

BYLAWS of Truth Ministries, Inc. dba Hope for Wholeness

Truth Ministries, Inc. exists so that persons who struggle with homosexuality will experience freedom to live in sexual and relational wholeness according to God's design.

Article I Offices

The principle office of the Corporation shall be located in Spartanburg South Carolina. The corporation may maintain such other offices, within or without the State of South Carolina as the Board may designate, or as the business of the corporation may require.

Article II Members

The Corporation shall have no members.

Article III Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do such lawful acts and things as are not prohibited by law, the articles of incorporation or these bylaws.

Section 2. Number, Tenure, and Qualifications. The number of Directors on the Board of Directors of the Corporation shall be of such number as determined by the Board, but in any event no less than three (3). The number of Directors may be increased or decreased from time to time by the affirmative vote of not less than a majority of the Directors then entitled to vote. Directors may be elected at any meeting of the Board of Directors.

Section 3. Term of Service. Directors shall serve for a period of three (3) years or until their respective successors are elected and qualified. A Director may serve consecutive terms without limit.

Section 4. Qualifications. A Director shall be a natural person of full age. He/she must be a Christian by biblical definition, in fellowship with and committed to his/her local church [and in full agreement with the ministry's doctrinal statement]. All Directors shall be willing to affirm the purposes stated in these bylaws.

Section 5. Removal. Directors may be removed with or without cause, at any meeting of the Board of Directors and at which a quorum is present, by a majority of the votes cast at such meeting provided that this action was communicated as an item of discussion prior to the meeting. The board may establish attendance and participation requirements for Directors.

Section 6. Resignation. Any Director may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein or if no time be specified, at the time of its receipt by the Chairman or Secretary.

Section 7. Vacancies. Directors may be elected to fill vacancies left open by predecessors leaving prior to expiration of their term.

Section 8. Compensation. With the exception of the Executive Director (President), a Director shall not be compensated for his/her services. A Director, officer, or committee member may be reimbursed, to the extent authorized by the Board of Directors, for reasonable expenses incurred in representing or furthering the goals of the Corporation.

Article IV Meetings

Section 1. Annual Meetings. There shall be an annual meeting of the Board of Directors for receiving the annual reports of officers and any committees, for any elections, and the transaction of other business. The date of the meeting shall be determined as part of the Board Annual Work Plan.

Section 2. Regular and Special Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of any regular meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 3. Notice. For any meeting, the Secretary shall cause to be sent notice describing the business to be discussed to the members of the Board of Directors at least five (5) days before the meeting. Whenever any notice of a meeting of the Board of Directors is required to be given under the provisions of law, the articles of incorporation, or these bylaws, such notice shall be given personally, by telephone, by email, by facsimile, or by mail addressed to the Director at his address as it appears on the records of the Corporation. Any Director may waive his/her right to notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. A majority of the number of Directors then in office actually present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. But in no event shall a quorum consist of less than three Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting until a quorum shall be present.

Section 5. Voting. A majority of the votes cast at a meeting of the Board of Directors at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the articles of incorporation, or these bylaws. Voting by proxy shall not be permitted.

Section 6. Action Without a Meeting. Unless otherwise restricted by the articles of incorporation or these bylaws, any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors. Such consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of proceedings of the Board.

Section 7. Telephone Meetings. Members of the Board of Directors, officers or Director members of any committee designated by the Board may participate in a meeting of such Board or committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting.

Section 8. Presumption of Assent. A Director of the Corporation who is present at any meeting at which action on any corporate matter is taken shall be presumed to have assented to action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action before the adjournment thereof. Such right to dissent shall not apply to anyone who voted in favor of such action.

Section 9. Place of Meetings. The Board of Directors may hold annual, regular, or special meetings, either within or without Spartanburg County.

ARTICLE V Officers

Section 1. Number. The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chairman, Vice-Chairman, Secretary, and such other officers as the Board of Directors may appoint. All officers shall have powers and duties as shall be determined by the Board of Directors and as generally pertain to their respective offices. No two offices may be held by the same person. Board Officers shall be Directors of the Corporation. The board shall also choose a President who shall be an officer of the Corporation but not be a member of the Board.

Section 2. Election and Term of Office. Board Officers shall serve for a period of two (2) years or until their respective successors are elected and qualified, unless sooner removed by the Board of Directors in accordance with the corporate bylaws. Officers shall be elected by the Board of Directors at the Annual Meeting. Officers may serve consecutive terms without limit.

Section 3. Removals. Any officer, including the President, may be removed by the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any of the persons so removed. The vote of a majority of all board members then in office shall be sufficient to remove any officer.

Section 4. Vacancies. Officers may be elected in the interim to fill vacancies left open by predecessors, and shall hold office for the unexpired term of the predecessor, unless sooner removed by the Board of Directors in accordance with the corporate bylaws.

Section 5. Chairman. The Chairman shall ensure the integrity of the board's process. He/she shall preside at the meetings of the Board of Directors and decide questions of order. The Chairman shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Board of Directors such matters and make suggestions as may in his/her opinion tend to promote the welfare and usefulness of the Corporation.

Section 6. Vice-Chairman. The Vice-Chairman shall serve in the absence of the Chairman and shall perform such other duties as may be assigned by the Chairman or the Board.

Section 7. Secretary. The Secretary shall ensure the integrity of the board's minutes. He/she shall give, or cause to be given, any required notice of and attend all meetings of the Directors and officers, keep the minutes of the meetings of the Board of Directors.

Section 7. President. The President shall be responsible to ensure accomplishment of board defined Ends while maintaining operations within board defined Executive Limitations. He shall be responsible for hiring and managing all staff and volunteers for the ministry. He is responsible for the overall management, property, and operation of the Corporation, and shall perform such executive, supervisory and management functions and duties in pursuit thereof. The salary of the President shall fix the salaries of all other employees. He shall be entitled to attend all board and committee meetings except when his performance and /or compensation shall be discussed.

Article VI Committees

Section 1. Committees. The Chairman or the Board of Directors may appoint one or more committees for such purposes and with such powers as the Board may provide, except that no such committee(s) shall have or exercise the authority of the Board of Directors in the management of the Corporation. The Board of Directors shall have the power to fill vacancies in any committee.

Article VII Purposes, Dissolution and Activities Precluded

Section 1. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under section 501C(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Activities Precluded. No part of the net earnings of the 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 set forth hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision herein, 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 501C(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 170C(2) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

Section 3. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed to other 501C(3) ministries that the board shall determine are engaged in fulfilling the mission of Truth Ministries.

Article VIII Indemnification

Any Director or Officer, or his executor or administrator, shall be entitled to indemnification if and to the extent determined in accordance with Section 33-31-1021 of the South Carolina Nonprofit Corporation Act of 1994 as amended.

Article IX Fiscal Year

The fiscal year of the Corporation shall be the calendar year or such other period as provided by the Board of Directors.

Article X Corporate Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

Article XI Amendment of Bylaws and Articles of Incorporation

Section 1. Bylaws. These by-laws may be amended or repealed, and new by-laws may be adopted, by the Board. Pursuant to Section 33-31-1021 of the South Carolina Nonprofit Corporation Act of 1994, any notice of a meeting of Directors at which by-laws are to be adopted, amended, or repealed shall include notice of such proposed action. The resulting by-laws may contain any provision for the regulation and management of business of the corporation not inconsistent with the law and the Articles of Incorporation. Any amendment of the Articles of Incorporation inconsistent with these by-laws shall operate to amend the by-laws pro tanto, and those by-laws or part of by-laws which merely summarize or restate the provisions of the Article of Incorporation or the provisions of the South Carolina Nonprofit Corporation Act of 1994, as amended or other law applicable to the corporation shall be operative with respect to the

corporation only as far as they are descriptive of existing law and of the Articles of Incorporation as amended. Any amendment to bylaws requires advance notice of at least 30 days and must be approved by a 75% majority vote of a quorum present and voting.

Section 2. Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the Board of Directors.

The foregoing Bylaws of Truth Ministries, Inc., are certified to have been adopted by the Board of Directors of the Corporation on _____, 2014.

_____ **Secretary**