

THE BYLAWS
of
BASIC NEEDS MINISTRY
A North Carolina Non-Profit Corporation

The following Bylaws are adopted by the Directors of the corporation entitled to vote for the government of the corporation:

ARTICLE I
GENERAL PROVISIONS

Section 1 - Name.

The name of the corporation is the Basic Needs Ministry.

Section 2 - Purpose.

a. The purpose for which the corporation is organized is to provide for and care for the needy and less fortunate by providing or making available low priced and/or free clothing and other household or personal items, among other things, to those in need. The corporation's purposes shall also include the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In pursuance of the foregoing purposes, the corporation may exercise all the rights and powers conferred on non-profit corporations by the North Carolina Non-Profit Corporation Act and may engage in all other lawful activities as provided therein for non-profit corporations. The corporation may also do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

b. The purposes for which the corporation is organized are exclusively religious, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

c. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on (1) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

d. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 - Limitations.

The corporation is a non-profit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

**ARTICLE II
OFFICES**

The principal office of the corporation shall be located at Garner, North Carolina. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

**ARTICLE III
DIRECTORS**

Section 1 - General Powers.

The property and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 2 - Directors.

The Board of Directors shall consist of at least one (1) but not more than seven (7) members.

The Directors shall be elected at the annual meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote.

Directors shall hold office for a term of one (1) year or until their respective successors have been duly elected and qualified. All vacancies on the Board of Directors shall be filled by a majority of the remaining Directors.

Section 3 - Quorum.

A quorum shall be comprised of not less than one-half (½) of the members of the Board of Directors.

Section 4 - Regular Meetings.

The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least quarterly at a place and time to be provided by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule. No additional notice of regular meetings shall be required.

Section 5 - Special Meetings: Call and Notice.

Special meetings of the Board of Directors shall be held whenever called by direction of the President or of one (1) Director, upon at least fifteen (15) days prior notice in writing, given personally, or by mail or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 6 - Annual Meetings.

The Board of Directors shall hold an annual meeting in conformance with Chapter 55A of the North Carolina General Statutes. Said annual meeting may be held at the time of a regularly scheduled quarterly meeting. At its annual meeting, the Board of Directors shall elect a President, one or more Vice-Presidents, a Secretary and a Treasurer as Executive Officers to manage the affairs of the corporation. The Board of Directors may, from time to time, appoint such other officers as are necessary or proper to carry out the business of the corporation. No officer need be a Director. Any one person, except as forbidden by law, may be elected to more than one office.

Section 7 - Meetings Held by Consent.

A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.

Section 8 - Committees.

The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

Section 9 - Indemnification.

a. Right to Indemnification. Any person who at any time serves or has served as a director of the corporation, or who, while serving as a director of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he may become liable in any such action, suit or proceeding.

b. Payment of Indemnification. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board of Directors shall give notice to, and obtain approval by, the members of the corporation, if any, for any decision to indemnify.

c. Binding and Nonexclusive. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

ARTICLE IV OFFICERS

Section 1 - Executive Officers.

The Executive Officers shall be elected by the Board of Directors at its annual meeting and shall comprise the offices of President, Vice-President, Secretary and Treasurer. Any officer duly elected shall hold office until a successor is elected and has accepted office.

Section 2 - Vacancies.

Any vacancy in any office shall be filled by the Board of Directors at the next regular meeting following notice of said vacancy or at any special meeting called for that purpose.

Section 3 - Terms of Office, Removal.

All officers shall be subject to removal at the pleasure of the Board of Directors by affirmative vote of a majority of the Directors in office.

Section 4 - Powers and Duties of the President.

The President shall be the chief executive officer of the corporation, subject to the control of the Board of Directors, and shall have general charge of its business and supervision of its affairs. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the corporation and make due reports to them. In addition to the powers and duties elsewhere provided in these Bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board of Directors.

Section 5 - Powers and Duties of Vice-President(s).

The Vice-President(s), if any, shall familiarize themselves with the affairs of the corporation and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice-President(s) in the order designated by the Board shall have all the powers and perform all the duties of the President. The Vice-President(s) shall have such other powers and duties as may at any time be assigned to them by the Board of Directors.

Section 6 - Powers and Duties of the Treasurer.

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse any funds, ensuring retention of information as to whether all deposits have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the corporation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required of him by law. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are

incident to the office and not inconsistent with these Bylaws, or as may at any time be assigned to the Treasurer by the Board. The Board of Directors may require the Treasurer to give a bond in such amount and with such sureties as they shall determine.

Section 7 - Powers and Duties of the Secretary.

The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors; shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation or of the Secretary by law. The Secretary shall attest by signature to all instruments duly authorized and requiring the same. The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these Bylaws, as may be at any time assigned by the Board of Directors.

Section 8 - Duties of Treasurer and Secretary May Be Combined.

The duties of the Treasurer and Secretary may be combined by the Board of Directors.

Section 9 - Other Officers.

The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the corporation.

**ARTICLE V
FINANCE**

Section 1 - Banking.

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefor to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instruments coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.

Section 2 - Fiscal Year.

The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

ARTICLE VI
MISCELLANEOUS

Section 1 - Amendments.

The Board of Directors may adopt and amend the Bylaws of the corporation from time to time at any meeting properly convened in accordance with these Bylaws.