

**BYLAWS OF**

**GRACE MISSIONS INTERNATIONAL, INC.**

**(An Oklahoma Not For Profit Corporation)**

**ARTICLE I – OFFICES**

The registered office of the corporation shall be 2601 Montrose Drive, Bartlesville, Washington County, Oklahoma 74006. The corporation may have other offices within or without the State of Oklahoma, and its Board of Directors may from time to time conduct meetings at other locations than its principal office.

**ARTICLE II – MEMBERS**

SECTION 1. QUALIFICATIONS. Membership In the corporation shall be open to persons and organizations interested in contributing to and furthering its purposes. The corporation may have different membership classifications with requirements and privileges as determined from time to time by its Board of Directors. The duration of memberships shall be as established from time to time by its Board of Directors. Memberships in the corporation shall be available without regard to sex, race, color or national origin.

SECTION 2. VOTING. Each corporation member shall have one vote at any general membership meeting. Business shall be transacted by a simple majority vote of the members in attendance.

SECTION 3. MEETINGS. There shall be an annual meeting held in the fourth quarter of the calendar year for the purpose of electing members to the Board of Directors and for the purpose of transacting such other business as may properly come before the annual meeting. Written notice of the annual meeting shall be forwarded to all members by letter, email or fax two weeks prior to the meeting date. Also, written notice of the meeting shall be prominently displayed at the corporation's primary location of activity two weeks prior to the meeting date.

### **ARTICLE III – BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER. The Board of Directors shall consist of not less than five (5) and not more than eleven (11) persons. Members of the Board of Directors shall be elected annually with no limit on the number of consecutive terms a member may serve, subject to resignation or removal by fair and reasonable process.

SECTION 3. EX OFFICIO MEMBERS. In addition to the Directors described in SECTION 2, the Board of Directors may add not more than five (5) Ex Officio Directors. Ex Officio Directors shall be elected by the Board of Directors and shall have all the right, privileges, duties, liabilities, and authority conferred upon the members of the Board of Directors except voting privileges. Ex Officio Members shall not be counted to determine the existence or lack of a quorum required to conduct the business of the Board of Directors, as described in SECTION 7, ARTICLE III.

SECTION 4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held either within or without the State of Oklahoma. In all cases, meeting places shall be determined by reasonable accessibility for all Board members.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors or any two Directors. The person or persons authorized to call special meetings, and calling a special meeting, of the Board may fix the place of meeting either within or without the State of Oklahoma. In all cases, meeting places shall be determined by reasonable accessibility for all Board members.

SECTION 6. NOTICE. Notice of any Regular Meeting or Special Meeting of the Board of Directors shall be made seven (7) days prior to the meeting by letter, email or fax . The postmark date, email origination date or fax transmittal date shall be used as the effective notification date and the notice shall be considered delivered upon completion of these activities. Regular Meeting notices do not require a statement of purpose or description of the business to be transacted unless specifically required by law or these Bylaws. Special Meeting notices shall contain a statement of the purposes of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting 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 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Once a quorum has been established at a meeting, it shall not cease to exist because any Directors leave said meeting. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. INFORMAL ACTION BY THE BOARD OF DIRECTORS. Any action to be taken at a meeting of the Board of Directors may be taken without a meeting, including voting by mail or other reasonable means, provided that any vote so taken will require the signatures of a two-thirds (2/3) majority of the total number of Directors for passage.

SECTION 9. MANNER OF ACTING. The act of a simple majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 11. COMPENSATION. Directors may not receive any stated salary for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at Board meetings. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 12. EXECUTIVE COMMITTEE. The Board of Directors may designate three or more of its members to constitute an Executive Committee. To the extent determined by the Board, the Executive Committee has the authority of the Board in the management of the business of the corporation. The Executive Committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board.

SECTION 13. ADVISORY COMMITTEES. The Board of Directors may form Advisory Committees composed of two or more individuals, who need not

be members of the corporation, to provide for community representation, to obtain advice concerning the management or conduct of the affairs of the corporation, or for any other purpose or purposes the Board of Directors deems necessary. The formation, composition, function and existence of the Advisory Committees shall be determined by the Board of Directors.

#### **ARTICLE IV – OFFICERS**

SECTION 1. DESIGNATION AND ELECTION. The Board of Directors shall elect a Chairman, Vice Chairman, Secretary, and Treasurer, and any other officers and agents deemed to be necessary. Each officer shall be a member of the Board of Directors of the corporation. No person may hold the offices of Chairman and Vice Chairman and Secretary concurrently, but any person may hold any other two offices concurrently.

SECTION 2. DUTIES OF THE CHAIRMAN. The Chairman shall preside at all meetings of the Board of Directors and he or she shall have the powers and perform such additional duties as may be assigned to him or her by resolution of the Board of Directors.

SECTION 3. DUTIES OF THE VICE CHAIRMAN. The Vice Chairman shall have the powers and perform the duties of the Chairman during the absence or inability of the Chairman to act, and he or she shall have such additional powers and perform such additional duties as may be assigned to him or her by resolution of the Board of Directors.

SECTION 4. DUTIES OF THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors and record all votes and keep minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. An Assistant Secretary shall perform the duties of the Secretary during his or her absence or disability.

SECTION 5. DUTIES OF THE TREASURER. The Treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in depositories as may be designated by the Board of Directors. An Assistant Treasurer shall perform the duties of the Treasurer during his or her absence or disability.

SECTION 6. REMOVAL OF OFFICERS. Any officer may be removed by the Board of Directors with or without cause.

SECTION 7. VACANCIES. A vacancy because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 8. SPECIAL POWERS. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with these Bylaws.

SECTION 9. NO LOANS TO OFFICERS OR DIRECTORS. The corporation shall not lend any of its assets to any officer or director of the corporation. If any such loan should be made, the officers and Directors who make such loans or assent thereto, shall be jointly and severally liable for repayment or return thereof, and shall be removed from office.

#### **ARTICLE V – EMPLOYEES**

The corporation may hire employees as deemed necessary by the Board of Directors.

#### **ARTICLE VI – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

SECTION 1. INDEMNIFICATION. The corporation shall indemnify each member of the Board of Directors, officer, committee member, employee or agent of the corporation, and any person serving at the request of the corporation as a member of the Board of Directors, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Oklahoma General Corporation Act, or any amendment thereto or substitutions therefore.

SECTION 2. INSURANCE. The corporation may, in the discretion of its Board of Directors, purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his or her right to indemnity under this Article.

**ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agents, or agents of the corporation, in addition to the officers so authorized by the these Bylaws, 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 other orders for the 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 Chairman or Vice Chairman 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.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the purposes of the corporation as stated in its Articles of Incorporation.

**ARTICLE VIII – BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of all proceedings.

**ARTICLE IX – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Oklahoma General Corporation Act, or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X – AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Directors present at any Regular Meeting or at any Special Meeting, provided that at least seven (7) days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting.

**CERTIFICATE**

We, the undersigned incorporators, certify that the forgoing Bylaws were adopted at the first meeting of the Incorporators, held on the 20<sup>th</sup> day of January, 2005.

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Denis A. Doe

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William Rodman MacIrvine

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Edward L. Schmidt