

AMENDED AND RESTATED BYLAWS
OF
GUATEMALA CHILDREN'S MISSION

The Florida not-for-profit corporation known as Guatemala Children's Mission, Inc. shall be referred to herein as the Corporation.

ARTICLE I

OFFICE

The headquarters and principal office of the Corporation shall be in the state of Florida, at such specific location as the Board of Directors shall, from time to time, designate. The present location of the headquarters and principal office is:

Guatemala Children's Mission
3680 Pelican's Nest Drive
Bonita Springs, Fl. 34134

The present Registered Agent for the Corporation is Thomas E. Maloney at the Above corporate address.

ARTICLE II

MEMBERSHIP

Section 1. Membership in this Corporation shall be composed of all individuals who serve on the Board of Directors and their spouses, and such other individuals as the Board of Directors shall designate.

Section 2. Individual membership may be terminated by the Board of Directors at any time.

ARTICLE III

CORPORATION PURPOSES

The Corporation's general purpose is to provide help and support to the poor and needy in Guatemala, especially orphans and children whose families cannot take care of their physical and spiritual needs, and to provide Christian counsel, training and education to as many such persons as possible. More specifically, the Corporation's purposes shall include the following:

- A. To raise funds to support needy Guatemalan children at approved evangelical orphanages, children homes and schools.

- B. To collect and distribute items such as clothing, shoes, literature, school supplies, etc. in support of the Corporation's General Mission of providing aid to the needy children in Guatemala.
- C. To coordinate mission teams from North America to assist in special projects at Christian orphanages, children homes, and schools and to support the formation of Christian values among needy Guatemalans.
- D. To distribute Christian literature in orphanages and children homes and in the neighborhoods and streets of Guatemala.
- E. To provide spiritual and material help to needy evangelical Christian Pastors and their families and congregations.
- F. To work with such Guatemalan organizations as have the same general charitable objectives as the Corporation, and, if possible, advisable and needed, to operate, or assist in the operation of, orphanages and children homes in Guatemala.
- G. To operate child and teen centers to provide Christian counsel and Biblical instruction to needy Guatemalan children
- H. To provide practical and spiritual aid to promote missionary zeal and Christian values among the needy in Guatemala.
- I. With approval of the Board, to support other activities, such as Christian day care centers, teen counseling centers, and Bible classes so long as they advance the general purpose of the Corporation.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. The date, time and place of the Corporation's annual meeting of members shall be established by the Board of Directors.

Section 2 Notice of the Annual and Special meetings may be mailed to the members, however, such notice may also be provided by electronic transmission when such notice has been agreed to by a member, and the member has provided the e-mail address to which such notice is to be sent. All notices of meetings, whether given by mail or electronic transmission, shall be given at least 10 days in advance of the meeting, unless such advance notice is waived by the member.

Section 3 Special Meetings shall be called by the President upon written request of a majority of the Board of Directors.

Section 4 A notice that calls for a Special Meeting shall state the purpose of the meeting and only the stated business may be conducted at the Special Meeting.

Section 5 A quorum for the conduct of members' business shall be twenty (20) percent of the members, but in no event less than 3 members.

Section 6. Meetings may be conducted remotely by telephone or by electronic communication provided that all participants have a reasonable opportunity to participate concurrently by reading or hearing the proceedings, and by having the concurrent opportunity to communicate with the other members. The terms “concurrent” and “concurrently” as used herein shall mean substantially concurrent, as provided for in Florida Statutes.

ARTICLE
V

BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by the Board of Directors (Board)

Section 2. The number of Directors on the Board shall be not less than three, but may be any greater number established by the Board. The Chairman of the Board shall be the President.

Section 3. Directors shall be elected to a three year term, with staggered terms, so that approximately no more than one third of the directors shall be elected in any given year. Vacancies may be filled by the Board of Directors for the remaining term of the vacancy that is being filled.

Section 4. Directors may be re-elected for any number of terms, and shall serve until a successor has been elected or until resignation or removal.

Section 5. Special meetings of the Board may be called by the President at the President’s discretion, and shall be called by the President at the request of a majority of the members of the Board.

Section 6. Each member of the Board shall be notified of a Special Meeting of the Board a reasonable time before such meeting. Any such notice shall specify the purpose for which the meeting is being called. Notice may be given by any reasonable means including e-mail transmission to such address as has been previously provided by the director.

Section 7. A majority of the members of the Board shall constitute a Quorum. Meetings of the directors may be conducted remotely by telephone or by electronic communication

provided that all participants have a reasonable opportunity to participate concurrently by reading or hearing the proceedings, and have the concurrent opportunity to communicate with the other participants. The terms “concurrent and concurrently” as used herein shall mean “substantially concurrent”, as provided for in Florida Statutes.

Section 8. Any or all directors may be removed, with or without cause, by vote of a majority of all the members entitled to vote at a special meeting of members called for that purpose.

Section 9. A regular annual meeting of the Board shall be held immediately following the annual meeting of the members.

Section 10. Whenever these Bylaws provide that an action may be taken by a “majority of the Board”, it shall mean that such action may be taken by a majority of the board members present (physically or by remote participation) at a duly convened meeting of the Board , with a quorum established for the conduct of business.

ARTICLE VI

OFFICERS

Section 1. The day to day affairs of the Corporation shall be administered by the officers of the Corporation. The officers shall be elected by the Board of Directors at their annual meeting, or at such special meetings of the Board as may be necessary to fill vacancies. The officers of the Corporation shall be as follows:

President

Vice President (one or more as determined by the Board of Directors)

Secretary

Treasurer

Assistant Treasurer

Section 2. Officers shall serve from the date elected to the next succeeding annual meeting of the Board of Directors, or until their successors are appointed, or until removed by resignation or by a majority of the Board of Directors

Section 3. Subject to the direction of the Board of Directors, the officers shall perform the duties described by these Bylaws and shall assume such additional duties as may be prescribed by the Board of Directors.

Section 4. The President shall preside at all meetings of the members and the Board of Directors.

Section 5. In the absence or inability of the President to perform the duties of the President, such duties shall be performed by the Vice President or such other person designated by the Board of Directors.

Section 6. The Secretary shall keep a correct record of all meetings of the members and the Board of Directors; and shall distribute copies of the minutes of such meetings; and shall perform such correspondence duties as the Board shall direct. In the event the Secretary is unavailable to perform these duties, the Board may appoint an acting Secretary to perform them.

Section 7 Subject to any specific exception the members and the Board may authorize by resolution, the Treasurer, under the authority of the Board, shall have custody of all funds of the Corporation, and shall deposit such funds in such depositories as are approved by the Board. The Treasurer shall disburse the funds of the Corporation in accordance with the directions of the Board. In the event the Board authorizes the Treasurer to make disbursements pursuant to the direction of the President or Vice President, the Treasurer shall do so, but only within the terms of the resolutions that authorize such disbursements. The Treasurer shall keep accurate records of all income and disbursements. The Assistant Treasurer shall have access to all of the Corporations financial records, and shall be placed in a position to assume the Treasurer's responsibilities in such situations as the Board authorizes the Assistant Treasurer to perform the Treasurer's functions.

ARTICLE VII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority of the Board of Directors at any meeting of the Board.

ARTICLE VIII

RESIDUAL AUTHORITY

Any power or authority not specifically provided for herein shall, unless prohibited by

law, be vested in the Board of Directors, and such power shall be exercised by a majority of the Board.

ARTICLE IX

COMMITTEES.

The Board of Directors shall have the authority to establish committees as the Board deems appropriate to pursue the purposes of the Corporation.

ARTICLE X

PARLIMENTARY RULES

Whenever consistent with these Bylaws, Roberts Rules of Order (the revised latest edition) shall govern the procedural matters of the Corporation.

ARTICLE XI

STATEMENT OF FAITH

The following Statement of Faith reflects the doctrine of the Corporation:

We believe that there is one God, eternally existent in three persons, Father, Son and Holy Spirit, the Trinity.

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death on the cross through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.

We believe the Bible to be the divinely inspired Word of God, the only infallible rule of faith and practice.

We believe that regeneration by the Holy Spirit is absolutely essential for the salvation of lost and sinful man and comes by faith in Christ alone. .

We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.

We believe in the bodily resurrection of both the saved and the lost: The saved unto the resurrection of eternal life and the lost unto the resurrection of damnation.

We believe in the spiritual unity of believers in Christ.

The foregoing were adopted as the Amended and Restated Bylaws of Guatemala Children's Mission, Inc. a Corporation not for profit under the laws of the State of Florida at a meeting of the Board of Directors, held in Bonita Springs, Florida on the 7th day of February, 2015.



Gail Pontius, Secretary