

BY-LAWS OF  
CHRISTIAN COUNSELING & TRAINING CENTER, INC

ARTICLE I

Name, Seal and Principal Office

1. Name. The name of this Corporation is Christian Counseling and Training Center, Inc.

2. Seal: The seal of the foundation shall be a flat faced circular die containing the word "SEAL" in the center and the name of the Corporation around the circumference.

3. Principal Office: The principal office of the Corporation shall be in the City of Richmond, State of Virginia, but the Corporation may open such branch offices within or without the State as the Board of Directors shall from time to time deem advisable.

ARTICLE II

Directors and Meetings of Directors

1. Board of Directors: The affairs and property of the Corporation shall be managed and controlled by a Board of Directors. The Board shall be a self-perpetuating body consisting of ten (10) members. Three (3) members shall be elected

for a three-year term at the annual meeting of the Board of Directors and serve until their successors are elected. Any vacancy occurring in the membership of the Board through resignation, expiration, or otherwise, or any increase in its membership shall be filled by election by the Board of such person or persons as they in their uncontrolled discretion may deem proper. A nominating committee consisting of the retiring members shall meet in August/September of each year and recommend new Board members to the Board for election at the annual meeting. A report shall be made by the committee at the October meeting of the Board. The nominating committee shall attempt to recommend members of the Board so as not to have more than two members from any one church. No staff member or member of one's immediate family shall be elected a member of the Board.

2. Directors: Members of the Board of Directors shall not be eligible to serve consecutive terms. However, if a member is elected to complete the term of any member who for any reason fails to complete their full term, said member may serve a full three-year term after completing the original term. Any member whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected and qualified and he or she may during such term of office exercise all rights, powers and privileges pertaining thereto. The total

number of directors of the Corporation for the purpose of determining a quorum at any meeting shall be the number of directors actually elected and serving at the time of such meeting.

3. Decrease in Board: No decrease in the number of directors by amendment to these by-laws shall have the effect of changing the term of any incumbent director.

4. Quorum: At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these by-laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director, and may take such other and further action as is provided in Article II, Section I, of these by-laws.

5. Compensation: Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed sum of expenses may be allowed for attendance at any special

meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such service.

6. Meeting of Board of Directors: There shall be an annual meeting of the directors which unless changed shall be held on the second Tuesday of January at the Registered Office of the Corporation in the City of Richmond, Virginia, or at such other place in the City of Richmond or County of Henrico as may from time to time be fixed by the Board. Special meetings may be called by an officer by giving reasonable notice of the time and place thereof, or may be held by resolution of the Board.

7. Committees: The Board may by like resolution designate committees, each committee to consist of at least two directors within, to the extent provided by the resolution of the Board of Directors, shall have and exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation as may be lawfully delegated.

8. Notices: Each director shall furnish to the secretary of the Corporation, over his signature, the address to which notice

to him of every kind may be mailed and failure to do so will render it unnecessary to notify him. Whenever any notice is required, for any reason whatsoever, a written waiver thereof signed by the person entitled to said notice fore or after the time stated for said notice, or in the case of a meeting, the attendance of the directors, except for the sole purpose of objecting, shall be deemed equivalent thereto.

### ARTICLE III

#### Officers, Salary, Removal and Duties

1. Officers: The Board of Directors at its annual meeting shall choose a president, secretary and a treasurer, and such other officers or agents as it deems advisable, none of whom need be a member of the Board. Any two officers may be combined except those of president and secretary.

2. Salaries: the salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

3. Removal: Any officer or agent may be removed with or without cause at any time whenever the Board of Directors in its absolute discretion shall consider that the best interest of the Corporation would be served thereby.

4. President's Duties: The President shall preside at all meeting of the Board of Directors, shall have power to call special

meetings of the directors for any purpose, may appoint and discharge, subject to the approval of a majority of the Board of Directors, who need not be sitting in executive session for this purpose, employees and agents of the corporation and fix their compensation, may make and sign deeds, leases, contracts and agreements in the name of and on behalf of the Corporation, shall have power to carry into effect all legal directions of the Board of Directors, and shall have general supervision of the business of the Corporation, except as he may be limited by the Board.

5. Vice President's Duties: The Vice President shall exercise all of the functions of the President during the absence or incapacity of the latter, and such other duties as may be, from time to time, placed upon him by the Board of Directors.

6. Secretary's Duties: The Secretary shall be the ex-officio clerk of the Board of Directors and shall give or cause to be given notice of all meetings of Directors and all other notices required by Law or by these by-laws. He shall record the proceedings of the meetings of the Directors in a book kept for that purpose and shall keep the seal of the Corporation, attaching it to all documents requiring such impression unless some other officer is herein or by the Board of Directors designated to do so and perform such other duties as may be assigned to him by the Board.

7. Treasurer's Duties: In the absence of the President or

a Vice President, the Treasurer shall exercise all the functions assigned to said officers. He shall keep or cause to be kept full and accurate books of account. Whenever required by the Board of Directors or the President, he shall render a financial statement showing all of his transactions as Treasurer and the financial condition of the Corporation and he shall perform such other duties as may from time to time be assigned to him by the Board.

8. Registered Office and Agent: The registered office of the Corporation shall initially be 3602 Floyd Avenue, Richmond, Virginia 23221, and the Registered Agent shall be initially Dr. Robert Andrews, but these may be changed at any regular or special meeting of the Board of Directors.

#### ARTICLE IV

##### Amendments

The power to alter, amend or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and may be accomplished by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

#### ARTICLE V

##### General

1. The Corporation shall keep correct and complete books

of record of account and shall keep minutes of the Directors' meetings.

2. Upon the written request of any Directors, the Corporation shall mail to said Directors its most recent published financial statement, if there be one, and if there be none, a financial statement showing in reasonable detail its assets, liabilities, and the results of its operations.

3. Any matters not specifically covered by these by-laws shall be done in accordance with the Code of Virginia of 1950, as amended and in force at the time in question.

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