

BYLAWS
OF
The Barnabas Project, Inc.

ARTICLE I
NAME

The name of the corporation is the The Barnabas Project, Inc. (the “Corporation”).

ARTICLE II
PURPOSES

2.1 **Tax Exempt.** The Corporation is organized and operated: (a) exclusively for religious, charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), the regulations issued thereunder, or the corresponding provisions of applicable future United States Internal Revenue laws or regulations; (b) to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and (c) to engage in any lawful act or activity which is authorized by the Virginia Nonstock Corporation Act.

The Corporation is organized as a not-for-profit corporation, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributed to any director, trustee, or officer of the Corporation or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation. No director, trustee or officer of the Corporation or any private individual shall be entitled to shares in the distribution of any of the corporate assets or dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on or dissemination of propaganda, lobbying, or other attempts to influence legislation. The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (a) by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code; (b) by an organization contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code; or (c) which is a nonstock corporation organized under the laws of the Commonwealth of Virginia.

2.2. **Mission and Goals of the Corporation.** The Corporation has the following purposes and powers, it being expressly provided that enumeration of its specific powers shall not be constituted to limit or restrict in any way the general powers of the Corporation:

- (a) To function as a non-profit organization whose general purpose is to assist African

immigrants including the elderly, youth, disabled persons, women, minorities, and other at-risk African populations;

- (b) Though the Corporation's primary objectives target the needs of Africans and African immigrants in the United States, the Corporation also pledges its commitment to humanitarian service for all people if and whenever it is both needed and expedient for the Corporation to engage therein;
- (c) To promote and support collaboration among service organizations, businesses, the faith community, and others for the purpose of forming alliances that will help to eliminate duplication of services and broaden service networks in order to meet the needs of more people through more effective program and service delivery;
- (d) To serve as an advocate for the suffering people of Africa and also African immigrants who reside in the United States by engaging in the identification of unmet needs and the development of programs designed to meet them;
- (e) To administer various programs that will address their basis emotional and physical needs;
- (f) To provide programs and services which will contribute to the success of their families;
- (g) To provide programs that will help these persons maintain the highest level of self-sufficiency whenever possible and to otherwise help them maintain their dignity and self-respect while having their basic needs met; and
- (h) To provide programs that will provide one or more of the following: emergency assistance, educational counseling, English proficiency, tutoring, mentoring, special services for persons with emotional and learning and disabilities, statewide comprehensive family support, international program initiatives that connect American communities to families in African countries and assistance for those seeking to immigrate to the United States of America.

ARTICLE III MEMBERSHIP

There shall be no members as provided in the Articles of Incorporation.

ARTICLE IV OFFICES

4.1 **Principal Office.** The principal office of the Corporation shall be located at 2300 Dumbarton Road, Richmond, Virginia 23228.

4.2 **Registered Office.** The registered office of the Corporation may be, but need not be, identical with the principal office. The registered office of the Corporation shall be The Barnabas Project, Inc., Dumbarton Road, Richmond, Virginia 23228.

ARTICLE V BOARD OF DIRECTORS

5.1 **General Powers.** Except as expressly provided in the Articles of Incorporation or these bylaws, all corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors. The powers of the Board of Directors shall include, but shall not be limited to the following:

- (a) The appointment or removal of the officers;
- (b) The selection of the members of the committees of the Board of Directors;
- (c) The final approval of corporate policies and programs;
- (d) The final approval of the annual budget of the Corporation, which may be submitted to the Board upon the recommendation of a finance committee;
- (e) The authorization for incurring debts by the Corporation and securing thereof by mortgage and pledge of real or personal property, tangible or intangible, which may be submitted to the Board upon the recommendation of a finance committee;
- (f) The acceptance of grants to the Corporation and the enforcement of compliance with all conditions of grants; and
- (g) The approval of contracts, which authority may be delegated to the Executive Director by resolution.

5.2 **Number and Qualifications.** The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of not less than three (3) nor more than fifteen (15) directors. Directors need not be residents of Virginia. There shall be representatives on the Board of Directors from the African Christian Community Church (the "Supporting Organization"). No more than half of the directors may be members of the Supporting Organization. Directors shall be elected at each annual meeting of the directors.

5.3 **Term of Office.** Each director shall be elected to hold office until the next succeeding annual meeting of directors or until his successor shall have been elected and qualified, or until there is a decrease in the number of directors, or such earlier time as he shall resign, die or be removed. No decrease in the number of directors shall shorten the term of an incumbent director.

5.4 **Resignation.** A director may resign at any time by delivering written notice to the Board of Directors, the Executive Director or the Chairman. A resignation shall be effective when delivered, unless the notice specifies a later date.

5.5 **Removal.** A director may be removed from office by vote of a majority of the other directors; provided, however, that no director may be removed without ten (10) calendar days' notice of the intent of the Board of Directors to take such action, nor may such action be retroactive.

5.6 **Vacancies.** A vacancy in the Board of Directors (including any vacancy resulting from an increase in the number of directors) may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum.

5.7 **Compensation.** Directors shall receive no compensation for their services as directors of the Corporation. The Board of Directors may provide for payment of any or all expenses incurred by the directors in attending regular and special meetings of the Board.

5.8 **Annual Meeting.** The annual meeting of the Board of Directors shall be held in January of each year or on such date and time as the Board of Directors may determine at which time the Board shall, among other things elect directors and appoint officers.

5.9 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at the registered office or principal office of the Corporation or at such other place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

5.10 **Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Chairman or any two (2) of the directors.

5.11 **Notice.** Written notice of the date, time and place of special meetings shall be given to each director. Such notice shall be given by personal delivery, mail or facsimile telecommunication or other form of electronic transmission consented to by the director to whom the notice is given, by or at the direction of the officer or directors calling the meeting, not less than three (3) days before the date of the meeting or, in the case of telephonic or in person notification, at least 24 hours in advance of the special meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting. Notice to a director shall be deemed given: (i) if personally delivered, when received; (ii) if mailed, when mailed by first-class mail, postpaid and correctly addressed to the director's address as it appears in the records of the Corporation; and (iii) if by facsimile telecommunication or other form of electronic transmission, when directed to a facsimile telecommunication number or electronic mail address at which the director has consented to receive notice.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

5.12 **Waiver of Notice.** Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records.

5.13 **Action Without Meeting.** Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

5.14 **Conduct of Meetings.** The Chairman of the Board of Directors, or in his absence the Vice Chairman, shall act as chairman of and preside over meetings of the Board of Directors. If no such officer is present, the meeting shall elect a chairman. The Secretary, or in his absence the Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the Chairman shall appoint a secretary of the meeting.

5.15 **Procedure at Meetings.** The procedure at meetings of the Board of Directors shall be determined by the Chairman, and the vote on all matters before any meeting shall be taken in such manner as the Chairman may prescribe.

5.16 **Participation by Conference Telephone.** The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

5.17 **Quorum.** A quorum at any meeting of the Board of Directors shall be a majority of the number of directors fixed or prescribed by these bylaws or, if no number is prescribed, the number of directors in office immediately before the meeting begins. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.18 **Committees.** The Board of Directors may create one or more committees and appoint two or more members of the Board of Directors to serve on them at the pleasure of the Board of Directors. Any such committee, to the extent specified by the Board of Directors, may exercise the authority that may be exercised by the Board of Directors except to the extent prohibited or restricted by law, the Articles of Incorporation or these bylaws.

The provisions of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

5.19 **Attendance.** Absence by a director from three (3) consecutive regular meetings without excuse may be considered as a resignation. The Secretary will send a director written notice of his unexcused absence of two (2) consecutive meetings and notice that the Board of Directors may consider a third consecutive unexcused absence as a resignation.

5.20 **Corporate Records.** The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall keep a copy of its

Articles of Corporation or restated Articles of Incorporation and all amendments to them, its bylaws or restated bylaws and all amendments to them, and a list of names and business addresses of its current directors and officers.

ARTICLE VI OFFICERS

6.1 **Generally.** The officers of the Corporation shall be a Chairman, a Vice-Chairman, Executive Director, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors at the annual meeting of the directors or, if a vacancy shall exist in any such office, at a special meeting of the directors held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the same. The Board of Directors, the Chairman or the Executive Director may also, from time to time, appoint one or more assistant officers and fill any vacancy that may exist in any such office as a result of the resignation, death or removal of the officer theretofore holding the same. Any officer may hold more than one office and may, but need not, be a director. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors, the Chairman or the Executive Director.

6.2 **Chairman.** The Chairman shall act as chairman of and preside at all meetings of the Board of Directors. The Chairman shall have general supervision of the affairs of the Corporation and shall perform all of the duties commonly incident to his office and such other duties as the Board of Directors may from time to time designate.

6.3 **Vice Chairman.** The Vice Chairman shall perform the duties and have the powers of the Chairman in the event of the absence, resignation or disability of the Chairman.

6.4 **Executive Director.** The Executive Director shall be the chief administrative officer of the Corporation. The Executive Director shall have general supervision over, responsibility for and control of the other officers, agents and employees of the Corporation. The Executive Director shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the Board of Directors.

6.5 **Secretary.** The Secretary shall have the responsibility for the issuance of notices and the keeping of accurate minutes and a record of the attendance of all meetings of the Board of Directors. The minutes of all such meetings shall be prepared and signed by the Secretary and countersigned by the presiding officer at such meeting to signify his approval thereof, and shall be filed and kept in the principal office of the Corporation. The Secretary shall keep accurate books showing membership of the Board of Directors and its committees and shall perform all the duties commonly incident to his office and such other duties and have such other powers as from time to time may be designated by the Board of Directors.

6.6 **Treasurer.** The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall deposit the same in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors and, unless otherwise prescribed by the Board of Directors or the Executive Director, shall maintain the books of account and financial records.

6.7 **Assistant Officers.** The Board of Directors in its discretion may elect assistant officers. Any assistant officer shall act as an assistant to and under the direction of his superior officer and shall be vested with all powers and be required to perform any of the duties of his superior officer, and from time to time perform such other and further duties as may be required by the Board of Directors.

6.8 **Delegation of Power.** In the event of and during the absence, disqualification or inability to act of any officer, other than the Executive Director, such other officers or employees as may be designated by the Board of Directors or by the Executive Director shall have the authority and perform the duties of such officer.

6.9 **Resignation.** An officer may resign at any time by delivering written notice to the Board of Directors, the Chairman or Executive Director. A resignation shall be effective when delivered unless the notice specifies a later effective date.

6.10 **Removal.** Any officer may be removed, with or without cause, at any time by the Board of Directors and any officer or assistant officer, if appointed by another officer, may be removed by such officer.

ARTICLE VII GENERAL

7.1 **Fiscal Year.** The fiscal year of the Corporation shall be an annual accounting period ending on December 31 in each calendar year. The books, records, and financial affairs of the Corporation shall be audited by such independent Certified Public Accountant as may be selected by the Board of Directors and the examination report of such account shall be furnished to the Board of Directors.

7.2 **Banks and Checking.** All monies of the Corporation shall be deposited in its name in such banking institutions as may be designated by the Board, and checks drawn on any account of the Corporation shall be signed by the Executive Director, or such other officer authorized by the Board of Directors, and countersigned by such member or members of the Board of Directors as may from time to time be authorized by the Board.

7.3 **Amendments.** These bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors.

ARTICLE VIII DISSOLUTION

Voluntary dissolution procedures shall be initiated in accordance with the requirements of the statutes of the State of Virginia, the requirements by the Internal Revenue Code with respect to distribution of properties held by a corporation which has been granted tax exempt status or other funding source requirements.

ARTICLE IX INDEMNIFICATION

9.1 **Indemnification of Directors and Officers.** Except as provided in 10.2, the Corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (a) he conducted himself in good faith; and (b) he believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests and, in all other cases, that his conduct was at least not opposed to its best interests; and (c) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

9.2 **Indemnification Not Permitted.** The Corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the Corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

9.3 **Effect of Judgment or Conviction.** The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 10.1 or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

9.4 **Determination and Authorization.** Unless ordered by a court of competent jurisdiction, any indemnification under Section 10.1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (a) he met the standard of conduct set forth in Section 10.1 and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (b) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (b) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (c) by special legal counsel selected by the Board of Directors or its committee in the manner heretofore provided or, if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the Board of Directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

9.5 **Advance for Expenses.** The Corporation may pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (a) he furnished the Corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 10.1 and a written undertaking, executed

personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (b) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the Corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the Corporation without reference to financial ability to make repayment.

9.6 **Indemnification of Employees and Agents.** The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as provided in this Article with respect to directors and officers.

9.7 **Definitions.** In this Article:

“Director” and “officer” mean an individual who is or was a director or officer of the Corporation, as the case may be, or who, while a director or officer of the Corporation is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise..

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Corporation” means the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor’s existence ceased upon the consummation of the transaction.

“Expenses” includes but is not limited to counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (a) when used with respect to a director, the office of director in the Corporation; (b) when used with respect to an officer, the office in the Corporation held by him; or (c) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the Corporation. “Official capacity” does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

“Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

9.8 **Provisions Not Exclusive.** As authorized by the Virginia NonStock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article

shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the Virginia NonStock Corporation Act or other laws of the Commonwealth of Virginia.

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