CHILD IMPACT INTERNATIONAL

BYLAWS

ARTICLE I.
NAME AND PURPOSES

1.1 Name. The name of the corporation is Child Impact International (the "Corporation").

1.2 Purposes. The purpose for which this corporation is organized is to support the education and training of orphans and underprivileged children around the world; to support HIV and AIDS education efforts; to provide medical care to the destitute; to provide education and rescue opportunities to all forms of trafficking; to promote relief and development activities and projects in developing countries; to contribute to the education, training, health, and infrastructure in developing countries; and to receive and apply funds for the purposes set forth above. To solicit, collect, receive, accumulate, administer and distribute funds in a manner which will operate to further charitable purposes, either directly or by contributions to proper organizations described in Section 501(c)(3) of the Internal Revenue Code. To take such other and further reasonable actions as may be necessary to achieve or further any one or more of the purposes above-stated all within the limitations included in Section 501(c)(3) of the Internal Revenue Code.

1.3 Direction. The overall philosophy and activity of the Organization will be in harmony with the beliefs of the Seventh-day Adventist Church.

ARTICLE II.
DIRECTORS

2.1 Number and Eligibility. There shall be no fewer than three (3) directors and no more than twelve (12) directors. The exact number shall be determined from time-to-time by the board of directors. All directors shall have equal and full voting responsibilities as members of the board of directors.

2.2 Election and Term. The members of the board of directors currently serving are Gale Wehling, John Truscott, Gareth Rees, Dittu Abraham, Sonna Smith, Carl Ginger, Laurie Henriksen, Keith Hanson, Christian Bunch, and Jim Rennie, as CEO. The directors in office as of the adoption of these bylaws shall serve until the completion of their current terms. Thereafter, directors shall serve a three (3) year term. All directors will hold office subject to Section 2.4.

2.3 Quorum/Binding Action. A quorum shall be present when a majority of the board seats currently held is in attendance. A vote of the majority of a quorum shall constitute the binding action of the board of directors. Each director shall be entitled to one (1) vote. In the event of a tie vote, the directors shall vote the question a second time to attempt to break the tie.

2.4 Removal. All directors shall serve at the pleasure of the board of directors and any director may be removed at any time without cause by a majority vote of all the directors then serving, provided, however, that if the director being removed is not present at the meeting and has not otherwise waived notice of the meeting, such director must have received at least seven (7) days' written notice that the matter will be voted upon at the meeting of the board of directors at which his removal as a director is being considered.

2.5 Additions. New Directors may be added by a vote of the board at any time during the year to meet the Board requirements.

2.6 Compensation. No director shall receive any compensation for services as a director; however, a director of the corporation may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Notwithstanding the foregoing, nothing shall authorize the payment of compensation that would imperil the exempt status of the corporation.

2.7 Action Without a Meeting. A majority of directors may take action without a meeting by written consent. Email or other forms of electronic communication maybe used to consent to any action taken without a meeting.

2.8 Committees**.** A resolution approved by the affirmative vote of a majority of the Board may establish committees having the authority of the Board in the management of the business of the corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board. Committee members must be natural persons. Unless the Articles or these By-Laws provide otherwise, a committee must consist of one or more persons, who need not be directors appointed by the Board. Meetings held by the committee shall follow the same provisions provided in regard to Board meetings, remote communication, notice, quorum, and action without a meeting provided for the Board of Directors. Minutes of committee meetings must be made available upon request to members of the committee and to a director. Committee members are considered to be directors for purposes of standard of conduct, director conflicts of interest, and indemnification.

2.9 All Elected Directors must be members of the Seventh-day Adventist church in good and regular standing.

ARTICLE III.
OFFICERS

3.1 Titles of Officers. The corporation shall have a Chairman, Treasurer and a Secretary, and other necessary officers all as appointed by the directors. One person may be elected to more than one office, except that the offices of Chairman and Secretary may not be held by the same person.

3.2 Eligibility and Election. All officers shall be elected or appointed at a scheduled meeting of the board, to meet the board requirement to replace an outgoing officer or at any special meeting of the board.

3.3 Term of Office. All officers of the corporation shall be elected for terms of one year. Subject to the provisions of Section 3.4, each officer shall hold office until the expiration of the term for which elected and thereafter until a successor has been elected or appointed and qualified.

3.4 Removal. Any officer may be removed by the vote of a majority of the entire board of directors (excluding the individual officer if also a director) whenever in its 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 person so removed.

3.5 Duties of Chairman. Unless the Articles, these By-Laws, or a resolution adopted by the Board and consistent with the Articles or these By-Laws provide otherwise, the Chairman has the following duties:

(a) When present, preside at meetings of the Board and of the members.

(b) See that orders and resolutions of the Board are carried into effect.

(c) Sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or these By-Laws or by the Board to another officer or agent of the corporation.

(d) Maintain records of and, when necessary, certify proceedings of the Board and the members.

(e) Perform other duties prescribed by the Board.

3.6 Duties. All officers, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation in addition to those described in these bylaws as usually appertain to such officers of nonprofit corporations, except as may be otherwise prescribed by the board of directors. The secretary, or such other officer as may be designated by the board of directors from time to time, shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation.

3.7 Compensation. The board of directors may, if it so chooses, fix the compensation, or provide for fixing the compensation, of all officers of the corporation.

ARTICLE IV.
NOTICE

4.1 Notice. Written or printed notice stating the place, day, and hour of the meeting, the purpose(s) for which the meeting is called, and the director(s) calling the meeting shall be delivered either personally, by mail, email, other means of electronic transmission, or at the direction of the president, secretary, or director(s) calling the meeting, to each director entitled to vote at the meeting.

4.2 Waiver of Notice. Whenever the directors are authorized to take any action after notice to any director(s), or after the lapse of a prescribed period of time, such action may be taken without such notice and without the lapse of such period of time if at any time before or after such action is completed each director entitled to such notice or entitled to participate in the action to be taken, submits a signed waiver of notice or of such requirement. A director's attendance at a meeting shall also constitute a waiver of notice, except where such director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

ARTICLE V.
INDEMNIFICATION

5.1 Indemnification. The corporation shall indemnify any individual who is a party to a proceeding because such individual is or was a member of the board of directors, or an officer of the corporation or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the fullest extent permitted under Tennessee law. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Tennessee Code Annotated Section 48-58-106. Every reference herein to a member of the board of directors, officer, employee, or agent of the corporation shall include every director, officer, employee, and agent thereof and every former director, officer, employee, and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights. Indemnification of a director for liability to any person for any action taken or failure to take action shall be mandatory to the fullest extent as described in Tennessee Code Annotated Section 48-58-106.

ARTICLE VI.
MISCELLANEOUS

6.1 Seal. The corporation may have a corporate seal which may be altered at pleasure but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character, validity, or legal effect in any respect, except as required otherwise by law.

6.2 Investments, Contracts and Bank Accounts. In the absence of other arrangements by the board, the chairman of the corporation may 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. 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(s) or agent(s) of the corporation and in such manner as appropriate. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such bank(s) or other depositories as the board of directors may select, or as may be designated by any officer(s) or agent(s) of the corporation to whom such power may be delegated by the board of directors.

6.3 Acceptance of Gifts. The board of directors, any officer of the corporation, or any agent of the corporation to whom such authority may be delegated by the board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII.
AMENDMENT

7.1 Amendments. These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire board of directors at any regular or special meeting of the board of directors. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws shall operate to amend the bylaws *pro tanto*, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

ARTICLE VIII.
DISSOLUTION

8.1 Dissolution. In the event of dissolution of the corporation, the residual assets will be distributed to comparable Seventh-day Adventist organizations with similar purposes and goals as described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.