

BYLAWS OF CRAZY LOVE MINISTRIES

ARTICLE 1. OFFICES

The principal office of the corporation shall be the initial registered office of the corporation as addressed in the Articles of Incorporation. The corporation may have other offices, either within or outside of the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

The Corporation shall have no members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors pursuant to the Articles and By-Laws of the Corporation. Each Director of the Board shall have one vote.

The Board shall be responsible for making changes or revisions to these By-laws, which are deemed necessary by the Board.

3.2 Number

The Board shall consist of not less than three (3) nor more than seven (7) Directors and will maintain an odd number of directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws

3.4 Initial Director

The initial Director named in the Articles of Incorporation shall serve as Executive Director of the Corporation with an initial term of office ending five (5) years from the date of the Organizational Meeting. The Executive Director shall be responsible for administering the policies adopted by the Board of Directors and overseeing the day-to-day operation of the corporation, maintain the website, remain knowledgeable of non-profit law to provide the board of directors with assistance for creating and editing documents, in the absence of a Public Relations Specialist, will invest some time toward networking with other local resource providers and promoting the corporation to the greater community, and subject to the board's control, shall supervise and control all the assets, business and affairs of the corporation. The Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

3.5 Executive Director Compensation Plan

This plan will be made available to the Executive Director when deemed plausible and beneficial to the operations of Crazy Love Ministries by the Board of Directors. It will be presented at the annual meeting and must be approved by a majority vote of the Board of Directors.

3.6 Annual Meeting

The annual meeting of the Board shall be held on the first day of December of each year at 7pm for the purposes of electing directors and officers and If the day fixed for the annual meeting is a legal holiday the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within the State of Washington as the place for holding any special Board or committee meeting called by them. 72 hours of notice is required to be given to all Directors.

3.9 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.10 Order of Business at Regular Meetings:

1. Minutes
2. Executive Director Communications
3. Officer's Reports
4. Unfinished business
5. New business
6. Adjournment

3.11 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.12 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.13 Office Positions and Duties

The Board of Directors will consist of a minimum of 3 voting directors and a maximum of 7.

President

The President shall in cooperation with the Executive Director write meeting agendas. President will preside over all meetings of the Board. In addition to the Executive Director the President will be certain that all Washington Non-profit laws and by-laws of this Corporation are being upheld.

Vice President

The Vice President will perform the duties of the President in his/her absence and serve as an aide to the President and Executive Director.

Secretary

Secretary will record all meetings and present meeting minutes to all Directors within 7 business days following a meeting, keep record of all the corporation's documents and help Executive Director to respond to all messages left for the corporation via phone, email, website, and face book and further assist Executive Director and President as needed with ministry correspondence and paperwork.

Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with these by-laws. The Treasurer will keep an accurate record of all financial transactions and keep monthly reports for quarterly presentation to the board of directors.

Public Relations Specialist

Public Relations Specialist will invest time towards marketing/promoting the corporation to the greater community and towards relationship building with individuals and businesses in our area in an effort to help generate sponsors and donations.

Associate Officers

Associate Officers help keep the voting board of directors at an odd number so ties can be avoided. Associate Officers are required to attend board meetings but will not have any other required board duties unless there's a special request made of the Executive Director or President.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15 Removal

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office, the Executive Director may be removed only for acts or omissions that involve intentional misconduct or other good cause as allowed under the Washington Nonprofit Corporation Act.

If any Director misses 3 meetings during a 1year period he/she will be automatically removed from the board.

3.16 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by selection of the Executive Director for the remainder of the term without board vote. A vacancy of Executive Director must be filled by full board approval.

3.17 Election and Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later, with the exception of the initial director who is Executive Director for an initial 5year term. President and Secretary will be elected on even numbered years and all other directors on odd numbered years.

3.18 Compensation

Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 4. Board Committees

4.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d)

adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

ARTICLE 5. FINANCES

The Treasurer and President will be on all banking accounts. 2 additional account/card holders can be granted with approval by the board of directors.

Cash box will never exceed \$500.

Any purchase exceeding \$300 will need prior approval by the board of directors.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each director; and such other records as may be necessary or advisable.

6.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31 of each year.

6.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were originally adopted by the Board of Directors on: 08/27/2017, Altered & approved by the Board of Directors in 11/2017, Altered, amended, & approved by the Board of Directors in 11/2023.