

**BY-LAWS
OF
BEAUTIFUL BROKEN VESSELS**

**Article I
Corporation Offices and Purpose**

Section 1.1 Registered Office. The corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office. Such registered office shall be located at 717 Strathwood Way Rolesville NC 27571, Wake County, North Carolina, or at such other place within the State of North Carolina as may from time to time be fixed and determined by the Board of Directors.

Section 1.2 Principal Office. The principal office of the corporation shall be located at 717 Strathwood Way, North Carolina 27571.

Section 1.3 Purpose. The principal purpose of Beautiful Broken Vessels is as follows: To educate and transform the lifestyle of adolescents and young women, as they learn to love self and curate healthy relationships.

Article II

Membership

Section 2.1 Members. The corporation shall have no members.

Article III

Purpose, Objective and Governing Instruments

Section 3.1 Charitable, Educational, and Scientific Purposes and Powers. The purpose of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)". In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to educate and transform the lifestyle of adolescents and young women, as they learn to love self and curate healthy relationships.

Section 3.2 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 3.3 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any basis prohibited by law.

Section 3.4 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article IV

Board of Directors

Section 4.1 Duties of Directors. The Board of Directors is the body with the ultimate authority over and oversight of the corporation. As such, all corporate powers are exercised by or under the authority of, and the business and affairs of the corporation are managed under the direction of, the Board of Directors, subject to any limitation in the Articles of Incorporation or these Bylaws that is otherwise lawful. Any corporate officer or employee exercises authority only as delegated by the Board of Directors.

Section 4.2 Number, Election and Qualifications. The corporation shall be governed by a Board of Directors. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. The number of persons on such Board of Directors shall be a minimum of three (3). Those persons elected to succeed Directors whose terms have expired shall be elected by the then members of the Board of Directors. They must receive the affirmative vote of a majority of the members on the Board of Directors present and voting. The Board of Directors by a majority vote will also determine the number of Directors. Directors must be natural persons who are 18 years of age or older.

Section 4.3 Board Meetings and Organization. A minimum of five meetings per year of the Board of Directors shall be held at the office of the corporation. One of the Board meetings shall be designated as an annual meeting. The Board of Directors may provide a resolution for the holding of such meetings at a place other than the office of the corporation, within or without the State of North Carolina, without other notice than such resolution. The Board of Directors shall elect a Chair and any number of Vice-Chairs, whose duties are not as officers of the corporation but as organizers of and facilitators for the Board of Directors itself. Unless the Board has delegated the duty to another Board member or an officer, the Chair, or in his or her absence, a Vice-Chair, will establish the agenda for and moderate all meetings of the Board of Directors. The Board of Directors may appoint a Board Secretary to keep Board meeting minutes and other record keeping duties as may be adopted by resolution of the Board.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or Vice-Chair or by three (3) or more of the Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of North Carolina as the place for the holding of such special meeting.

Section 4.5 Notice of Meetings. Notice of each regular meeting of the Board of Directors shall be given at least fifteen (15) days prior thereto. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto. All notices shall be in writing delivered personally, sent by mail to each Director at his address as shown on the records of the corporation, or by electronic

email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 4.6 Participation by Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, similar communications equipment or virtual communications allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.7 Quorum. At any meeting of the Board, A majority of the number of Directors then in office constitutes a quorum for the transaction of business.

Section 4.8 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. Each Director shall have one vote. In the event there is a tie in any vote, the President shall have an additional vote to be the tiebreaker.

Section 4.9 Resignation of Directors. Any Director may resign at any time by giving notice thereof in writing to the Chair or Vice-Chair of the Board. Such resignation shall take effect at the time specified by the Chair or Vice-Chair unless it shall be necessary to accept such resignation by its terms before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

Section 4.10 Vacancies. In the event of any vacancy occurring in the Board of Directors due to death, resignation, and disqualification or otherwise, the remaining Directors shall continue to act; and such vacancy may be filled by the vote of a majority of the remaining Directors. Any Director so chosen shall hold office of the unexpired portion of the term of the person whom the newly elected Director succeeds and until his successor shall have been duly elected and qualified, or until his death, or until he shall resign or shall become disqualified. An increase in the number of Directors shall be deemed to create vacancies in the Board of Directors to be filled in the manner provided in **Section 2** of this **Article III**.

Section 4.11 Compensation of Directors. Directors shall not receive any compensation for their services as such; provided, however, that nothing herein contained shall be construed to preclude any person who is a Director from also serving the corporation in another capacity and receiving compensation.

Section 4.12 Election of Directors and Permissibility of Class Election.

(a) After the initial meeting of Directors following incorporation, Directors are elected at each annual meeting unless their terms are staggered and Director's successor has been elected and qualified, or until his or her death, resignation or removal.

(b) Directors may be divided into classes and the terms of office of the several classes need not be uniform.

Section 4.13 Terms of Directors.

(a) Except for those Directors placed into groups upon the Board's division of the Directors into staggered terms, Directors' terms expire at the annual meeting following their election.

(b) A decrease in the number of Directors does not shorten an incumbent Director's term.

(c) A Director elected to fill a vacancy is elected for the unexpired term of his predecessor in office.

(d) Despite the expiration of a Director's term, he continues to serve until his successor is elected and qualifies, until there is a decrease in the number of Directors, or until he resigns, is removed, or dies.

Section 4.14 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.15 Staggered Terms for Directors.

(a) The Board of Directors may by resolution divide the total number of Directors into three groups, with each group containing an equal number of Directors, as near as may be, and with each group's term expiring at one of the three annual meetings following the division.

(b) Following such division, at each annual meeting held thereafter, Directors must be chosen for three-year terms to succeed those whose terms have expired.

(c) If the number of Directors is thereafter changed, the Directors must apportion any increase or decrease in the number of Directors among the groups so as to make all groups as nearly equal in number as possible

Section 4.16 Advisory Boards.

(a) The Board of Directors may establish one or more advisory Boards and may appoint individuals to and remove individuals from such advisory Boards at the pleasure of the Board of Directors.

(b) Advisory Board members are limited to providing advice and recommendations to the Board of Directors. Neither a Board of advisors nor any individual advisor shall have any power or authority to act on behalf of or bind the corporation in such capacity.

Article V

Officers

Section 5.1 Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer and any such other officers as may be appointed in accordance with the provisions of **Section 3** of this **Article IV**. Any two (2) or more offices may be held by one (1) person except the offices of President and Secretary; but no officer shall sign or execute any document in more than one (1) capacity.

Section 5.2 Election and Qualifications; Term of Office. The officers of the corporation shall be a President, a Secretary, a Treasurer and any such other officers as may be appointed in accordance with the provisions of **Section 3** of this **Article IV**. Any two (2) or more offices may be held by one (1) person except the offices of President and Secretary; but no officer shall sign or execute any document in more than one (1) capacity

Section 5.3 Subordinate Officers and Agents. The Board of Directors from time to time may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe his respective authority and duties.

Section 5.4 Removal. The officers specifically designated in **Section 1** of this **Article IV** may be removed, either with or without cause, by vote of a majority of the whole Board of the Directors at a special meeting of the Board called for that purpose. The officers appointed in accordance with the provisions of **Section 3** of this **Article IV** may be removed, either with or without cause, by the Board of Directors, by a majority vote of the Directors present at any meeting, or by any officer or agent upon whom such power of removal may be conferred by the Board of Directors.

Section 5.5 Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the corporation, or, if he were appointed by an officer or agent in accordance with **Section 3** of this **Article IV**, by giving written notice to the officer or agent who appointed him. Any such resignation shall take effect upon its being accepted by the Directors or by the officer or agent appointing the person so resigning.

Section 5.6 Vacancies. A vacancy in any office because of death, resignation, removal or disqualification or any other cause shall be filled at a regular or special meeting of the Directors in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

Section 5.7 President. The president shall be the chief executive officer of the corporation and subject to the instructions of the Board of Directors, shall have general charge of the business, affairs and property of the corporation and control over its other officers, agents and employees.

Section 5.8 Secretary. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the records, books, reports, statements, certificates and other documents of the corporation and the seal of the corporation, see that the seal is affixed to all documents requiring such seal and in general shall perform all duties and possess all authority incident to the office of Secretary, and shall perform such other duties and have such other authority as from time to time may be assigned by the Board of Directors.

Section 5.9 Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the corporation, and shall in general perform all duties and have all authority incident to the office of Treasurer and shall perform such other duties and have such other authority as from time to time may be assigned or granted by the Board of Directors.

Section 5.10 Duties of Officers may be Delegated. Due to the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the power or duties of such officer to any other officer or to any Director for the time being, provided, however, a majority of the entire Board of Directors concurs therein.

Section 5.11 Salaries of Officers. No officer of the corporation shall receive a salary for his services as such officer.

Section 5.12 Contract Rights of Officers.

- (a) The appointment of an officer does not itself create contract rights.
- (b) The removal of an officer does not affect the officer's contract rights (if any) with the corporation.
- (c) An officer's resignation does not affect the corporation's contract rights (if any) with the officer.

Section 5.13 Special Probation. The positions of President of the corporation and Chair of the Board of Directors shall not be held concurrently by the same person.

Article VI

Contracts, Loans, Deposits, Checks, Drafts, etc.

Section 6.1 Contracts. Except as otherwise provided in these Bylaws the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instruments on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors.

Section 6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the corporation to whom such power may from time to time be given by the Board of Directors.

Section 6.4 Checks, Drafts, etc. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the President or in such other manner as the Board of Directors from time to time may determine.

Section 6.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. This would include designated gifts given to the ministry such as those for: The Singles Network, WLFJ missions activities, India ministry, The Community Assistance Fund, hurricane relief and other special projects.

Article VII

General Provisions

Section 7.1 Corporation Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

Section 7.2 Fiscal Year. The fiscal year of the corporation shall be established from time to time by resolution of the Board of Directors.

Section 7.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the **Articles** of Incorporation or the **Bylaws** of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7.4 Amendment to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present and voting; provided, however, that at least seven (7) days notice in writing shall be given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Article VIII

Indemnification and Limitation of Liability

Section 8.1 Indemnification of Directors. Upon a Director's compliance with any prerequisites required by the Code, the corporation must indemnify an individual who is a party to a proceeding because the individual is or was a director, to the greatest extent allowed under the Code, against reasonable expenses incurred by the director in connection with the proceeding, whether advanced before final disposition of a proceeding or after such disposition, and against liability incurred in the proceeding.

Section 8.2 Indemnification of Officers, Employees, and Agents. The corporation must indemnify and advance expenses to an officer and may indemnify and advance expenses to an employee or agent by Board of Directors resolution, to the extent that the corporation indemnifies and advances expenses to directors pursuant to **Section 1** of this **Article VII** above.

Section 8.3 Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

These Bylaws were adopted at a meeting of the Board of Directors of [Beautiful Broken Vessels] on Saturday June 27, 2020.

Brittany Shahon Marshall
President

Susan Marshall
Secretary

Elizabeth Jones
Treasurer