

# By-laws for Kenyan Schoolhouse Ministry, Inc.

Nonprofit Incorporated Under the Laws of the State of Tennessee

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## ARTICLE I – Name

The official name of the corporation is Kenyan Schoolhouse Ministry, Inc. The corporation may also be recognized as “KSM” or “corporation” hereinafter.

## ARTICLE II - Purposes

The purposes of the corporation are set forth in the Charter, as may be amended from time to time. This Article provides amplifying information in support of the Charter and for the public benefit.

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the same code.

The specific objectives of the corporation are to provide educational resources and related materials for the benefit of primary school age children in Kenya, Africa. This may be in the form of tangible educational materials, such as books, desks, internet services, computers, paper and similar. It may also be in the form of intangible support, such as providing volunteers as teacher assistants in the classroom, providing grade-specific in-school or extracurricular tutoring, supporting development of lesson plans and/or similar. Any efforts of the corporation, either direct or indirect, that promote educational opportunities for these children are considered to be supportive of the Purposes herein.

The corporation may seek to collaborate with other nonprofit organizations that fall under IRC 501(c)(3), or related qualifying IRC sections, and are operated exclusively for educational and charitable purposes. Such collaboration may be in terms of both tangible and non-tangible interactions. Efforts must always be focused on better educating and elevating the position of primary school age children in Kenya, Africa, in order that their futures may be advanced. It is critical that the resources of the corporation be *invested* in these children in order to help them not merely exist, but to *thrive* as individuals and citizens. Through these efforts, it is hoped that the nation of Kenya will see tangible benefits in terms of building future leaders of the country, at every level – local, regional or even national. It is understood that the primary school years form a *critical time* that students may be reached such that their hearts, souls and minds may be positively influenced for the betterment of society.

At times, per the discretion and determination of the Board of Directors, the corporation may provide for internships and/or volunteer opportunities in order to have the potential for greater positive impact to primary school age children in Kenya, as well as their schools, faculty, family, tribes and overall community. Internships and volunteer efforts shall be governed by the requirements contained in plans, policies and procedures approved by the Board of Directors.

As a ministry, the supporting aim of all corporate efforts is evangelism. The corporation is dedicated to the public benefit, while spreading the Good News at every opportunity to the people of Kenya, as well as anyone encountered during the performance of corporate activities.

### **ARTICLE III – IRC Section 501(c)(3) Tax Exemption Provisions**

Section III.1. Limitations on Political and Related Activities: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section III.2. Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Directors, 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 of this corporation.

Section III.3. Potential Conflict of Interest: No member shall act so as to further private interest(s) above the purpose of the corporation, thereby creating a potential conflict of interest with Board membership responsibilities. Each Board member is charged with self-reporting any potential conflict of interest, no matter how slight the potential, at the earliest opportunity in accordance with approved policies and procedures contained in the Operations Manual.

Section III.4. Unrelated Trade or Business: The corporation shall not enter into any unrelated trade or business endeavors; generally, this includes any activity(ies) conducted for the production of income from selling goods or performing services not substantially related to the Purposes set forth in Article II hereof.

Section III.5. Other Provisions: Notwithstanding any other provisions of these By-laws, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE IV - Board of Directors

Section IV.1. General Powers: As steward of the public trust, the Board of Directors ("Board") shall be responsible for governance; the ongoing process of due diligence to assure the health and effectiveness of the corporation. The Board shall have the power to govern all business affairs and property of the corporation, in keeping with requirements it establishes that define the Board's scope of authority and limitations.

Section IV.2. Number of Directors: The Board shall consist of at least three (3) and no more than fifteen (15) members, as determined from time to time by the Board. All Directors shall have identical rights and responsibilities.

Section IV.3. Term of Office: Directors shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Directors shall take office immediately following the close of the meeting at which they are elected. Once they have completed a term, they are eligible to serve an additional term by undergoing the nomination and election process. There are no term limits imposed on Directors.

Section IV.4. Adherence with Corporate Requirements: Members of the Board of Directors shall adhere to the Charter, the By-laws, as well as all plans, policies and procedures established by the Board in the Operations Manual.

Section IV.5. Serving Without Compensation: Directors shall serve in a volunteer capacity without compensation. Compensation includes salary or wages, deferred compensation, retirement benefits, fringe benefits and/or bonuses. This does not limit payment of reasonable reimbursement of expenses incurred in the discharge of a Director's duties, as governed by the Operations Manual.

Section IV.6. Composition of the Board of Directors: Board members shall be sought who reflect the qualifications and diversity determined by the Board in its Operations Manual.

Section IV.7. Qualifications: Any person may serve as a Director that has reached the age of majority in Tennessee and is duly elected to the position.

Section IV.8. Nomination and Election: Potential new Board members may be nominated by any active member. Election is acted on per written requirements in the Operations Manual. The newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section IV.9. Corporate Plans, Policies and Procedures (Operations Manual): Each Board member is responsible for adherence to all plans, policies and procedures adopted by the Board for the functioning of the corporation, as contained in the Operations Manual.

Section IV.10. Vacancies: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation

of a qualified candidate by the Committee on Directorship, by the affirmative vote of the majority of the Board. A Director elected to fill the vacancy shall be elected for the unexpired term of their predecessor in office.

Section IV.11. Resignation: A Director may resign at any time by filing a written resignation with the President of the Board.

Section IV.12. Removal: The Board may remove any Director *for any reason* by a two-thirds (2/3) vote of all Directors then in office, at any regular or called meeting of the Board, provided that a statement of the reason or reasons, as applicable, shall have been mailed via US Mail, certified, to the Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take removal actions. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

During the period of time that any removal actions are in process, the affected Director shall have no official powers, either directly or indirectly, until such time removal actions are completed OR the Director is restored in all official capacities to the Board.

## **ARTICLE V - Rules of Order**

The rules of order in the current edition of Robert's Rules of Order (12<sup>th</sup> Edition) shall govern the conduct of all meetings of the corporation, except where they may be in conflict with the Corporate Charter, these By-laws, or other policies and procedures adopted by the Board of Directors.

## **ARTICLE VI – Meetings of the Board of Directors**

Section VI.1. Regular and Annual Meeting: The Board shall meet at least four (4) times per year, one of which shall be the annual meeting, held in the first quarter of each year (January, February or March). Notice shall be given to each Director at least fifteen (15) days prior to the date of every regular meeting of the Board. Stipulation of the annual Board calendar shall fulfill the requirement for notice.

Section VI.2. Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Board by filing a written request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting.

Section VI.3. Quorum: One-half plus one (1) of the Directors then in office (a majority) shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these By-laws.

Section VI.4. Meeting Format: The Board shall select its own meeting format in any method allowed by the laws of the state of Tennessee. Any such meeting, whether regular or special,

complying with sections VI.1 or VI.2 shall constitute a meeting of the Board of Directors and shall subscribe to rules adopted by the Board in the Operations Manual. In light of the impacts of COVID-19, use of virtual meetings (such as Zoom or similar platforms) shall be an approved meeting format for the performance of any Board meeting (see also Section VI.7, below).

Section VI.5. Meeting Notice: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section VI.6. Action: Any action required by the Board of Directors may be taken without a meeting, provided all Directors receive notice of said proposed action in writing or by electronic transmission, and a majority of Directors consent thereto in writing or by electronic transmission. Response to the information shall constitute a waiver of notice requirements. The writing(s) or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section VI.3, above.

Section VI.7. Place of Meeting: Given the impact of the COVID-19 virus in the recent past, allowance to hold *virtual meetings* is established as being a suitable place and form of meeting. Virtual meetings shall be considered the primary method and *location* of meetings, unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors (this is in full support of Section VI.4, above).

Section VI.8. Proxy and Alternates: Voting by Directors by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

## **ARTICLE VII – Chief of Staff**

The Board of Directors shall have the discretion to appoint a chief staff person (commonly referred to as Chief of Staff), who shall be responsible for carrying out the day to day work of the corporation in accordance with the plans, policies and established from time to time by the Board of Directors in the Operations Manual.

## **ARTICLE VIII - Committees**

Section VIII.1. Establishment and Functioning of Committees: The Board of Directors shall establish such committees as advisable to assist with governance, without compromising the Board's authority and in keeping with the approved Operations Manual established by the Board.

Section VIII.2. Standing Committees: Standing Committees of the Board of Directors shall be: Finance Committee, Fundraising Committee, Donor Management Committee and By-laws Committee. These committees shall operate in accordance with the requirements set forth in the Operations Manual established by the Board. The President, in consultation with the Chief of Staff (if so filled), shall appoint committee chairs. Standing Committees shall have no power to act independently for or on behalf of the corporation; all desired actions within their area of care and influence must be approved by the Board of Directors. Unless otherwise stated, all Committees shall report directly to the Board of Directors, the Chief of Staff (if so filled), or as addressed in the Operations Manual.

Section VIII.3. Executive Committees: The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least one (1) Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease the number of the members of any executive committee, and fill vacancies on any executive committee from the members of the Board or other designees. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require in the Operations Manual.

Section VIII.4. Other Committees: The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section VIII.5. Meetings and Actions of Committees: Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with procedures approved by the Board of Directors for such purpose in the Operations Manual.

## **ARTICLE IX – Corporate Officers**

Section IX.1. Positions: There shall be four (4) elected Officers of the Board of Directors: President, Vice President, Secretary, and Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, assistant secretaries, assistant treasurers, and other such Officers with such titles as may be determined from time to time by the Board of Directors.

Section IX.2. Qualifications: Any person may serve as an Officer that is the age of majority in Tennessee and is duly designated, or elected, to the position.

Section IX.3. Election: Officers shall be elected by the Board of Directors, at any annual or called meeting, and each Officer shall hold office until they resign or are otherwise disqualified to serve, whichever occurs first.

Section IX.4. Serving Without Compensation: Officers shall serve in a volunteer capacity without compensation. Compensation includes salary or wages, deferred compensation, retirement benefits, fringe benefits and/or bonuses. This does not limit payment of reasonable reimbursement of expenses incurred in the discharge of an Officer's duties, as governed by the Operations Manual.

Section IX.5. Removal and Resignation: Any Officer may be removed, without cause, by the Board of Directors on a unanimous vote of all members. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

Section IX.6. Vacancies: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily through appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section IX.7. Duties of President: The President shall be the Chief Executive Officer (CEO) and Executive Director of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the corporate Charter, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the corporate Charter, or by these By-laws, they shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

Section IX.8. Duties of Vice President: In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the corporate Charter, or by these By-laws, or as may be prescribed by the Board of Directors.

Section IX.9. Duties of Secretary: The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these By-laws as amended or otherwise altered to date;
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable,

- meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (i) the next meeting of the Board, committee, or other body for which the minutes, consents, or supporting documents are being recorded, or (ii) sixty (60) days after the date of the meeting or written consent;
  - d. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
  - e. Be custodian of the records, as authorized by law or the provisions of these By-laws, to duly executed documents of the corporation;
  - f. Exhibit at all reasonable times to any Director of the corporation, or to their agent or attorney, on request therefor, the By-laws and the minutes of the proceedings of the Directors of the corporation; and
  - g. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the corporate charter, or by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

Section IX.10. Duties of Treasurer: The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- e. Work with the Certified Public Accountant (CPA) selected by the Board of Directors to establish and maintain all accounting and financial data, reports, filings, and similar, ensuring that all requirements with federal, state and local tax laws are met at all times;
- f. Exhibit at all reasonable times the books of account and financial records to any Officer of the corporation, or to their agent or attorney, on request therefor;
- g. Render to the President and Directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the corporation;
- h. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, audits or official responses by competent and authorized authorities; and
- i. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the corporate charter of the corporation, or by these By-



laws, or which may be assigned to him or her from time to time by the Board of Directors.

Section IX.11. Presidential Succession: In cases of temporary absence, the succession shall be Vice President, Treasurer, and then Secretary. In the event that the elected President is unable to fulfill their term, the Vice President shall become President. The Vice President position shall not automatically succeed to the President; any individual Board member shall be a candidate for President.

## **ARTICLE X – Indemnification of Directors and Officers**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer 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 they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they 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.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified Directors and Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Director or Officer under this Article shall apply to such Director or Officer with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE XI – Plans, Policies and Procedures**

Plans, policies and procedures shall be established by the Board that positively promote and accomplish the achievement of the Purposes (Article II) of the corporation. These plans, policies and procedures (collectively, the "Operations Manual"), along with these By-laws and Charter, provide the legal framework of all corporate operations. Any items not specifically addressed in

these By-laws or the Operations Manual come under the purview of: (i) first, the Board of Directors to determine the level of potential need to formalize such a matter in a plan, policy and/or procedure, and (ii) the nature of the specific potential need (i.e., legal requirements implementation and monitoring, new issue(s) encountered that require formal attention or similar).

The Board-approved plans, policies and procedures contained in the Operations Manual are used for day-to-day functions of the corporation. Unless otherwise specified by the Board, the Chairperson/ Executive Director or Chief of Staff (if filled) shall administer the Operations Manual, being responsible for maintaining it up-to-date on a reasonable periodicity, as needed, but not more than annually.

**Section XI.1. Conflict of Interest Policy and Procedure:** A formal Conflict of Interest Policy, along with formal procedure, shall be developed and implemented that addresses whether any member of the Board of Directors, Officers, or other individuals associated with the firm may have a potential situation where they may derive personal benefit, either directly or indirectly, from actions or decisions made within their official capacity in the corporation. The policy shall require that all Directors and Officers be required to disclose, at least annually, any potential interests or endeavors they have, or have planned, that could possibly give rise to potential conflicts. The policy shall also describe administration and enforcement of compliance actions.

The Conflict of Interest policy is meant to protect this tax-exempt corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section XI.2. Whistleblower Policy:** A formal Whistleblower Policy shall be developed and implemented through an approved corporate procedure. The policy shall describe the process whereby any Director, Officer, intern, volunteer, or other individual, is able to come forward with information on potential illegal practices or violations of adopted plans, policies and procedures of the organization, without fear of retaliation. It shall identify the reporting process and other necessary actions, as applicable.

**Section XI.3. Document Retention and Destruction Policy:** A formal Document Retention and Destruction Policy shall be developed and implemented through an approved corporate procedure. The policy shall specifically address document retention and destruction provisions associated with performance of corporate business efforts, focusing heavily on financial documentation.

**Section XI.4. Anti-Terrorism Plan:** A formal Anti-Terrorism Plan shall be developed and implemented through an approved corporate procedure. Kenya, as well as surrounding countries, have active organizations that are considered to be terrorist in nature; those being persons or groups that use unlawful violence and intimidation, especially against civilians, in the

pursuit of their political and religious aims. The US Government and charities share common interests in promoting and protecting charitable giving and spending, while working to prevent any potential financial benefits to these terrorist organizations. Through such a Plan, the US government and this corporation can help to identify potential terrorist financing risks, clarify obligations and best practices, facilitate compliance with U.S. Law, and help to promote the lawful achievement of the corporation's Purposes (Article II).

Section XI.5. Availability of Governing Documents to the Public: A formal procedure shall be developed and implemented that addresses how key financial information and other documents are made available, in a timely manner, to the general public. This procedure shall address how documents such as IRS Form 990 (appropriate version) and governing documents (i.e., corporate policies and procedures, and similar) are published so as to be immediately available to the public. This procedure shall specifically address compliance with Section 6104 of the IRC, which requires publication of information required from certain exempt organizations (i.e., disclosure of IRS Forms 1023 and 990 (appropriate version), such that these documents are readily available for public inspection. The procedure should address posting such materials on the corporation's website (<https://www.kenyansm.org>) for review, downloading, and/or printing by the public at no charge.

## **ARTICLE XII - Execution of Instruments, Deposits, and Funds**

Section XII.1. Execution of Instruments: The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section XII.2. Checks and Notes: Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by another Officer of the corporation. Countersignature to the Treasurer shall be by the President or Secretary of the corporation.

Section XII.3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section XII.4. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, donation, gift, bequest, grant or devise for the nonprofit purposes of this corporation.

### ARTICLE XIII - Fiscal Year

The fiscal year of the organization shall begin on January 1st and terminate on December 31<sup>st</sup> of each year.

### ARTICLE XIV - Corporate Records, Reports and Seal

Section XIV.1. Maintenance of Corporate Records: The corporation shall keep at its principal office, in electronic or hardcopy form:

- a. Minutes of all meetings of Directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's corporate Charter and By-laws as amended to date, which shall be open to inspection at all reasonable times during office hours; and
- d. A copy of all corporate plans, policies and procedures, as are approved and active at that time in the Operations Manual.

Section XIV.2. Corporate Seal: The Board of Directors may adopt, not adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument (TN Code Title 48, Corporations and Associations Section 48-11-301). The Secretary shall be responsible for the corporate seal, as applicable.

Section XIV.3. Directors' Inspection Rights: Every Director and Officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the corporate charter, other provisions of these By-laws, and in accordance with provisions of law.

Section XIV.4. Right to Copy and Make Extracts: Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section XIV.5. Annual Corporate Report: The Board of Directors shall cause any annual corporate report required by the State of Tennessee to be prepared and delivered, as required by law. The Treasurer has the authority to disburse funds in payment for any fee(s) associated with the filing of such a report.

Section XIV.6. Publication of Documents and Records: Documents and records shall be made available to federal, state and local authorities, upon request. Publication of corporate documents and records shall be accomplished through a Board of Director's approved procedure contained in the Operations Manual.

## **ARTICLE XV – Addresses of the Corporation**

The principal office address for records, files, official correspondence, the registered agent, as well as any other official business with the corporation, is 170 Williams Road, Manchester, TN, 37355, USA. The Chairperson of the Board/ President shall monitor this mail and be responsible for timely actions related to any mailings received or sent.

Routine mail, as well as other correspondence, related to routine activities should be addressed to PO Box 391, Rockvale, TN 37153. Any mail going outside the corporation, or coming into the corporation, potentially associated with donations, funds, and other monies, shall be sent to the attention of the Treasurer at this address. The Treasurer shall monitor this mail and be responsible for timely actions relating to any mailings received or sent.

Certified mail, registered mail, overnight letters/ packages, or similar correspondence that requires a signature by a representative of the corporation shall only be signed by the President, Treasurer or Secretary. Should none of these individuals be available in a timely manner, they may delegate such action(s) to a responsible individual, preferably, a member of the Board of Directors by oral or electronic means, whichever is selected.

Section XV.1. Other Offices: The corporation may have other offices at such other places, within or without the State of Tennessee, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, determine and act upon. The corporation, being international in nature with its relationships in Kenya, Africa, may also adopt various physical locations, as approved and sanctioned by the Board of Directors, in locations within Kenya, Africa, in order to better to accomplish the Purposes (Article II) of the corporation.

## **ARTICLE XVI - Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the corporate charter, these By-laws, or provisions of law.

## **ARTICLE XVII – Construction and Terms**

If there is any conflict between the provisions of these By-laws and the Charter of this corporation, the provisions of the Charter shall govern.

Should any of the provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding.

All references in these By-laws to the Charter shall be to the Charter for Kenyan Schoolhouse Ministry, Inc., a Tennessee nonprofit corporation, as filed with the Secretary of State for Tennessee, and used to establish the legal existence of this corporation.

References in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **ARTICLE XVIII – Dissolution**

In the event the nonprofit corporation dissolves, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporate assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3) and serve a similar charitable purpose as the nonprofit corporation.

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, shall dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

### **ARTICLE XIX - Amendments**

These By-laws may be amended at a regular or special meeting by a two-thirds vote of all Directors then in office, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

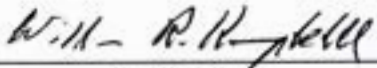
### ADOPTION OF BY-LAWS

We, the initial Incorporators, Directors and Officers identified in the Charter for Kenyan Schoolhouse Ministry, Inc., a Tennessee Nonprofit Corporation, do hereby adopt the foregoing By-laws, consisting of the preceding fourteen (14) pages.

Signed, this the 4<sup>th</sup> day of March, 2022:

  
Signature

Michael E. Parrish  
Printed Name

  
Signature

William R. Kampbell  
Printed Name

  
Signature

William L. Powell  
Printed Name

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