

**By-Laws
of
Kingsway Prison and Family Outreach, Incorporated**

Article I. Officers

The principal office of the Corporation in the State of Virginia shall be located in the City of Harrisonburg. Corporation may have such other offices, either within or without the State of Virginia, as the Board of Directors may determine.

The Corporation shall have and continuously maintain in the State of Virginia, a registered office, and a registered agent whose office is identical with such registered office as required by the State of Virginia Non-Profit Corporation Act. The registered office may be, but need not be changed from time to time by the Board of Directors.

Article II. Members

Kingsway Prison and Family Outreach is a non-membership organization.

Article III. Board of Directors

Section 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Virginia.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be 11. Each Director shall be elected to hold office for a period of 3 years from the date of his/her election. Each Director may be re-elected for 2 consecutive terms (a total of 6 consecutive years) by action of the Board. There shall be at least a one year break between each 2 terms.

Section 2a. ROTATING MEMBERS of the Board of Directors shall be elected by Class years, Class 1 being a number of 4 persons, Class 2 being a number of 4 persons and Class 3 being a number of 3 persons. Class 1 expires November 1, 2013 and every three (3) years thereafter. Class 2 expires November 1, 2014, and every three (3) years thereafter. Class 3 expires November 1, 2015, and every three (3) years thereafter.

Section 2b. PERMANENT MEMBERS. Louise Jennings, Executive Director and founding member of Kingsway Prison and Family Outreach, and Pat Crouse, Assistant Director, shall be permanent members of the Board of Directors with the right to vote, making a total number of Board Members 13.

Section 3. REGULAR QUARTERLY MEETING. The regular quarterly meeting of the Board of Directors shall be held on the 3rd Wednesday in the following months: January, April, July and October.

Section 3a. ANNUAL MEETING. A regular annual meeting of the Board of Directors shall be held on the 3rd Wednesday in the month of October at the registered office, for the purpose of electing Directors and transaction of such other business that may come before the meeting. If the election of Directors should not be held on the day designated, a special meeting shall be called by the President of the purpose of election.

Section 4. SPECIAL MEETING. Special meetings of the Board of Directors may be call by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, city or County within the State of Virginia.

Section 5. NOTICE. Notice of special meetings of the Board of Directors should be given two (2) weeks previously thereto by written notice, delivered by email or first-class mail to each Director at his address as shown by the records of the Corporation. The business to be transacted at or the purpose of a special meeting will be included in the notice of special meeting. Voting by return email or first-class mail will constitute waiver of attendance at said meeting, this notice to be received prior to special meeting.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a Quorum for the transacting of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, the presiding officer shall declare the meeting adjourned without further notice.

Section 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. VACANCIES. Any vacancies occurring in the Board of Directors may be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8a. DISMISSAL. If a Director misses two (2) consecutive meetings, a Director will be appointed to inquire as to their continuing interest of the Board and report back to the Board.

Section 8a1. REMOVAL. A sitting Director may be removed by the action of the Board when deemed to be in the best interest of the Corporation.

Section 9. COMPENSATION. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors an expense of attendance, if any, may be allowed for attending each regular or special meeting of the Board. Any Director servicing the corporation in any other capacity may receive compensation as determined by the Board of Directors.

Section 10. INFORMAL ACTION BY THE BOARD OF DIRECTORS. Any action that may be taken at a Board Meeting, including those required by law, may be taken by consent in writing in lieu of a formal meeting.

Section 11. BUDGET. A budget will be submitted by the Executive Director and Staff at the Annual Meeting of the Board of Directors for approval. Any single expenditure over the sum of \$500 must be approved by the Board of Directors unless otherwise set forth in the annual budget.

Section 12. EQUIPMENT, VEHICLES & PROPERTY. Purchase of equipment, vehicles or property will be the responsibility of the Board of Directors. Dispersion of equipment, vehicles or property valued at \$1000 or less shall be transacted at the discretion of the Executive Director, who shall make a report of the dispersals at the annual meeting.

Article IV. Officers

Section 1. OFFICERS. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trusts, companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; keep a register of the post office addresses of each member of the Board of Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. ASSISTANT TREASURERS, AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give bonds or the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of Board of Directors.

Section 10. EXECUTIVE DIRECTOR. The Executive Director shall be a voting member of the Board of Directors and will execute the day-to-day business of the Corporation as directed by the Board of Directors. Other duties shall consist of preparation of the budget in cooperation with the Staff and presentation of the same to the Board of Directors at the Annual meeting. The Executive Director shall be the custodian of the Corporation records, shall develop and execute the programs, keep the Board of Directors informed of programming and the status of the Corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 11. ASSOCIATE DIRECTOR. The Associate Director shall and shall assist the Director in the day to day operations of the Corporation and shall be responsible for Public Relations. He/she shall coordinate and supervise the Staff and volunteers and shall fulfill other such duties as from time to time may be assigned by the Executive Director or the Board of Directors.

Article V. Committee

Section 1. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. The Board of Directors by resolution adopted by the majority of Directors in office may designate and appoint 1 committee consisting of 2 or more Directors, which committee to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in management of the Corporation.

Section 2. OTHER COMMITTEES. Other committees of the Board of Directors not having and exercising the authority of the Board of Directors or management of the Corporation may be appointed by the action of the President or Board of Directors as needs may arise. Any member or members of a committee may be removed by action of the Board of Directors whenever the judgment of the best interest of the Corporation shall be serviced by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee should sooner be terminated or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. QUORUM. Unless otherwise provided by the President or in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article VI. Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS. The Board of Directors may authorized any office or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for payment of money notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 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.