

**BY-LAWS
OF
CENTER OF HOPE
Sioux Falls, South Dakota**

The CENTER OF HOPE is a non-profit, charitable church outreach corporation, without capital stock. Incorporated July 10, 2000, pursuant to the non-profit corporation laws of the State of South Dakota. The CENTER OF HOPE is an outreach ministry of the Classis of Dakota, of the Reformed Church in America. It hereby adopts the following By-Laws:

**ARTICLE I.
OFFICES**

The principal office for the transaction of the business of the CENTER OF HOPE shall be in the City of Sioux Falls, County of Minnehaha, State of South Dakota.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. Affairs and Management of the CENTER OF HOPE.

The affairs and management of the CENTER OF HOPE shall be under the direction and control of the Board of Directors. There shall be a total of ten directors.

Section 2. Executive Committee.

The Executive Committee shall consist of the Ministry Director as president, the vice-chairperson, the secretary, and the treasurer. The Executive Committee will hold annual terms by election of the Board of Directors. Election will take place in December and the terms will begin in January.

Section 3. Terms of Office.

Directors serve for three years, with a rotation of directors' expired terms. After a term, a director must be off of the Board of Directors for at least two years. Elections will take place in December and terms will begin in January.

Section 4. Qualifications.

Only members of a Christian church, who profess Jesus Christ as their personal Lord and Savior, and who have attained the age of twenty-one years shall be qualified to serve on the Board of Directors of the CENTER OF HOPE.

Section 5. Vacancies.

In the event of a vacancy on the Board of Directors, through death, resignation, or other cause, the remaining directors and the Ministry Director shall seek a qualified person to fill such vacancy.

Section 6. Place of Meeting.

The meeting of the Board of Directors shall be held at the Center of Hope, unless otherwise determined by the Board of Directors.

Section 7. Time of Meeting.

Meetings of the Board of Directors shall be held whenever called by the

President, Vice-Chairperson, or a majority of its members.

Section 8. Quorum.

A majority of the Board of Directors regularly convened shall constitute a quorum for the transaction of business.

ARTICLE III.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following powers and duties:

Section 1. Appointment and Removal of Staff.

To appoint, supervise, and remove all staff, as described by THE BOOK OF CHURCH ORDER-REFORMED CHURCH IN AMERICA, and shall prescribe their duties, fix their compensation and require from them, in its discretion, security for faithful service. Any appointments made by the Board of Directors shall be for a period no longer than one year, provided that the Board of Directors may renew such appointments from time to time.

Section 2. Management of Business.

To conduct, manage, and control the affairs and business of the CENTER OF HOPE, to exercise such powers as may be permitted by law and the Articles of Incorporation and to make rules and regulations not inconsistent with the laws of the State of South Dakota, the Articles of Incorporation, and the BOOK OF CHURCH ORDER-REFORMED CHURCH IN AMERICA, for the guidance of the officers and management of its affairs.

Section 3. Records and Reports to Members.

To cause to be kept a complete record of all the minutes and acts of the proceedings of the meetings of its members.

Section 4. Bookkeeping and Auditing.

To cause to be installed and kept a system of bookkeeping which will reflect the operations and financial condition of the business of the CENTER OF HOPE and to have the transactions and books of the CENTER OF HOPE audited at least once each year and at such other times or intervals as they may deem necessary or advisable.

Section 5. Committees.

To appoint such committees within the Board of Directors or within those involved in the ministry of the CENTER OF HOPE as may be deemed necessary by the Board of Directors from time to time.

ARTICLE IV

OFFICERS

The officers of the CENTER OF HOPE shall be a president, who shall be the Ministry Director of the CENTER OF HOPE, a vice-chairperson appointed by the Board of Directors, a secretary appointed by the Board of Directors, and a treasurer appointed by the Board of Directors. The Board of Directors may appoint such other officers as it deems necessary, who shall have such authority and shall perform such duties as may be prescribed from time to time. The compensation and tenure of office of all officers of the CENTER OF HOPE, other than the Board of Directors, shall be fixed and determined by the Board of Directors.

ARTICLE V
PRESIDENT

The president shall:

1. Preside over all meetings of the Executive Committee.
2. Sign, as president, contracts and other instruments in writing if, when, and as directed so to do by the Board of Directors, which, however, may authorize such contracts and other instruments in writing, instead of being signed by the president, to be signed by any other officer or person.
3. Call the Board of Directors together whenever he deems it necessary, and shall have, subject to the advice of the Board of Directors, direction of the affairs of the CENTER OF HOPE, and generally, shall discharge such other duties as may devolve upon him from time to time.
4. Give notices of the meetings of the Executive Committee and the Board of Directors, to the members by written notice, or by personal or telephone contact, at least 48 hours prior to the time fixed for the meeting.

ARTICLE VI
VICE-CHAIRPERSON

In the absence or disability of the president, the vice-chairperson shall perform all the duties of the president, and when so acting shall have all the powers, and be subject to all the restrictions upon the president, and the vice-chairperson shall have such powers and perform such duties as may from time to time be prescribed by the Board of Directors and the By-Laws.

ARTICLE VII.
SECRETARY

It shall be the duty of the secretary to keep a record of the proceedings of the Board of Directors. In addition thereto, the secretary shall discharge such other duties as pertain to the office, or which may be prescribed by the Board of Directors from time to time.

ARTICLE VIII.
TREASURER

Section 1. Charge and Disbursements of Funds.

To receive and keep all funds of the CENTER OF HOPE and pay them out only on checks drawn in the name of the CENTER OF HOPE in such form as may by resolution be determined by the Board of Directors, all checks to be signed by the treasurer or such other person or persons as may by resolution be determined by the Board of Directors.

Section 2. Reports.

To submit at least quarterly, a complete statement of accounts, including receipts, disbursements, and balance on hand.

ARTICLE IX

PROPERTY RIGHTS

The members of the Board of Directors and the staff of the CENTER OF HOPE have no property rights in the assets of the CENTER OF HOPE, and upon the termination of their relationship with the CENTER OF HOPE they shall be entitled to no interest in the assets and property of the CENTER OF HOPE. In the event of the termination and dissolution of the corporation, the assets and property of the CENTER OF HOPE shall become vested in the Classis of which the CENTER OF HOPE is a member, Reformed Church in America.

ARTICLE X

MAINTENANCE OF THE CORPORATION

This corporation being a non-profit charitable corporation, shall be maintained, financed and conducted as follows: by donations, inheritances, and other gifts and contributions.

ARTICLE XI

LIMITATION OF INDEBTEDNESS BY OFFICERS AND BOARD OF DIRECTORS

The officers of the corporation are authorized to spend an amount up to \$500 on non-budgeted items without the Board of Directors' approval. For any one purchase, project, or undertaking beyond that amount, they must first obtain the consent of the Board of Directors of the CENTER OF HOPE.

ARTICLE XII

EX-OFFICIO PRESIDENT

The Ministry Director of the CENTER OF HOPE shall be at all times the ex-officio president of the Board of Directors and shall preside at all meetings thereof: and in the event of a tie vote of the members thereof the Ministry Director shall vote.

ARTICLE XIII

CONSTITUTION AND BOOK OF CHURCH ORDER – REFORMED CHURCH IN AMERICA

The Constitution and the BOOK OF CHURCH ORDER OF THE REFORMED CHURCH IN AMERICA are hereby incorporated and made a part of these By-laws.

ARTICLE XIV

ROBERTS RULES OF ORDER

Except where a conflict exists with the BOOK OF CHURCH ORDER – REFORMED CHURCH IN AMERICA, all meetings of the Board of Directors shall be conducted under Roberts Rules of Order.

ARTICLE XV

ADOPTION AND AMENDMENT OF BY-LAWS

The forgoing By-laws shall be adopted and become effective immediately upon and after a two-thirds vote by the Board of Directors, and may be amended from time to time after a two-thirds vote by the Board of Directors.

Secretary

Verified:

President