

BY-LAWS
OF
THE GLORY HOUSE OF SIOUX FALLS

ARTICLE I. OFFICES

The principle office of the corporation in the State of South Dakota shall be located in the City of Sioux Falls, County of Minnehaha. The corporation may have other offices either within or without the State of South Dakota as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. MEMBERS

The members of the Board of Directors, duly elected and installed, shall also constitute the membership of the corporation of The Glory House of Sioux Falls, and all statements of government of both bodies shall be the same.

ARTICLE III. BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by the Board of Directors

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors of the corporation shall be not less than five or more than thirty, at least one of whom shall be a resident of South Dakota. Each director shall be elected for a three year term and shall hold office until the third annual meeting following the beginning of the term, or until his successor shall have been elected and qualified. Directors may serve two consecutive three-year terms. Then after taking a leave of one year, a former director may be elected for one more three-year term. Persons asked to serve on the Board of Directors, then being elected and installed, shall be affirming members of the Christian community at large.

Section 3. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by an affirmation vote of a majority of the remaining directors. A director who is elected to fill an unexpired term may be re-elected to fill one full three-year term after completion of the first partial term. He or she would then be required to take a one year leave before being elected to serve a final three-year term.

Section 4. RESIGNATION. Any director may resign by filing a written resignation with the secretary.

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Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmation vote of two-thirds of all the members of the board, suspend or expel a member for cause after an appropriate hearing. Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the board without sending a communication to the president or secretary stating his/her reason for so doing, and if his/her excuse should not be accepted by the members of the board, his/her seat on the board may be declared vacant.

Section 6. VOTING RIGHTS. Each member of the board shall be entitled to one vote on each matter submitted to a vote of the members.

Section 7. COMPENSATION. Directors as such shall not receive any compensation for their services, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any different capacity and receiving compensation therefore.

ARTICLE IV. MEETINGS

Section 1. ANNUAL MEETING OF THE CORPORATION. The annual meeting shall be held the second Thursday of January in each year at the time and place to be determined by the Board of Directors, for the purpose of electing and installing officers and board members, and for the transaction of other business of the corporation.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly throughout the year, at a time provided by resolution of the board.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or by two directors.

Section 4. NOTICE. Notice of any special meeting shall be given either verbally (including by telephone) or in writing a sufficient length of time before the time set for holding such special meeting to enable members to attend such meeting. Alternatively, notice may be given at least two days previous thereto by written notice delivered personally or mailed to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except when by-laws are to be amended.

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Section 5. QUORUM. One-third of the number of directors presently serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. MANNER OF ACTING. The act 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.

Section 7. ACTION WITHOUT A MEETING. Any action of an informal nature taken by the Board of Directors must be ratified at the next meeting and entered into the minutes of that meeting.

Section 8. PRESUMPTION OF ASSENT. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ACTION V. OFFICERS

Section 1. NUMBER. The officers of the corporation and the Board of Directors shall be the same, and shall consist of a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation and the Board of Directors shall be elected annually at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall serve for one year commencing after the annual meeting, or until his/her successor shall have been fully elected or until his/her death or until he/she shall resign or shall have been removed from office in the manner herein after provided.

Section 3. REMOVAL. Any officer or agent may be removed by a majority vote of the Board of Directors whenever it its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

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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 un-expired portion of the term.

Section 5. DUTIES. The officers shall perform such duties as naturally appertain to their respective offices and in addition such duties as the Board of Directors may from time to time impose on them.

ARTICLE VI COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee of the Board of Directors shall be the President, Vice-President, the Secretary, the Treasurer, and the prior year's President (or another director appointed at large if the prior year's President is no longer on the board). This committee may exercise all of the authority of the Board of Directors in the management of the corporation.

Section 2. STANDING COMMITTEES. Standing committees are committees appointed to meet to engage in a specialized task of an on-going nature, and shall be appointed by the president upon resolution of the members of the Board of Directors.

Section 3. SPECIAL COMMITTEES. Committees may be appointed by the president, delegated to meet to engage in a task of short term or special nature.

Section 4. TERM OF MEMBERS. Each member of a standing committee shall continue as such until the next annual meeting of the corporation and Board of Directors and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee by the president.

Section 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

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ARTICLE VII. RECORDS

The Board of Directors shall keep books and records of account and shall keep minutes of the proceeding of its meetings and shall keep at the registered and principal office a record of the names and addresses of its membership. All books and records of the corporation may be inspected by any member or his agent or attorney for any purpose at any reasonable time.

ARTICLE VIII. GIFTS

The Board of Directors may accept on behalf of the corporation, any contribution, bequest or devise for the general purposes or any special purpose of the corporation.

ARTICLE IX. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents, 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 confined to specific instances.

ARTICLE X. CORPORATE SEAL

The Board of Directors may provide a corporate seal.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given to any member/director of the corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of the South Dakota Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. CONFLICT OF INTEREST

No individual shall acquire material gain through his/her service as a member of the Board of Directors.

ARTICLE XIII. AMENDMENTS

These by-laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. When by-laws are to be changed, proposed changes must be read at the meeting of the Board of Directors prior to the meeting at which changes are to be voted upon.

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STATE OF SOUTH DAKOTA)

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COUNTY OF MINNEHAHA)

We the undersigned, being the President and Secretary of the Board of Directors, do hereby certify that the foregoing by-laws, numbered from Article I through XIII, inclusive, were adopted by unanimous vote of the Board of Directors of the Glory House of Sioux Falls, a corporation of Sioux Falls, South Dakota. These by-laws were passed upon second reading at a regular meeting of the Board of Directors, duly called and convened, this 13th day of October 1988, at which a quorum was present.

David H. Tidwell
President

Jane Anders