

By-Laws
Of
Truth Spring Inc.

Date Adopted:

July 17, 2009

“Truth shall spring out of the earth, and righteousness shall look down from heaven.”

-- Psalm 85:11

TABLE OF CONTENTS

<u>Article</u>	<u>Page Number</u>
I Name and Purpose	3
II Membership	4
III Meetings	5
IV Board of Directors	7
V Committees	12
VI Staff	13
VII Amendments	14
Appendix 1 – Articles of Incorporation	
Appendix 2 – Founding Board	
Appendix 3 – Statement of Faith	

ARTICLE I – NAME AND PURPOSE

Section 1.01 – Name

The name of the Corporation is Truth Spring Incorporated (“Truth Spring” or “Truth Spring Inc.” or “Truth Spring, Inc.”).

Section 1.02 – Legal Purpose

Truth Spring Inc. is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and successor provisions thereto (the "Code"). In these By-Laws and in any amendments to it, the term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of corporations of the State of Georgia.

Section 1.03 – Expressed Purpose

Truth Spring Inc. operates for the purpose of augmenting, supporting, and propagating the kingdom of Almighty God through Christ Jesus our Lord, which includes providing necessary charitable functions to various communities where the kingdom of God and the church (universal) is operating.

Section 1.04 – Religious Affiliation

While a Christian organization, operating under the premises outlined in the Statement of Faith (Appendix 3) herein, Truth Spring Inc. is not a church. Although the Board of Directors for Truth Spring Inc. consists of church members from a variety of Christian backgrounds, affiliations, or organizations, Truth Spring Inc. is not in any way legally responsible to or maintained by such organizations. Truth Spring Inc. is a legally independent Christian organization with the purpose of ministering the gospel of Jesus Christ as both Lord and Savior through the administration of charitable acts and services in full accordance with Section 501(c)(3) of the Code.

ARTICLE II – MEMBERSHIP

Section 2.01 – Membership

Truth Spring Inc. does not offer any sort of formalized membership to any persons, organizations, or institutions.

Section 2.02 – Non-Discrimination Policy

Truth Spring Inc. does not discriminate in its provision of service to any persons, organizations, or institutions on the basis of race, color, national origin, citizenship status, age, sex, disability, veteran status, or any other protected status. Truth Spring Inc. seeks to operate in full compliance with all applicable equal opportunity legislation, recognizing our legal right to discriminate in the hiring of prospective employees as to insistence that they are of the Christian faith, in accordance with God’s desire that it submit to God-ordained governing authorities.¹

Truth Spring Inc. adheres to the belief that God’s salvation and provision is available to all people² and that physical barriers and human designations are removed in Christ Jesus,³ who is both our Lord and Savior.⁴

¹ Romans 13:1-2

² Psalm 67:2; Matthew 5:45

³ Galatians 3:28; Colossians 3:11

⁴ Philippians 3:20; 2 Peter 1:11

ARTICLE III – MEETINGS

Section 3.01 –Meeting Frequency

The Board of Directors shall meet not less than two (2) times during any twelve (12) month period. Any Special Committee meeting may be held at the frequency determined by the members of the Committee.

Section 3.02 –Meeting Notice

Meetings of the Board of Directors should be scheduled in all due diligence to provide ample and reasonable notice to all Board members and Corporation staff. Board meetings can only be called by two or more active Board members and should be done in such a way as to accommodate to and provide reasonable response time for all Board members. The Board should preferably schedule all meetings no less than thirty (30) days in advance.

Section 3.03 –Meeting Times and Locations

Meetings of the Board of Directors should be timed and located in such a way as to be as convenient as reasonably possible to all Board members and Corporation staff.

Section 3.04 – Special Meetings

Special meetings of the Board of Directors (such as Emergency Meetings) can be called at any time at the request of the Chair or two (2) or more active Board members.

Section 3.05 – Meeting Decorum

All persons, whether Board, staff, or otherwise, attending any meeting of Truth Spring Inc. should behave in accordance with all reasonable and appropriate standard of conduct. All meeting attendees should conduct themselves in such a way as to reflect the glory of Almighty God,⁵ holding one another in the love of Christ,⁶ putting aside all idle talk that is otherwise unfitting for such a meeting.⁷

⁵ 2 Corinthians 3:18

⁶ 2 Corinthians 5:14; Philippians 2:1-3

⁷ Ephesians 4:29; Ephesians 5:4; 2 Timothy 2:14-16;

Section 3.06 – Meeting Openness

Meetings of the Board should be open and available for all interested parties unless otherwise deemed so by vote of the Board. No member of the Board may be prohibited, hindered, or forbidden in any way from any meeting of the Board of Directors.

Section 3.07 – Meeting Notes

Detailed notes from all Board meetings should be made publicly available within one week (7 days) of being approved by the Board unless the Board should choose to withhold such notes for reasons it deems appropriate and beneficial to the purposes of Truth Spring Inc.

Section 3.08 – Board Discretion

All meeting times, operations, and functions are at the discretion of the Board and may be altered at any such time as the Board deems necessary.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01 – Authority

The Board of Directors (the “Board”) is the legal policy-making and governing body of Truth Spring Inc. and may exercise all powers and authority granted to it by applicable laws, with full discretion to amend these By-Laws as it deems necessary. The authority and responsibilities outlined herein shall not conflict with any applicable laws and in such cases the applicable laws shall have preeminence.

Section 4.02 – Number

The Board of Directors shall consist of not less than five (5) members. Should the Board not maintain this number at any time for any reason, the remaining Board members should nominate, vote on, and elect any and all necessary replacements.

Section 4.03 – Selection

The Board of Directors shall be faithful stewards of and believers in the Lord Jesus Christ, selected from among the community and of good moral standing, dedicated to the purposes of our God and Savior, proving themselves to be reasonable and responsible citizens. The initial Board of Directors shall be selected by the Founding Board (Appendix 2), with necessary administrative positions being voted on by the initial Board of Directors.

Section 4.04 – Tenure

Members of the Board shall maintain their post for not more than 36 consecutive months (3 consecutive years) from their date of election. Upon completion of Board tenure, members are asked to submit the name of not less than two (2) potential replacements for their post to the Board as an act of courtesy.

Section 4.05 – Nomination

Potential members of the Board shall receive nomination from not less than one (1) active Board member in order to be eligible for election.

Section 4.06 – Election

Potential members of the Board, having received necessary nomination, shall be voted on by the members of the Board and must obtain not less than two-thirds (2/3) majority approval by the active members of the Board.

Section 4.07 – Resignation

Any Board member is at liberty to resign their post at any given time for any reason they should deem necessary. Board members who resign their post are expected to provide not less than thirty (30) days written notice and the name of two (2) potential replacements to the Board as an act of courtesy.

Section 4.08 – Board Member Status

All Board members are considered “active” if currently undergoing and adhering to their responsibilities outlined herein during the course of their tenure.

Any Board member who misses three (3) consecutive Board meetings without providing adequate notice or reason shall be deemed “inactive” upon not less than two-thirds (2/3) majority vote from active Board members, and thus eligible for reprimand or expulsion from the Board.

Section 4.09 – Quorum

A quorum must be attended by not less than fifty percent (half) of active Board members before business can be transacted and motions made or passed.

Section 4.10 – Voting

All motions for approval by the Board must be nominated by not less than one (1) Board member and seconded by not less than one (1) other Board member before a vote may be held. A measure or proposal brought before the Board shall be deemed approved by the Board if it receives not less than two-thirds (2/3) majority vote of approval.

Section 4.11 – Board Discipline

The Board may choose, at its own discretion, to discipline at any time any Board members who fail to adhere to the rules and regulations outlined herein and whose behavior is deemed

by the Board to be harmful to the normal operations of the Corporation. Board members being subject to discipline from the Board are not permitted to vote on their discipline, although all Board members being considered for discipline are entitled to a full, fair, and reasonable defense of their action or position before the Board. Any disciplinary action pursued by the Board should be considered only after fair and reasonable pursuit of non-disciplinary action to achieve a desired result. Disciplinary action may come in the form of a reprimand or expulsion from the Board.

Section 4.11.01 – Reprimand

A reprimand is the equivalent of a stern, formal warning from the Board to one of its members for action deemed inappropriate or harmful to the normal operation of the Corporation. In order for a Board member to be reprimanded, not less than two-thirds (2/3) majority approval must be obtained by the Board. A Board member being reprimanded is fully entitled to a reasonable, adequate, and complete defense of their position prior to any vote being held.

Section 4.11.02 – Expulsion

Expulsion from the Board is a last act of discipline and should only be pursued in such cases as where all reasonable and appropriate acts of negotiation and discipline have otherwise failed to result in a desired effect and the actions of the Board member in question is deemed harmful to the normal operation of the Corporation. All reasonable preventive and profitable methods of discipline and admonition should be pursued prior to the pursuit of expulsion. Any expulsion should be done out of Christian love and desire to maintain healthy Christian fellowship.

A Board member shall be expelled from the Board of Directors only upon the vote of not less than one hundred percent (100%) full majority of active Board members. In such a case, the Board member in question should be immediately removed of all rights, duties, and privileges ascribed to them by the Board out of sincere Christian love and the desire to maintain healthy fellowship.

Section 4.13 – Leave of Absence

Any Board member may submit to the Board their desire to engage in a leave of absence at any given time and for any period of time not more than twelve (12) months. Any such Board member is asked to submit such a request, in writing, not less than thirty (30) days prior to taking such a leave. Any Board member whose leave would extend beyond twelve (12) months is asked to submit an official resignation following aforementioned resignation procedures.

Section 4.14 – Staff

The Board has the authority and responsibility to establish and maintain all necessary staff positions as to the overall success of the Corporation.

Section 4.15 – Board Conduct

Board members should at all times exhibit the highest standard of Christian morality in both their public and private lives. Board members should not in any way engage in any conduct that could potentially hinder the work of the Kingdom of God. Board members are expected to reflect and adhere to those qualities and virtues exhibited by Jesus Christ. Board members are expected to look to Jesus Christ, by the power of the Holy Spirit, to lead, guide, and direct them in all of their ways and decisions.

Section 4.16 – Board Responsibility

The Board maintains all legal and ethical responsibility to ensure the successful operation of Truth Spring Inc. and its perfect cohesion with the kingdom of God. This includes, but is not limited to, responsibilities regarding programs, staff, finances, etc.

Section 4.16 – Board Administrative Positions

Administrative positions on the Board shall be filled at all times. In the event of a vacancy of any position in which the Board is unable to find a timely replacement, the Chairman of the Board shall be responsible for that position. The Board positions and necessary rights, responsibilities, and functions are as follows:

Chairman

The Chairman of the Board shall, (1) preside over all Board meetings and functions, (2) be present at all annual meetings as well as oversee and authorize the distribution of annual reports, (3) ensure that all records, reports, and legal registrations are kept and maintained to the highest standard of professional quality, (4) be one of the two (2) officers responsible for signing all checks issued by the Corporation, (5) have such reasonable powers as are typically extended to the chief executive of any corporation.

Vice-Chairman

The Vice-Chair of the Board shall in the event of absence or inability of the Chairman to exercise his or her office become acting Chairman of the Board with all the rights, privileges, and powers as if he or she had been duly elected Chairman.

Secretary

The Secretary of the Board shall, (1) keep and maintain all minutes and records of the organization in accordance with the highest professional standards, (2) file any required legal registrations, (3) give and serve notices to Board members, (4) be the official custodian of record and seal of the organization, (5) present to the Board any communication addressed to him or her as Secretary of the Corporation.

Treasurer

The Treasurer of the Board shall, (1) be responsible for the care and custody of all monies belonging to the organization in accordance with the highest professional standards, (2) be solely responsible for the timely deposit of all monies into appropriate accounts of the Corporation, (3) be one of the two (2) officers responsible for signing all checks issued by the Corporation, (4) render to the Board of Directors at stated periods, and upon immediate request, any and all information pertaining to the accounts, monies, and assets of the Corporation, (5) have such reasonable powers as are typically extended to the treasurer of any corporation.

ARTICLE V – COMMITTEES

Section 5.01 – Appointment

All committees, whether temporary or permanent, must be appointed by the Board of Directors. All individuals responsible for sitting on such committees must be voted on and approved by the Board of Directors.

Section 5.02 – Duration

Upon appointment all committees shall be established for a fixed duration, whether temporary or permanent.

Section 5.03 – Operation

All committees must operate within the parameters established by the Board of Directors upon their appointment. All committees and committee members are responsible to the Board of Directors for the successful operation and performance of their committees and its adherence to the specified goals and procedures outlined by the Board of Directors upon appointment.

Section 5.04 – Dissolution

Any committee appointed by the Board of Directors shall be duly dissolved upon a vote of not less than two-thirds (2/3) majority vote of the Board of Directors or at the time of dissolution appointed by the Board of Directors. Upon dissolution, all records, rights, privileges, responsibilities, and other authorities held by the committee shall be turned over to the Board of Directors.

ARTICLE VI – STAFF

Section 6.01 – Responsibilities

All staff rights, privileges, duties, and responsibilities shall be established by the Board of Directors and outlined in these By-Laws at a later date.

ARTICLE VII – AMENDMENTS

Section 7.01 – Amendment Procedures

Any and all amendments to these By-Laws must first be proposed, in writing, to the Board of Directors, preferably not less than thirty (30) days in advance of a vote in order to allow for proper review and consultation. Any proposed amendment shall be deemed effective immediately upon a successful two-thirds (2/3) majority vote by the Board of Directors following the specified guidelines outlined herein, unless otherwise stated by the Board of Directors.