:
  - A. Adultery
  - B. Embezzlement
  - C. Compulsive Lying
  - D. Sexual Impurity
  - E. Conviction of a felony that is a violation of Scripture
  - F. The President/Executive Director not acting in the best interest of the organization

The Accountability Board will determine if the President/Executive Director is guilty or innocent and whether to discipline or dismiss him from office. The Accountability Board is the only entity that has the authority to dismiss the President/Executive Director from his position if, after being called into session in accordance with the provisions of this Article and after considering all accusations against him; they determine that it is the best course of action for him and the organization. The decision of the Accountability Board is final.

## **Section 2 Structure**

Any Member of the Accountability Board may be replaced or removed at any time deemed necessary by request of the President/Executive Director and confirmation of the Board of Directors of the corporation, provided that it not be after the Accountability Board has been called to officially meet in accordance with Section 1 of this Article.

The representative nominated by the President/Executive Director and confirmed by the Board of Directors shall chair the Accountability Board.

Future vacancies shall be nominated by the President/Executive Director and confirmed by the Board of Directors.

A record of the current and past Members of the Accountability Board shall be kept in a log under the custody of the official Board of Directors. The log shall clearly list the names of each member and the current chairman.

Any successor President/Executive Director to the founding or current President/Executive Director shall keep the Accountability Board that was in existence at the time he became President/Executive Director. He may, after a six-month period, make nominations for replacements of any or all of the Accountability Board members. When establishing any new Accountability Board member he must follow the procedure set forth in Section 1 of this Article.

### **Section 3 Quorum**

100% of the Accountability Board must be present to constitute a quorum. The Accountability Board may only meet if it has been called to do so with a unanimous vote by the official Board of Directors according to the provisions of this Article.

### **Section 4 Determinations**

Any action taken by the Accountability Board is valid by a three-fourths majority vote.

### **Section 5 Power**

The Accountability Board shall have no innate power or authority as a legal organizational entity, except that which is invested in them by these bylaws. Their decisions, when called together in accordance with Section 1 of this Article, shall be final.

## **Article XI Mutual Interest**

The behavior of anyone in fellowship with this organization is of common interest to the Board of Directors. (Gal. 6:1) This organization requires every Board of Directors member to adhere to a life style that is consistent with the doctrines of this organization as taught in the Holy Scriptures. Therefore, this organization reserves the right to refuse service to any individual, that is not submitting their life style to this Scriptural mode of conduct. This refusal would include services, benefits and any use of organization assets.

## **Article XII Prohibited Activities**

This organization is prohibited from engaging in activities which violate its written doctrines. This organization is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its written doctrines.

## **Article XIII Founder's Vision**

In establishing effective leadership within this organization, the vision of the founding President/Executive Director will be represented and carried out. It is the responsibility of the founding President/Executive Director to clearly articulate to the Board of Directors and the members the vision and mission of the organization. In the event of retirement,

passing, removal, or incapacity of the Founding President/Executive Director, his successor shall carry on the vision and mission for the life of the organization.

## **Article XIV Privacy**

This organization shall diligently watch to keep private all records concerning private information on individuals in connection with this organization. This organization must not disclose any records that may compromise information about an individual's giving and or counseling records.

## **Article XV Order**

For the purpose of conducting business, the President/Executive Director shall, in an orderly manner, preside over all of the affairs of the corporation.

## **Article XVI Finances**

### **Section 1 Fiscal Year**

The fiscal year of the corporation shall coincide with the calendar year beginning on January 1st, and ending on December 31<sup>st</sup> of each year.

### **Section 2 Audit**

The Treasurer and or other Board of Directors appointed person shall complete an internal audit. This audit of all financial records shall be made after the close of the calendar year, prior to the end of February.

### **Section 3 Checks, Payments and Withdrawals**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Chairman or the Executive Director or 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chairman and countersigned by the Executive Director.

## **Article XVII Transactions**

### **Section 1 Property Rights**

All property, real or chattel, shall be taken, held, sold, transferred or conveyed in the corporation's name. No real or chattel property of the corporation shall be sold, leased, mortgaged, or otherwise alienated without authorization of the President/Executive Director. The President/Executive Director of the corporation shall certify any such conveyances, leases, or mortgages.

### **Section 2 Loans**

The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefore in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **Article XVIII Dissolution**

In the event that the corporation ceases to exist, all assets of this organization shall, at the discretion of the Board of Directors be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XIX Indemnification**

This organization 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, counsel fees, judgments, fines, excise 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.

## **Article XX Records**

### **Section 1 Forms of Records**

When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

### **Section 2 Corporate Records**

The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors and a record of all actions taken by the Directors without a meeting. The Corporation or its agents shall maintain a record of the name and address of

each Director. The Corporation shall keep a copy of the following records at its Principal Office:

1. Its articles of incorporation and all amendments thereto currently in effect;
2. Its bylaws or restated bylaws and all amendments thereto currently in effect;
3. A list of names and business or home addresses of its current Directors and Officers;  
and
4. The Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

## **Article XXI Other Considerations**

Anything that has not been discussed in this constitution and bylaws shall be discussed and decided upon at an official Board of Directors meeting.

## **Article XXII Amendments**

Amendments to the Bylaws may be made by a three-fourths majority vote of the official Board of Directors, including the President/Executive Director.

These bylaws adopted on this day make null and void all prior addenda and these bylaws supersede and replace all previous bylaws voted on prior to this day.

Signed and certified, to be effective immediately.

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President/Executive Director of Second Saturday

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Secretary of Second Saturday

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Treasurer of Second Saturday