

BY-LAWS

LION OF JUDAH MINISTRIES

A Maine Non-Profit Corporation

Article I

Name, Seal and Location

The name of this corporation is LION OF JUDAH MINISTRIES (the “Corporation”). The Corporation may have a seal bearing its name and such other device or inscription as the Directors may determine. The Directors may change the form of the seal at any time. The Corporation shall be located at 380 South Main Street, Brewer, Maine 04412.

Article II

Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Without limiting the generality of the foregoing, and at all times within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, the Corporation is formed to provide young men with an education grounded in the scriptures with an emphasis on the trades.

Article III

Limitations

The activities and conduct of the LION OF JUDAH MINISTRIES, and the Board of Directors and its agents, committees or employees shall remain, at all times, consistent with the charitable, educational and scientific purposes as contemplated in the Articles of Incorporation and the By-Laws of LION OF JUDAH MINISTRIES. In particular, the following provisions apply:

- A. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no member, director, or officer of the Corporation, or a

private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. LION OF JUDAH MINISTRIES shall not have any capital stock or members of the Corporation. No part of its net earnings or of its principal shall inure to the benefit of any director of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

C. LION OF JUDAH MINISTRIES admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Article IV Directors

The power, authority and responsibility for the conduct and management of the Corporation are vested in the Board of Directors, subject to the provisions of law and the Articles of Incorporation.

Board of Directors

The Board of Directors (the “Board”) shall be elected by the Board. The Board shall consist of not less than three (3) or more than nine (9) members.

The Directors (after the establishment of the Board) shall be elected for a term of one (1) year and are eligible for re-election to the Board. Directors shall hold office until the annual meeting of the Board or special meeting held in place thereof and until their successors are chosen and qualified. It is the responsibility of the Directors at the annual meeting of the Board to fill the vacancies on the Board resulting from expiring terms or any other reason.

General Powers of Directors

It shall be the duty of the Board, and they shall have full authority to supervise the affairs and conduct the affairs of the Corporation and to exercise all the powers conferred upon it. They shall elect all officers designated in these By-Laws and may, from time to time appoint such other officers, agents, and committees as they deem proper. They shall have full authority over all officers, agents or committees elected or appointed by them, and may prescribe their duties. They shall have authority to declare any office vacant without assigning cause therefore and accept resignations of any member of the Board or of any officer of the Corporation. Any vacancy in any office or committee, whether it arises from resignation or otherwise, may be filled at the next meeting after a vacancy is declared by the Board. They shall cause a complete

record of their doings at all their meeting to be kept, and may at any meeting, in the absence of the regular officers, elect a temporary Chair and Secretary of said meeting.

Contact between Directors and Employees

The Board shall ensure that no employee of the Corporation may be terminated for contacting a director or directors. Directors may not preclude contact between employees of the Corporation and members of the Board.

Article V Officers

The officers of this Corporation shall be a President, Vice President, Treasurer/Secretary each of whom shall be chosen annually by Board. Each shall hold their office for one (1) year and until the successor is elected and takes office unless they shall sooner resign or be removed. The President shall be a member of the Board.

President

The President shall have a general power to manage and supervise all the affairs of the Corporation, and shall perform such other duties as the Board shall from time to time prescribe. The President shall preside at all meetings of the Board.

Vice President

The Vice President shall perform the duties of the President in the President's absence, resignation or removal. The Vice President shall be a de facto member of all committees and discharge such other duties as shall be prescribed from time to time by the Board.

Treasurer

It shall be the duty of the Treasurer to collect and keep safe all the moneys of the Corporation; to disburse or cause to be disbursed the same under the general direction of the Board; to submit a statement of the Corporation accounts for the past year at the annual meeting of the Board and at such other times as the Directors may determine; to keep in a manner prescribed by Board all the accounts of the Corporation in books to be provided for that purpose; to sign, seal, execute and deliver for, and in behalf of the Corporation, all deeds, mortgages, leases, notes, bonds, assignments and agreements in writing, when authorized and unless otherwise provided by the Board; and to discharge such other duties as shall be prescribed from time to time by the Board. The Treasurer shall have the authority to endorse on behalf of the Corporation, for the purpose only of deposit to the order of the Corporation all checks, notes, drafts, warrants and orders.

Secretary

The Secretary is responsible for keeping a faithful record of all their doings. In case the Secretary is not present at any meeting of the Board, a Secretary pro-tem shall be appointed with

the power to keep the minutes of any such meeting and to record and attest to the same and discharge such other duties as shall be prescribed from time to time by the Board. Such duties may also be proscribed by the Secretary at any time.

Additional Officers

The Board of Directors may appoint other officers and agents who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. If expressly approved by the Board of Directors, a duly appointed officer may appoint one or more additional officers or assistant officers.

Removal of Officer or Board of Director Member

Any officer or board member may be removed with or without cause, at any time, at any meeting of the Board at which a quorum is present by a vote of two thirds (2/3) of the number of Directors then serving in office. Any board member absent for three consecutive meetings without notification to the President shall be considered to have resigned their position.

ARTICLE VI Executive Director

The Executive Director shall be appointed by the Directors. The Executive Director shall be the Chief Operating Officer of the Corporation. Subject to the control of the Directors, the Executive Director shall have authority for directing the affairs of the Corporation including implementation of long-range objectives, policies and plans. The Executive Director shall perform such other duties as may be prescribed by the Directors from time to time. The Executive Director shall be a non-voting, ex officio member of the Board and of all standing committees of the Board. If the Executive Director is also a Director, they shall have their vote as a Director on the Board. The Executive Director may be compensated for services provided to the Corporation in a manner and to the extent as may be determined by the Board.

Article VII Meeting of the Board of Directors

Regular Meetings

Regular meetings of the Board shall be convened in a manner proscribed by the Board deemed sufficient to discharge the responsibilities of the Corporation.

Annual Meeting

The annual meeting of the Board shall be held in March, beginning in the year 2018 at which there shall be elected the Board and the officers of the Corporation.

Special Meetings

Special meetings of the Board may be called at any time by the President, or by the Treasurer/Secretary at the direction of the President or by vote of the Board, or by petition for that purpose signed by a majority of the Directors. It shall be the duty of the President or Treasurer/Secretary to call such a meeting whenever a petition for that purpose is presented. The purpose of the meeting shall be stated with the request, no business shall be transacted except that for which the meeting has been called.

Action Without a Meeting

Action may be taken without a meeting if a consent in writing setting forth the action so taken, is agreed upon by a majority of voting members of the Board.

Notice of Meetings

Written notice of the time and place of the annual and regular meetings, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Treasurer/Secretary or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

When a meeting is adjourned, for whatever reason, for 90 days or more, notice of the adjourned meeting must be given as provided in 13-B M.R.S.A. §603. Notice of a meeting adjourned for less than 90 days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken.

Waiver of Notice

Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board may be held at such time and place within or outside the State of Maine as the Board shall designate, and any actions may be taken, if notice thereof is waived in writing by every member having the right to vote at the meeting; notwithstanding these provisions, actual presence at any meeting constitutes waiver of notice unless objection to notice is stated at the commencement of the meeting.

Quorum

A majority of the Directors present in person, or by conference telephone or on line by the Internet shall constitute a quorum at any meeting of the Board.

Voting

At any meeting of the Board, every voting member present in person, or by conference telephone, or online by the Internet, at such meetings shall be entitled to one (1) vote, except as otherwise provided in the By-Laws of the Corporation, the act of a majority of the members present in person or by conference telephone or online by the Internet, at any meeting at which a quorum is present, shall constitute the act of the Directors.

Article VIII Amendments

The By-Laws may be amended, adopted or repealed by a two thirds (2/3) vote of the Directors at a meeting called for that purpose.

Adopted on March ____, 2024