

**AMENDED AND RESTATED BYLAWS
OF
GLOBAL OUTREACH INTERNATIONAL, INC.
A NON-SHARE, NON-PROFIT CORPORATION**

**ARTICLE I.
NAME AND OFFICES**

Section 1.1. Name. The name of the corporation is GLOBAL OUTREACH INTERNATIONAL, INC.

Section 1.2. Principal Office. The principal office of the corporation shall be physically located at 74 Kings Hwy, Pontotoc, Mississippi 38863; the mailing address shall be P.O. Box 1, Tupelo, Mississippi 38802 which shall also be the corporation's registered office in the State of Mississippi. The board of directors of the corporation may change the address for the principal office or the registered office from time to time.

Section 1.3. Additional Offices. The corporation may also have facilities at such other places, as the board of directors may from time to time deem appropriate.

**ARTICLE II.
PURPOSES**

The corporation is formed for the following purposes:

(a) to encourage individuals to learn more about missionary activities at home and around the world;

(b) to encourage local churches and individuals to support missionary activity, including increased missions giving.

(c) to provide an opportunity for those wishing to participate in special missionary projects; these projects will be primarily in the area of health, agriculture, education, community development, and evangelism;

(d) to assist in providing the services of technical personnel to areas and persons where the need exists;

(e) to provide technical and other assistance to missionaries and/or local groups who may want to establish some type of health, agricultural, educational, community

development, or religious work in their area; assistance will include, but not be limited to, furnishing technical information and assistance;

(f) to encourage those traveling abroad to visit mission points, with special emphasis on involvement in mission activity;

(g) to furnish to, or share with, mission stations or local groups, seed, equipment, livestock, supplies and other useful material; provided it can be done on a feasible and economical basis and within existing laws and regulations, and programs of the countries involved;

(h) to provide a fellowship where men and women can associate with likeminded Christian individuals in a spirit of Christian love and sharing; and

(i) to engage in any activity permitted by the Mississippi Nonprofit Corporation Act and Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

However, the corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law); nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification or would contravene the limitations set forth in the corporation's articles of incorporation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; provided, however, the foregoing notwithstanding, all or part of the net earnings of the corporation may be transferred to a member of the corporation which is itself a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), to be held and used by such tax-exempt member in furtherance of its tax-exempt activities and not otherwise. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in the articles of incorporation or these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III.
STATEMENT OF BELIEFS

The statement of beliefs for the corporation is as follows.

(a) We believe the Bible to be the inspired, infallible, and authoritative Word of God without error in the original writings (II Timothy 3:16).

(b) We believe in one God, Creator of all things, infinitely perfect, and eternally existing in three Persons: Father, Son, and Holy Spirit (Isaiah 45:22, Romans 11:36).

(c) We believe that all men have sinned and come short of the glory of God; and that for the salvation of lost and sinful man, regeneration by the Holy Spirit through faith in our Lord Jesus Christ is absolutely essential (Romans 3:23, John 1:12, Titus 3:5).

(d) We believe in the deity and virgin birth of our Lord Jesus Christ; that he died upon the cross as a substitutionary sacrifice for the sin of the world that he arose from the dead and ascended into heaven from whence he will return with power and glory (John 10:3, I Timothy 2:5-6, II Corinthians 15:3-4, Titus 2:13).

(e) We believe in the doctrine of justification by faith, realizing that it is impossible for man through works to save himself (Romans 5:1, Ephesians 2:8-9).

(f) We believe in life after death; that "There shall be resurrection of the dead, both of the just and the unjust" (Acts 24:15).

(g) We believe in the resurrection of the saved unto everlasting life in heaven and the resurrection of the unsaved unto eternal punishment in hell (I Thessalonians 4:16-17, II Thessalonians 1:7-9).

(h) We believe that it is the responsibility of all believers in Christ to share the good news of Jesus as Savior and Lord to all people of the world. We believe we should do this in deeds of love and proclamation. We are therefore concerned about the physical, social, and spiritual needs of all people (Acts 1:8, Matthew 25:35-40).

(i) We believe the following concerning marriage, gender, and sexuality.

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Genesis 1:26-27.) Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that the term “marriage” has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Genesis 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Corinthians 6:18; 7:2-5; Hebrews 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matthew 15:18-20; 1 Corinthians 6:9-10.)

We believe that it is imperative that all persons employed by the corporation in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matthew 5:16; Philippians 2:14-16; 1 Thessalonians 5:22.)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11.)

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the beliefs of the corporation.

ARTICLE IV. **MEMBERSHIP**

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Section 4.1. Eligibility. To be eligible for membership, an individual must: (1) have provided financial support of at least \$100.00 to the corporation during the previous 12 months and (2) have signed and agree with the corporation's Statement of Beliefs. Members shall be entitled to renew their membership annually if they are approved for continued membership by the board of directors in the manner set forth in Section 3.2.

Section 4.2. Approval of Members. Members shall be elected as follows:

- a. A complete list of persons eligible for membership will be presented to the full board at the spring meeting. The full board will approve all eligible members who shall have voting privileges at the fall meeting and any special meeting of the membership following their approval at the spring meeting.
- b. Eligible, board approved members will be notified by mail and invited to attend and participate in the business of the corporation at meetings following their approval at the spring meeting.
- c. An alphabetized list of board approved members will be available the night of the fall meeting. Members will register, receive membership badges, and sign a copy of Global Outreach's statement of beliefs.
- d. The final list of board approved, registered members will have voting privileges at all meetings of the members of the corporation.

Section 4.3. Voting; Proxies. At any meeting of the members, every member shall have the right to vote in person, or by a proxy appointed by an instrument in writing subscribed by such member and delivered to the secretary or other corporate officer authorized to tabulate votes. With respect to voting for directors, every member shall have the right to cast one vote in person or by written proxy for as many persons as there are directors to be elected. Cumulative voting shall not be allowed.

If more than one proxy shall be presented from the same member, the most recently dated proxy executed by the member shall govern. The date shown on each proxy shall be deemed to be *prima facie* correct, but if any proxy is found by the board of directors or by a committee appointed by the board of directors to have been postdated, the same shall be void. In case of any conflict among proxies presented on behalf of a member, the action of the board of directors with respect to such proxies shall be final.

ARTICLE V.
MEETINGS OF MEMBERS

Section 5.1. **Annual Meeting.** There shall be an annual meeting of the members during the month of November of each year on such date and location as is fixed by the board of directors. At such annual meeting, the members shall elect a board of directors and transact such other business as may properly be brought before the meeting.

Section 5.2. **Special Meetings.** Special meetings of the members may be called for any purpose by the chairman of the board or by the vice chairman of the board. Special meetings shall be called by the vice chairman of the board or the secretary at the request of 20% or more of the board of directors, or by 10% of the entire membership. Any such request shall state the purpose of the proposed meeting.

Section 5.3. **Presiding Officer.** The vice chairman of the board shall preside at meetings of the members. If the vice chairman of the board is not present, then the chairman of the board shall preside. The secretary of the corporation shall act as secretary at meetings of the members. If the secretary is not present, then a person chosen by the board of directors shall act as secretary.

Section 5.4. **Notice.** Notice of the time and place of the annual and special meetings of members shall be given by mail, email, or printed notice of the same at least thirty (30) days and not more than sixty (60) days prior to the meeting, with postage prepaid, to each member of the corporation; such notice shall be addressed to the member's last known post office address or email address, or to the address appearing on the corporate books of the corporation.

Section 5.5. **Quorum and Adjournments.** The members present in person or represented by proxy at any meeting shall constitute a quorum for the transaction of business. The vote of a majority of the members present at any meeting at which there is a quorum shall be the act of the members, except as may be otherwise specifically provided by law, the certificate of incorporation or these bylaws.

ARTICLE VI. **DIRECTORS**

Section 6.1. Rights, Powers and Responsibilities. In general, the board of directors may enjoy and exercise all of the rights, powers and privileges and shall perform and discharge all the responsibilities and obligations and shall assume, as applicable, all of the liabilities, all as expressed and contained in Sections 79-11-101 et seq. of the Mississippi Code of 1972, as amended, and Mississippi law, and as restricted by Section 5.2 below, and shall function within the restrictions and limitations therein and herein set forth and thereby and hereby imposed.

Section 6.2. General Powers. The board of directors shall be the governing body of the corporation. To the extent not limited by the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of the board of directors. The board of directors shall not have the power or authority to take any action which would jeopardize the tax exemption of the corporation.

Section 6.3. Number. The number of directors of the corporation shall be not less than twenty (20) or more than forty (40) and shall be determined from time to time by resolution of the board of directors.

Section 6.4. Classification and Term. The board of directors shall be classified into five (5) classes. The term of each class shall be for a period of five (5) years. No director shall serve more than two (2) consecutive five-year terms. Fulfilling an incomplete term is not considered part of the term limit.

Section 6.5. Nominations. Nominations for persons to serve on the board of directors shall be made by the board of directors.

Section 6.6. Vacancies. Any vacancy in the board of directors shall be nominated and elected by secret ballot by the board of directors for the unexpired term of the director.

Section 6.7. Removal or Resignation. Any director may be removed, but only with cause, by a majority vote of the entire membership. Any director may resign by giving written notice to the chairman of the board, to the vice chairman of the board or to the secretary. Unless otherwise specified in such notice, the resignation shall take effect upon delivery to the designated officer. A resignation need not be accepted in order to become effective.

Section 6.8. Compensation. No director shall receive any compensation for services rendered in such capacity, except that the board of directors may by resolution provide for the reimbursement of the actual travel and lodging expenses incurred by the performance and the duties of the director to the extent provided by such resolution.

Section 6.9. **Employees.** The board of directors may, in its discretion, employ and discharge administrative staff for the corporation as it shall deem necessary. The board shall also define the duties of and fix compensation of administrative staff.

- a. The Chief Executive Officer shall be responsible for the hiring and, with the consent of the board of directors, the pay scale for office staff.
- b. Budget for the corporation, including office staff, must be approved by board of directors.

ARTICLE VII.

MEETINGS OF DIRECTORS

Section 7.1. **Annual Meeting.** There shall be a bi-annual meeting of the directors during the months of May and November of each year in the principal office of the corporation on such dates as is fixed by the board of directors, or at such other times and places as shall be designated. At such bi-annual meetings the directors shall transact such business as may properly be brought before the meeting and shall elect officers of the corporation at the fall meeting.

Section 7.2. **Regular Meetings.** Regular meetings of the board of directors may be held at such times and places as may be established by the board of directors.

Section 7.3. **Special Meetings.** Special meetings of the board of directors may be called by the chairman of the board. Special meetings shall be called by the chairman of the board or by the secretary on the written request of five (5) members of the board of directors. The secretary shall give written notice to each director of special meetings at least fourteen (14) days before the date of said meeting, or telephone notice to each director at least fourteen (14) days before the meeting, per Section 15.1.

Section 7.4. **Quorum and Adjournments.** At all meetings of the board of directors, a majority of the directors less two shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by law, the articles of incorporation or these bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting, and set a date for an alternate meeting. The alternate date for the board meeting shall not be set less than fourteen (14) days in the future. The secretary shall give written notice to each director of the alternate meeting at least fourteen (14) days before the date of said meeting, or telephone notice to each director at least fourteen (14) days before the meeting, per Section 14.1.

Section 7.5. **Presiding Officer.** The chairman of the board shall preside at all meetings of the board of directors. If the chairman of the board is not present, then the vice chairman of the board shall preside. If the vice chairman of the board is not present, then a person chosen by the board of directors shall preside. The secretary of the corporation shall

act as secretary of the meeting. If the secretary is not present, then a person chosen by the board of directors shall act as secretary.

Section 7.6. **Action by Consent.** Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent to such action is signed (including signatures sent via facsimile and electronic submission) by all members of the board of directors, including ex officio voting members, and such written consent is filed with the minutes of its proceedings.

Section 7.7. **Meetings by Telephone or Similar Communications Equipment.** At the discretion of the chairman of the board of directors, any member or members of the board of directors may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person by any such director at such meeting.

ARTICLE VIII.

OFFICERS

Section 8.1. **Designation.** The officers shall consist of a chairman of the board, vice chairman of the board, and a secretary-treasurer (herein also referred to as “secretary” or “treasurer”), each of whom shall be a member of the board of directors when elected by the board of directors. All officers of the corporation shall exercise the powers and perform the duties that shall from time to time be determined by the board of directors. The board of directors may create such other officers or elect assistant officers as are necessary or appropriate from time to time. Vacancies in offices may be filled by the board of directors.

Section 8.2. **Election of Officers.** The board of directors shall elect officers at its fall meeting. Officers will not be eligible to serve consecutive terms in the same position; however, an officer who has served less than half of a three-year term of an office is eligible to serve the full subsequent term in said office.

Section 8.3. **Term of, and Removal from, Office.** Each officer of the corporation elected under these bylaws shall serve a three (3) year term and shall hold office until such officer’s successor is elected. A person elected as an officer shall continue to serve as a director with voting rights for the duration of the three-year term of office, even if the term to which he or she was previously appointed as director of the corporation has ended. Any officer may be removed, with or without cause, at any time by the board of directors. Such removal shall not affect any officer’s rights under any employment contract such officer may have with the corporation. Any vacancy occurring in any office of the corporation may be filled for the unexpired term by the board of directors.

Section 8.4. **Chairman of the Board.** The chairman of the board shall be an officer of the corporation and, subject to the direction of the board of directors, shall perform such

executive, supervisory and management functions and duties as may be assigned to him from time to time by the board of directors. He shall, if present, preside at all meetings of the board of directors.

Section 8.5. Vice Chairman of the Board. The vice chairman of the board shall, in the absence of the chairman of the board or in the event of his disability, perform the duties and exercise the powers of the chairman of the board and shall generally assist the chairman of the board and perform such other duties and have such other powers as may from time to time be prescribed by the board of directors.

Section 8.6. Chief Executive Officer. The chief executive officer shall be the chief executive officer of the corporation and, subject to the direction of the board of directors, shall have general charge of the business, affairs and property of the corporation and general supervision over its other officers and agents. In general, the chief executive officer shall perform all duties incident to the office of chief executive officer and shall see that all orders and resolutions of the board of directors are carried into effect. The chief executive officer shall have any powers granted in the state of Mississippi given to the president of a corporation not otherwise assigned to another officer under these bylaws.

Section 8.7. Secretary-Treasurer. The secretary-treasurer (herein also referred to as “secretary” or “treasurer”) shall attend all meetings of the board of directors and record all votes and the proceedings of the meetings in a minute book kept for that purpose. The secretary-treasurer shall give, or cause to be given, notice of all special meetings of the board of directors and shall perform such other duties as may from time to time be prescribed by the board of directors or the chairman of the board. The secretary-treasurer shall supervise and monitor the financial condition of the corporation and the financial transactions undertaken by the chief executive officer on behalf of the corporation. The approval of the secretary-treasurer shall be required for any transfer of funds among accounts held in the name of the corporation at depositories designated by the board of directors outside the ordinary course of business. The secretary-treasurer shall render to the board of directors an account of all corporate transactions and of the financial condition of the corporation on a quarterly basis.

ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 9.1. Contracts. The board of directors may authorize any officer or officers, agent or agents, 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.

Section 9.2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. However, no loan shall be contracted between the corporation and any director, officer or employee of the corporation.

Section 9.3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the president and one of the corporate officers or such agent or agents of the corporation as from time to time may be determined by resolution of the board of directors.

Section 9.4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, companies or other depositories as the board of directors may select.

ARTICLE X. COMMITTEES

Section 10.1. **Executive and Other Committees.** The board of directors may create an executive committee and other such committees as they shall from time to time deem appropriate, and appoint members of the board of directors to serve on such committees. Such committees shall have the power and duties designated by the board of directors; provided that no such committee which has members who are not directors shall have and exercise the authority of the board of directors in the management of the corporation. Furthermore, no committee shall have the authority to (1) amend, alter or repeal these bylaws; (2) elect, appoint or remove any member of any such committee or any director or officer of the corporation; (3) amend the articles of incorporation of the corporation; (4) adopt a plan of merger or adopt a plan of consolidation with another corporation; (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (6) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (7) adopt a plan for the distribution of the assets of the corporation; or (8) amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee; (9) hire or terminate an employee of the corporation. No committee shall have the power or authority to take any action which would jeopardize the tax exemption of the corporation. Committees are expected to recommend policy but shall not have the authority to adopt policy on behalf of the board of directors.

ARTICLE XI. MEETINGS OF COMMITTEES

Section 11.1. **Procedure, Action and Meetings.** Except as otherwise provided in these bylaws, each committee shall establish its own rules of procedure and shall meet at such time and place as shall be established by the committee. Any committee which is appointed by the board of directors, with the exception of the executive committee, shall act in an advisory capacity to the board of directors and shall not take action on behalf of the corporation unless the resolution creating the committee or bylaws specifically authorizes such committee to act on behalf of the corporation. Each committee shall keep minutes of its meetings.

Section 11.2. **Quorum.** A majority of the members of any committee, including ex officio voting members, shall constitute a quorum. The act of a majority of the members present at any meeting of any committee except the executive committee, at which there is a quorum, shall be the act of such committee. The affirmative vote of a majority of the members of the entire executive committee shall be necessary for the taking of any action by the executive committee.

Section 11.3. **Action by Consent.** Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a written consent to such action is signed (including signatures sent via facsimile and electronic transmission) by all members of the committee, including ex officio voting members of such committee, and such written consent is filed with the minutes of its proceedings.

ARTICLE XII.

GLOBAL OUTREACH ENDOWMENT

The Global Outreach Endowment shall be governed by those certain Articles of Endowment established prior to the date of these amended and restated bylaws.

ARTICLE XIII.

TRANSACTIONS WITH INTERESTED PARTIES

No contract or transaction between the corporation and one or more of its members, directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its members, directors or officers are members, directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or the executive committee which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (i) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the executive committee, and the board of directors or the executive committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (ii) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members of the corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the members of the corporation; or

(iii) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors.

Interested or common directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of the executive committee which authorizes the contract or transaction.

It is the policy of the corporation that no transaction occur between the corporation and an officer, director or member of a committee of the corporation unless such transaction is specifically approved by the board of directors in accordance with the Conflict of Interest Policy set forth in Article XIII below. However, the failure to comply with such policy shall not be grounds for voiding or setting aside such transaction if the requirements set forth above in (1), (2) or (3) are satisfied.

ARTICLE XIV. CONFLICT OF INTEREST POLICY

The corporation shall follow the policy set forth in this article to protect the interest of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. This policy is intended to supplement, but not replace, any applicable federal or state laws and/or regulations governing conflicts of interest applicable to non-profit and charitable corporations.

Section 14.1. Definitions.

(a) **Interested Person.** Any director, principal, officer or member of a committee with board-delegated powers or any other individual in a position to exercise substantial influence over the affairs of the corporation, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to the corporation, he or she is an interested person with respect to all entities affiliated with the corporation.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (i) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (ii) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement;
or
- (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Section 14.2(b) of this Article XIII, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 14.2. Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose any material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

- (i) An interested person may make a presentation at the board or committee meeting; but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (ii) The president of the corporation or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) After exercising due diligence, the board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (iv) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) **Violations of the Conflict of Interest Policy.**

- (i) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 14.3. Records of Proceedings. The minutes of the board and all committees with board-delegated powers shall contain:

- (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the board's or committee's decision as to whether a conflict of interest in fact existed; and
- (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 14.4. Compensation.

- (a) A voting member of the board of directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 14.5. Annual Statements. Each director, officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person:

- (a) has received a copy of the conflict of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 14.6. Periodic Reviews. To ensure that the corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax or that could jeopardize the exempt status of the corporation's sole member, periodic reviews shall be conducted.

Section 14.7. Use of Outside Experts. In conducting the periodic reviews provided for in Section 14.6 above, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XV.

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 15.1. General. The corporation shall indemnify each member of the board of directors, as described in Article IV hereof, and each of its officers, as described in Article VI hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided in a manner and to the fullest extent permitted by applicable law.

The corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties so long as he conducted himself in good faith or in good faith believed his or her conduct in his or her official capacity was in the best interest of the corporation or in all other cases his or her conduct was at least not opposed to the corporation's best interest. In the case of a criminal action or proceeding, this indemnity shall apply where the aforesaid had no reasonable cause to believe that his or her conduct was unlawful.

This indemnification shall be made in accordance with Section 79-11-281 of the Mississippi Code, as amended, only if the corporation shall be advised by its board of directors acting (1) by a majority vote of a quorum consisting of directors who are not parties to such action or proceeding and who find that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the directors or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the board of directors, it may rely as to all questions of law on the advice of independent legal counsel.

Every reference herein to a member of the board of directors or officer of the corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director

or officer of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Section 15.2. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this section.

ARTICLE XVI. NOTICES

Section 16.1. Manner of Delivery. Notice to a director may be given in writing mailed to the director at the director's address as it appears on the books of the corporation, unless otherwise specifically provided by law or these bylaws. Notice to a director may also be given by personally delivering written notice to the director, by telephoning notice to the director or by faxing or electronically transmitting such notice to the director at the director's address as it appears on the records of the corporation. Notices given by facsimile shall be deemed to be given when received.

Section 16.2. Waiver. Whenever any notice is required to be given for any reason, a written waiver thereof signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed to be equivalent to such notice. Any director who attends a meeting of the board of directors or any committee without protesting at the commencement of the meeting the lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XVII. DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVIII.
FISCAL YEAR

The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE XIX.
SEAL

The corporation shall have a corporate seal bearing the name of the corporation and the year of its incorporation.

ARTICLE XX.
GOVERNING LAW

GLOBAL OUTREACH INTERNATIONAL, INC. is a corporation established under the laws of the State of Mississippi. These bylaws are adopted pursuant to the Mississippi Nonprofit Corporation Act and shall be construed in accordance with the laws of the State of Mississippi.

ARTICLE XXI.
AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws adopted by the board of directors (if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected) and members upon affirmative vote of two-thirds of the directors present at a meeting of the board of directors at which a quorum is present, and ratification by two-thirds of the members present at a meeting of the members of which notice was given as required by the Mississippi Nonprofit Corporation Act; provided, however, the board of directors and members cannot amend any provision in any manner which would adversely affect the exemption of the corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

These Amended and Restated Bylaws are adopted as of the 2nd day of November, 2019.

GLOBAL OUTREACH INTERNATIONAL, INC.

By: _____
Lanny Shackelford
Chairman, Board of Directors