

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Illinois and the Articles of Incorporation of 724 MINISTRIES NFP. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Illinois, said Non-Profit 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 of Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation shall be known as 724 MINISTRIES NFP, and shall herein be referred to as the "Organization."

ARTICLE 2 – PURPOSE

The purpose for which the Non-Profit Organization is formed is set forth in the Articles of Incorporation.

The Organization is established within the meaning of IRS Publication 557 Section 501(c) (3) Corporation/Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to providing nutrition and welfare services to those in need.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization 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.

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

ARTICLE 3 – OFFICES

The principal office of the Organization shall be located at 724 Walnut St, Murphysboro, Illinois 62966. The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and

paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Illinois. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to seven (7) members, but no fewer than five (5) Board members. The number of Board members may be increased beyond seven members by the affirmative unanimous vote of the then-serving Board of Directors. A Board member need not be a resident of the State of Illinois.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Board Elections

Members of the Board shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by unanimous vote of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of two (2) years. No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one (1) additional year. No person shall serve more than five (5) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;

- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by unanimous vote of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board, Secretary/Treasurer of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed for cause at any duly constituted meeting of the Board, by the affirmative of unanimous vote of then-serving Board members.

Conflict of Interest

A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if; (a) another entity in which the director has a material interest or in which the director is a general partner or is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance or hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board or a committee of the board if; (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and (b) the directors approving the transaction in good faith reasonably believe the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President of the Board or any three regular Board members may call a special meeting of the Board with seven days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or text message. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

Either the Secretary/Treasurer or the Executive Director shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary/Treasurer or Executive Director are unavailable, the President of the Board shall appoint an individual to record minutes of the meeting. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, or emailed, within 10 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board the presence of a majority of the board members shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Board shall decide the issue in question. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE 6 – OFFICERS**Officers and Duties**

The Board shall elect officers of the Organization as defined by Board resolution but in no case less than two officers, including a President and a Secretary. A single Board member may serve in the capacity of more than one officer. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President or Secretary/Treasurer of the Board, without bias or predisposition to all rights, if any, under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

President of the Board

It shall be the responsibility of the President of the Board (President), when present, to preside over all meetings of the Board of Directors. The President of the Board is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when required by law that the President's signature must be provided.

Secretary/Treasurer

The Secretary/Treasurer, or his/her designee, shall be the custodian of all cash funds of the Organization along with all records and documents of the Organization, which are required to be kept at the principal office of the Organization. S/he shall attend to the giving and serving of all notices of the Organization and affix her/his signature to all documents, the execution of which on behalf of the Organization is duly authorized in accordance with the provisions of these bylaws.

Executive Director

The Executive Director shall be appointed by majority vote of the Board of Directors. It shall be the responsibility of the Executive Director, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The Executive Director shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Executive Director shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The Executive Director shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

The Executive Director, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

ARTICLE 7 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Executive Director or other such persons authorized by the Board of Directors may execute any corporate instrument or document, or sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by the Executive Director and approved monthly by the Secretary/Treasurer.

ARTICLE 8 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board. All such records shall be kept at a place or places as designated by the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. The Organization shall make these financial statements available to the Illinois Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

ARTICLE 9 – FISCAL YEAR

The fiscal year for this Organization shall begin on July 1 and end on June 30 of the following year.

ARTICLE 10 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by unanimous vote of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

CERTIFICATE OF SECRETARY/TREASURER

I, Kayla Morgan, certify that I am the current elected and acting Secretary/Treasurer of 724 Ministries NFP, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on October 25, 2021, and that they have not been amended or modified since the above.

EXECUTED on this 25th day of October, 2021 in the County of Jackson in the State of Illinois.

Signed original on file at 724 Ministries

Kayla Morgan, Secretary/Treasurer