

# Spirit of Our Lord Ministries, Inc.

## Bylaws

### Article I: Organization

1. Name. The name of this nonstock corporation will be “Spirit of Our Lord Ministries, Inc.” (“SOLM”), as set forth in the Articles of Incorporation filed with the State of Maryland.
2. Principal Office. The principal office of SOLM will be designated by the Board of Directors of SOLM.
3. Purposes. The purposes of SOLM are set forth in the Articles of Incorporation.
4. Membership. The members of the Board of Directors of SOLM (“Directors”) will constitute the Members of SOLM.

### Article II: Board of Directors

1. Role / Duties / Requirements. The management of SOLM will be vested in a Board of Directors (the “Board”). The Board will have general charge of the affairs, property, and assets of SOLM. It will be the duty of the Board to carry out the mission and purposes of SOLM. Each Director will regularly attend Board meetings, contribute financially to SOLM on an annual basis, engage in fundraising for SOLM, and attend major functions of SOLM.
2. Classes. There will be only 1 class of Directors.
3. Number / Composition. The Board will be composed of a minimum of 3 persons and a maximum of 13 persons. The Board will be composed of persons representing the diversity of the community being served, taking into account race, gender, economic status, age, subject matter expertise, and other factors.
4. Elections / Vacancies. Directors will serve staggered terms so that at every Annual Meeting no more than 1/2 of the Board will be elected by the existing Directors. Vacancies occurring between Annual Meetings may be filled for the balance of the term through election by the existing Directors.
5. Term. Each Director will hold office for a term of 5 years. At the end of a Director’s term, the Director may be re-elected for additional terms. No person will serve more than 3 consecutive full terms on the Board. After serving the maximum time allowed, a person may again serve after being off the Board for 1 year. Directors may not serve perpetually.
6. Removal. Any Director may be removed from office, with or without cause, by a majority vote of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

7. Resignation. A Director may resign by submitting a written resignation to the President or to the other Directors if the resigning Director is the President. All resignations will be noted in the minutes of the next Board meeting after the resignation. Failure to attend 2 consecutive Board meetings in a 12-month period without excuse will constitute an automatic resignation from the Board.
8. Compensation. The Directors of SOLM will serve without compensation. Directors may be reimbursed for pre-approved, direct expenses reasonably incurred on behalf of SOLM. Nothing in this paragraph is intended to preclude a Director from receiving compensation for their service to SOLM in some other capacity, provided the transaction is consistent with SOLM's conflict of interest policy and these Bylaws.
9. Employment. Employment by SOLM will disqualify an individual from eligibility for election to the Board. Employment of a Director by SOLM will constitute an automatic resignation of the Director from the Board.

### **Article III: Officers**

1. Election / Vacancies. The Officers will consist of President, Vice President, Secretary, Treasurer, and any other Officer position duly created by the Board. Officers must be Directors of SOLM. The Officers will be elected by the Board at the Annual Meeting. This vote will take place after the election for Directors has concluded. The Board will fill any vacancy occurring in any office from the current Directors, and any Officer so elected will fulfill the term of their predecessor.
2. Term. Officers will serve a term of 2 years. At the end of an Officer's term, the Officer may be re-elected for additional 2-year terms. No Officer will serve more than 3 consecutive terms in the same office. Officers may not serve perpetually.
3. Removal. At any meeting that has met quorum, an Officer may be removed, with or without cause, as determined by a 2/3 vote of the Directors present. A vote for removal may occur at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. No Officer will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
4. Resignation. An Officer may resign by submitting a written resignation to the President or to the other Officers if the resigning officer is the President. All resignations will be noted in the minutes of the next Board meeting after the resignation. Resignation as an Officer does not constitute a resignation from the Board.
5. Authority and Duties. The Officers will have the authority and responsibility delegated by the Board and as follows:
  1. President. The President will preside at and conduct all meetings of the Board and the Executive Committee. The President may sign all contracts and agreements in the name of SOLM after the Board has approved them, serve as the representative

of SOLM in meetings and discussions with other organizations and agencies, and perform all the duties that are ordinarily the function of the office or assigned by the Board.

2. Vice President. The Vice President will perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President. If the office of the President becomes vacant, the Vice President will automatically become President.
3. Secretary. The Secretary will keep accurate records and minutes of all meetings of SOLM; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes of SOLM and a current listing, with phone numbers and addresses (mail and email), of the Directors at the Principal Office of SOLM.
4. Treasurer. The Treasurer will ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor SOLM's financial resources. The Treasurer will advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer will ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer will serve as a member of the Finance Committee and may serve as this committee's chair.
5. Other Officers. Other Officers holding positions created by the Board will perform such duties specified in writing by the Board or by Officers given authority over them.

#### **Article IV: Board Meetings**

1. Annual Meeting. The Annual Meeting of SOLM will be held at such place, date, and time as determined by the Board.
2. Regular Board Meetings. Regular meetings of the Board will be held at least quarterly and may be scheduled more often by the President.
3. Special Meetings. Special Meetings of the Board will be held at any time and at any place reasonable when called by the President or by at least 3 Directors or 25% of the Directors, whichever is greater. Business transacted at a Special Meeting will be confined to the purposes of the meeting stated in the notice of the meeting.
4. Notice of Meetings. Notice of Annual and Regular Board Meetings will be in writing, including electronic communications, and delivered at least 10 days before the date of the meeting to all Directors. Notice of a Special Meeting will state that it is a Special Meeting and include the purposes of the meeting and may be given orally or in writing, including electronic communications, at least 72 hours prior to the meeting time. All persons entitled

to vote at a meeting must receive proper notice of the meeting. Failure of any Director to respond to a notice will not invalidate the meeting or any action taken at the meeting.

5. Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an Executive Session, where only voting Directors and other persons invited by the Board may be present. The decision to enter Executive Session will be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only the actions taken.
6. Voting / Quorum. Except as otherwise provided in these Bylaws, decisions will be by majority vote of those present and eligible to vote at any meeting that has met quorum. A majority of the total number of Directors of SOLM will constitute a quorum. Each Director will have 1 vote. There will be no proxy voting.
7. Remote Participation. Directors may participate in meetings and vote on matters discussed therein by telephone or video conference or similar communications equipment where all persons participating in such meeting can communicate with each other at the same time. Participation by such means will constitute in-person presence of the Director at the meeting.
8. Action Without Meeting. Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing, including electronic communications, setting forth the action so taken is given by all the Directors entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Directors assembled and will be filed with the minutes.

## **Article V: Committees**

1. Creation and Powers. The Board may create such committees with such powers as it deems wise to have by majority vote of Directors at a meeting that has met quorum, but the Board may not transfer any fiduciary duties to said committees. Committees may be formed on an ad-hoc basis or may be a standing committee as provided below or in the resolution. The committees will perform work specifically tasked by the Board and overseen by the Chair and provide reports or recommendations to the Board following each committee meeting. Committees only have authority over specific tasks designated by the Board, so regardless of Board resolution, committees may not:
  1. take any final action on matters that require full Board approval;
  2. fill vacancies on the Board or any of its committees;
  3. amend the Articles of Incorporation;
  4. adopt, amend, or repeal the Bylaws;
  5. amend or repeal any resolution of the Board;
  6. appoint any other committees of the Board;

7. expend corporate funds except for an expressly Board-authorized purpose;
  8. approve a plan of merger, consolidation, or dissolution, or transfer of assets of SOLM;
  9. employ or discharge anyone from employment with SOLM;
  10. other than the Executive Committee, if so charged, committees will not enter into any agreement, contract, or obligation on behalf of SOLM; and
  11. other than the Executive Committee, if so charged, committees and their members will not portray themselves publicly as representing SOLM.
2. Appointments. The President will serve as an ex officio member of all committees. The President will appoint the members and the Chair of each committee. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting. The President may appoint to committees persons who are not Directors of SOLM.
  3. Committee Chairs. All committees created by the Board will be chaired by a member of the Board or, in the case of co-Chairs, at least one Chair must be a member of the Board, unless otherwise specified in these Bylaws.
  4. Minutes. Committee minutes must be kept and record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Board and must become part of the corporate record.
  5. Standing Committees. There will be the following Standing Committees:
    1. Executive Committee. The Executive Committee will be comprised of the President, Vice President, Secretary, Treasurer, and 1 member at-large to be filled by a member of the Board. When the Board is not in session, the Executive Committee will possess and exercise all powers of the Board in the management of the business and affairs of SOLM that lawfully may be exercised by the Executive Committee, except as specified above. The Executive Committee will provide reasonable notice of meetings of the Executive Committee to all Directors and will include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee will then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board and may elect to do so in Executive Session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next Board meeting be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the chief executive officer and, as necessary, for succession planning.
    2. Finance Committee. The Finance Committee will be responsible for oversight of the financial operations of SOLM. While serving on the Finance Committee, a member of the Committee will not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from SOLM; or (b) have participated in any other transactions with SOLM where the member had a financial interest within the

previous 12 months. The Committee will undertake at a minimum the following responsibilities:

1. Review, discuss, and recommend changes to the proposed annual SOLM budget and submit for approval to the Board;
  2. Review, discuss, and present the financial statements to the Board of SOLM for approval, at least quarterly;
  3. Oversee SOLM's audit, if required, including appointing the auditor and receiving the auditor's report. The Finance Committee will ensure that the full Board approves the audited financial statements and receives a copy of the management letter (if any), and the Finance Committee will monitor implementation of the management letter, if applicable. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit, provided the full Board has the opportunity to approve the audited financial statements;
  4. Recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by SOLM regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of SOLM of concerns regarding questionable accounting, auditing, or other financial matters;
  5. Periodically, review and discuss the quality, quantity, substance, and dissemination of financial information provided to the Board and the Finance Committee, recommending improvements as necessary; and
  6. Monitor the investments of SOLM and develop and recommend to the Board changes to SOLM's investment and endowment policies as appropriate.
3. Board Development Committee. The Board Development Committee will be responsible for oversight of the Board's governance activities and board development. This Committee will undertake at a minimum the following responsibilities:
1. Acting as a nominating committee by identifying and recruiting qualified individuals to be nominated to serve on the Board, and identifying and developing current Directors to serve in leadership roles on the Board, and recommending to the Board candidates for open Director and Officer positions, Director vacancies, and the at-large Executive Committee position;
  2. Orientation of new members on the Board;
  3. Ongoing Board and leadership development;
  4. Regular review of SOLM's Bylaws to ensure compliance with law and suitability for the needs of SOLM, and preparation of proposed amendments to the Bylaws and Articles of Incorporation, when necessary and appropriate;

5. Monitoring compliance by the Board with applicable law and best practices for nonprofit organizations;
6. Monitoring Board participation;
7. Making recommendations to the Board regarding the removal of Directors from the Board;
8. Monitoring compliance by Directors with SOLM's conflict of interest policy, reviewing disclosure statements submitted by Directors, and reporting any conflicts of interest to the full Board for further action in accordance with the policy; and
9. Facilitating ongoing board self-assessment.

### **Article VI: Appointed Officers and Staff**

1. Chief Executive Officer. The Board may appoint a chief executive officer, with a title appropriate to the functions of the top staff position. The Board may delegate duties and customary authority to the chief executive officer. The duties and authority delegated will be memorialized in a written job description. The chief executive officer will be subject to hire and termination by the Board. Except when the Board is meeting in Executive Session, the chief executive officer will attend and participate in meetings of the Board and of committees as an ex officio member but will not be entitled to a vote nor count toward quorum.
2. Other Staff. Other staff will be appointed by the chief executive officer, and the chief executive officer may delegate duties and customary authority to the staff. The duties and authority delegated will be memorialized in written job descriptions. Other staff will be subject to hire and termination by the chief executive officer.

### **Article VII: Miscellaneous**

1. Accounting Period. The accounting period of SOLM will be from January 1st to December 31st.
2. Amendments. These Bylaws may be amended by a 2/3 vote of the Directors present and entitled to vote at any meeting that has met quorum, provided the proposed amendment has been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment at least 10 days prior to the meeting date.
3. Conflicts of Interest. The Board will adopt a Conflicts of Interest policy that covers Directors, staff, and volunteers with significant decision-making authority with respect to the resources of SOLM. The Conflicts of Interest policy will identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors will be by majority vote of the Directors present at a meeting that has met quorum. An interested party will not be

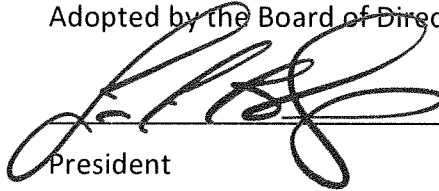
counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy must require that the minutes of the meeting will reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.

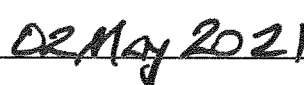
4. Corporate Records. SOLM will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board and all committees, and will keep at the Principal Office of SOLM a record of the names and addresses (both mail and email) of the Directors as well as its Articles of Incorporation, current Bylaws, and Board-approved policies. SOLM will make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its 3 most recently filed IRS Form 990s. All books and records of SOLM may be inspected by any Director within 3 business days of written request.
5. Dissolution. SOLM may be dissolved by a 2/3 vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Board in writing with written notice of the meeting date to decide on the proposed dissolution at least 30 days prior to the meeting date. In the event of the dissolution of SOLM, its assets will be distributed in accordance with its Articles of Incorporation.
6. Exoneration. To the fullest extent permitted by state or federal law, no Director of SOLM will be personally liable to SOLM for damages. Directors will not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors under this provision with respect to any act or omission that occurred prior to such amendment or repeal.
7. Indemnification. SOLM will indemnify: (a) its Directors, to the fullest extent permitted by state and federal law, including the payment of related legal fees; and (b) SOLM employees and agents to such extent as authorized by the Board. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled.
8. Insurance. The Board will evaluate SOLM's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.
9. Non-Discrimination. SOLM's Directors, employees, volunteers, and persons served will be selected in a non-discriminatory manner with respect to age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation with any of its policies, procedures, or practices.
10. Signature Authority. All checks, notes, acceptances, and orders for payment of money will be signed by any individual authorized by the Board as described in SOLM's financial policies



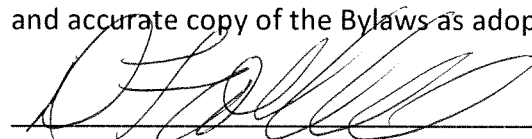
or in these Bylaws. All contracts, leases, and deeds of any kind will be signed by the President or any other agent of SOLM designated by the Board.


Adopted by the Board of Directors on 4/27/2021.

  
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President

  
\_\_\_\_\_  
Date

I, Denese Forkkio, being Secretary of SOLM, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Board of Directors.

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Date

Version History: Adopted 4/27/21