

**BYLAWS OF  
VICTORY TELEVISION NETWORK, INC.**

**ARTICLE ONE  
OFFICES**

*The principal office of the corporation, hereinafter referred to as the "Corporation", shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.*

**ARTICLE TWO  
TENETS OF FAITH AND DOCTRINE**

*The Corporation accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts these fundamental Tenets of Faith and Doctrine.*

Section 1. The Scriptures Inspired.

*The Bible is the inspired Word of God, a revelation from God to man, the living, infallible, and everlasting rule of faith and conduct, and is superior to conscience and reason. (II Timothy. 3:15-17; I Peter 1:23-25; Hebrews 4:12)*

Section 2. The One True Godhead.

*The triune Godhead is comprised of 3 separate and distinct personalities, The Father, The Son, and The Holy Spirit, who are eternally self-existent, self-revealed and function as one entity. Jesus Christ, who is God manifested in the flesh, is the second member of the Godhead, co-equal and co-eternal with the Father and The Holy Spirit. (John 1:1-5, 10-14; Matthew 28:18-20)*

Section 3. Man, His Fall and Redemption.

*Man was created good and upright, for God said, "Let Us make man in Our image, after Our likeness". But, man, by voluntary transgression, fell, and his only hope of redemption is in Jesus Christ the Son of God. (Genesis 1:26-31, 3:1-7; Romans 5:12-21)*

Section 4. The Salvation of Man.

*(a) Man's only hope of redemption is through the shed blood of Jesus Christ. (Romans 3:24; John 3:3) On the cross Jesus Christ became sin and sickness providing both salvation and divine healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. For by grace we are saved*

through faith. (Ephesians 2:8) "The word is near you, in your mouth and in your heart; that is, the word of faith which we are preaching, that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with the mouth he confesses, resulting in salvation." (Romans 10:8-10)

(b) *The Evidences of Salvation.* The inward evidence to the believer of his salvation is the direct witness of the Spirit. (Romans 8:16; I John 3:18-19, 24) The outward evidence to all men is a life of righteousness and true holiness. "You will know them by their fruits." (Matthew 7:16-20)

(c) *Faith and Works.* Salvation is by faith in Jesus Christ and not by human works; however, our works will determine the rewards in eternity. (Ephesians 2:8-10; Galatians 2:16; II Corinthians. 5:10)

#### Section 5. Baptism in Water.

The ordinance of baptism by a burial with Christ should be observed as commanded in the Scriptures by all who have truly repented and in their hearts have truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in newness of life. (Matthew 28:19; Romans 6:4; Acts 10:47-48)

#### Section 6. The Lord's Supper.

"And when He had given thanks, He broke it, and said, 'This is my body which is broken for you. Do this in remembrance of me.' In the same way also he took the cup, after supper, saying, 'This cup is the new covenant in my blood; Do this, as often as you drink it, in remembrance of me.' Let a man examine himself, and so eat of the bread and drink of the cup." (I Corinthians 11:24-25, 28)

#### Section 7. The Promise of the Father.

All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Spirit, according to the command of our Lord Jesus Christ. (Luke 24:49; Acts 1:4-5; Acts 2:38) With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Acts 1:8; I Corinthians 12:1-31). This wonderful experience is distinct from and subsequent to the experience of the new birth. (Acts 2:38; 10:44-46; 11:14-16).

#### Section 8. The Evidence of the Baptism in the Holy Spirit.

The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance and by the subsequent manifestation of spiritual power in public testimony and service. (Acts 2:4; 10:44-46; 19:2, 6; 1:8; Galatians 5:16-26)

Section 9. The Church.

*The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the first born, whose names are written in Heaven. (Ephesians 1:22-23; 2:19-22; Hebrews 12:23)*

Section 10. Total Prosperity.

- (a) *Spiritual. III John 2; II Corinthians 5:17-21.*
- (b) *Mental. II Timothy 1:7; Romans 12:2; Isaiah 26:3.*
- (c) *Physical. Isaiah 53:4,5; Matthew 8:17; 1 Peter 2:24.*
- (d) *Financial. Malachi 3:10-11; Luke 6:38; II Corinthians 9:6-15; Deuteronomy 28:1-14.*
- (e) *Social. Proverbs 3:4; Luke 2:52; Esther 2:15.*

Section 11. Blessed Hope.

*Jesus is coming again to gather all His Saints to ever be with Him (I Corinthians. 15:51-52; I Thessalonians. 4:16-17)*

Section 12. The Lake of Fire.

*Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name is not found written in the Book of Life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire. (Revelation 19:20; 20:10-15)*

Section 13. The Millennial Reign of Jesus.

*The Scriptures promise the return of our Lord Jesus Christ with His saints from Heaven to rule and reign for one thousand years on earth (II Thessalonians 1:7; Revelation 19:11-16; 20:1-6) After this, there shall be a new heaven and a new earth. (Rev. 21)*

Section 14. Marriage and Sexual Relations.

*The Church shall not sanction or conduct any marriage between persons of the same gender. God instituted monogamous marriage between male and female as the foundation of the family, the basic structure of human society. (Genesis 2:24) For this reason homosexuality, and all other "sexual preferences," or "orientations" are unnatural, sinful, and unacceptable to God. (1 Cor. 6:9-11; 1 Tim. 1:9-11.) God has commanded that no intimate sexual activity be engaged other than in the context of marriage between a man and a woman. (Genesis 19:5, 26:8-11; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1, 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4)*

Section 15. Homosexuality and Other Sexual Perversions.

*Any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and/or pornography are sinful perversions of God's gift of sex between a man and a woman in marriage. Homosexuality is sin, detestable to God, and inconsistent with the Christian life. (1 Corinthians 6:9-10; Leviticus 18:22; Leviticus 20:13)*

## **ARTICLE THREE MEMBERSHIP**

*The Corporation shall have only one (1) class of membership, members of the Board of Directors, which shall be voting members.*

## **ARTICLE FOUR BOARD OF DIRECTORS**

### Section 1. General Powers.

*The affairs of the Corporation shall be managed by the Board of Directors, whose members shall have a fiduciary obligation to the Corporation.*

### Section 2. Number, Term, and Qualifications.

*The number of directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for one (1) year, unless removed by the Founding President. Those directors set forth in the original Articles of Incorporation shall comprise the original Board of Directors. The Founding President shall serve until his death or resignation.*

### Section 3. Regular Meetings.

*A regular annual meeting of the Board of Directors shall be held each year within 90 days of the end of the physical year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any contrary designation in the resolution.*

### Section 4. Special Meetings.

*Special meetings of the Board of Directors may be called by or at the request of any two (2) directors, and shall be held at the principal office of the Corporation or at such other place as the directors may determine.*

### Section 5. Notice.

*Notice of the regular or any special meeting of the Board of Directors shall be given by oral, written, electronic mail, facsimile or telephone notice to each director at least seven days prior to the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.*

### Section 6. Quorum.

*A majority of the total number of directors of the Corporation shall constitute a quorum*

for the transaction of business at any meeting of the Board; but if less than a majority of the total number of directors is present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Board Decisions.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, as long as the Founding President concurs in the decision. If the Founding President disagrees with a vote of the Board of Directors, he shall have the right to veto the decision with which he disagrees.

Section 8. Vacancies, Additions, Elections and Removal.

The directors shall elect the directors, however the Founding President must be in agreement if still serving. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Founding President. Directors may be removed by the Founding President at any time, at his discretion, or by a two-thirds (2/3) majority vote of all of the members of the Board of Directors, upon the Founding President's approval. The Founding President may not be removed.

Section 9. Compensation.

Directors, as such, shall not receive any salaries or other compensation for their services. The Corporation may reimburse directors for substantiated expenses reasonably incurred by directors on behalf of the Corporation.

## **ARTICLE FIVE OFFICERS**

Section 1. Officers.

The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except that the offices of president and secretary may not be held by the same person.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal.

*Any officer, with the exception of the Founding President, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. In addition, the President shall have the authority to remove any officer at any time, at his discretion. The Founding President shall not be removed except in case of resignation, death, conviction of a felony involving moral turpitude, or if he is physically and/or mentally unable to perform the required duties.*

Section 4. Vacancies.

*A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. However, if the Founding President resigns he shall designate his successor.*

Section 5. Resignation, Removal or Death.

(a) *Resignation and/or Death.*

*In the event the Founding President, H. L. Caldwell, should voluntarily choose to resign, he shall designate his successor. Said designated successor shall be chosen with the advice of the Board of Directors and the Board of Advisors if applicable. Upon the death of the Founding President, H. L. Caldwell, Ronnie Caldwell will hold the position of President. Upon the death of both, Founding President, H. L. Caldwell and Ronnie Caldwell, the Board of Directors shall interview candidates for the position of President. A new President shall be appointed upon the majority vote of the Board of Directors.*

(b) *Removal.*

*The Founding President, H.L. Caldwell, shall serve until his resignation, death, conviction of a felony involving moral turpitude, or if he is physically and/or mentally unable to perform the required duties.*

(i) *Issuance of Charges; Investigation and Prayerful Consideration.*

*Upon issuance against the Founding President of charges of being mentally or physically unfit, or upon the Founding President's conviction of a felony involving moral turpitude, the matter shall be brought to the Board of Directors.*

*Upon recommendation of removal by a two-thirds (2/3) majority of the Board of Directors the Founding President shall be removed.*

Section 6. Powers of Officers

(a) *President:*

*The Corporation finds its headship under the Lord Jesus Christ and in its President. The President shall be the chief executive officer of the Corporation. He shall be a continuing member of the Board of Directors. He shall have general management authority over the business of the Corporation and general supervisory authority over the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right*

*of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.*

*No person shall be invited to speak, teach, or minister at a meeting held by the Corporation without his approval. He shall be designated attorney-in-fact for the Corporation by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to carry on the work of the Lord properly.*

*(b) Vice-President:*

*The vice-president shall perform the duties and exercise the powers of the President in case of the President's temporary absence from the office of the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as an ex-officio member of the Board of Advisors; however, in the event of serving as President, he shall be a voting member of the Board of Advisors.*

*(c) Secretary:*

*The secretary shall attend all sessions of the Board of Directors held at the office of the Corporation and shall act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal to all authorized documents requiring a seal. He shall keep the membership rolls of the Corporation and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.*

*(d) Treasurer:*

*The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and directors at the regular meeting of the Board, and whenever they may require, accounts of all transactions as treasurer and of the financial condition of the Corporation. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.*

(e) *Delegating Powers to Other Officers:*

*In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Board of Directors, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any director.*

**ARTICLE SIX  
COMMITTEES AND BOARD OF ADVISORS**

Section 1. Committees of Directors.

*The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed on it or him by law.*

Section 2. Other Committees.

*Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interest of the Corporation shall be served by such removal.*

Section 3. Board of Advisors.

*A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the President and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the President determines that professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established, and the appointment to the Board of Advisors and tenure thereon shall be at the pleasure and in the complete discretion of the President.*

**ARTICLE SEVEN  
MINISTERS**

Section 1. Ordination and Licensing.

*The Board of Directors may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and the previous Bible courses and/or independent study the applicant has undertaken. Final determination shall be within the absolute discretion of the Board of Directors.*

Section 2. Limitation.

*The Board of Directors may, in the discretion of the Board, limit any licensee or ordaine to an area of special emphasis.*

Section 3. President.

*The President shall be a licensed or ordained minister of the Gospel.*

Section 4. Application.

*Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.*

Section 5. School of Ministry.

*The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.*

**ARTICLE EIGHT**  
**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1. Contracts.

*The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to 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 may be confined to specific instances.*

Section 2. Checks, Drafts or Orders.

*All checks, drafts, or 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 or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the President of the Corporation.*

Section 3. Deposits.

*All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.*

Section 4. Gifts.

*The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation (Mal. 3:10; Luke 6:38; I Corinthians 16:1 and II Corinthians 9:6-8).*

**ARTICLE NINE  
BOOKS AND RECORDS**

*The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors entitled to vote. All books and records of the Corporation may be inspected by any Director at any reasonable time for any reasonable purpose.*

**ARTICLE TEN  
CONFLICT OF INTEREST**

*Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.*

*The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.*

**ARTICLE ELEVEN  
NONDISCRIMINATORY POLICY**

*Any school operated by this Corporation shall admit students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. The school shall not discriminate on the basis of race, color, national or ethnic origin in administration of its education policies, admissions policies, scholarship and loan programs, athletic programs, or other school administered programs.*

**ARTICLE TWELVE  
FISCAL YEAR**

*The fiscal year of the Corporation shall be the calendar year.*

**ARTICLE THIRTEEN  
DISSOLUTION**

*Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation as the Board shall determine exclusively for the purposes of the Corporation, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America); or to a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).*

**ARTICLE FOURTEEN  
INDEMNIFICATION**

*The Corporation shall, to the maximum extent permitted by applicable law, indemnify and advance expenses, including reasonable attorney fees, to each of its agents, or to such agent's heirs, executors, administrators and legal representatives, against expenses, judgments, fines, settlement, and other amounts actually and reasonably incurred in connection with any proceeding, whether formal or informal, arising by reason of the fact any such person is or was an agent of the Corporation provided that no indemnification shall be provided for any such agent with respect to any matter as to which he or she shall have been finally adjudicated in any*

*proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The Corporation in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section.*

*For purposes of this Article, an "agent" of the Corporation includes any person who is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a corporation which was predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.*

*No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.*

*Notwithstanding any other provision of this Article, the Corporation shall not indemnify or advance expenses to or on behalf of any agent of the Corporation, or such person's heirs, executors, administrators or legal representatives in connection with a proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation.*

*Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would result in the imposition of any liability under § 4958 of the Internal Revenue Code.*

## **ARTICLE FIFTEEN INUREMENT**

*No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future Revenue Code of the United States of America), or (b) a corporation contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future United States Revenue Law).*

**ARTICLE SIXTEEN  
SEAL**

*The Board of Directors shall provide a corporate seal, which shall be as set forth below.*

**ARTICLE SEVENTEEN  
AMENDMENT OF BYLAWS**

*These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted with the approval of Founding President, H. L. Caldwell, if he is serving as President, and by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least seven (7) days written advance notice of said meeting shall be given to each member of the Board of Directors.*

Dated this 11 day of March, 2015

  
H. L. Caldwell / Founding President

(SEAL)

