

These Bylaws govern the affairs of the Motorcycle Ministry herein referred to as the Sons of Thunder Inc. a Texas nonprofit corporation (the "Corporation"). The Corporation is organized under the Texas Business Organizations Code (the "Code").

ARTICLE I PRINCIPAL OFFICE

The principal office of the Corporation in the State of Texas shall be located in Borger; Hutchinson County, Texas. The Board of Directors of the Corporation (hereafter defined) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Corporation shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 PURPOSE AND LIMITATIONS

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2. Chapter 22 of the Code, including any purpose described by section 2.002 of the Code The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) Provide Ministry to those of different walks of life and bringing into the fold of the heaven bound.
- (b) Assist and counsel by teaching Biblical principals in large and small group settings, sometimes with the aid of multimedia. This will involve helping with leadership development, vision casting, mentoring, encouragement, and conflict management.
- (c) To serve as a writing and teaching ministry of the Gospel of Jesus Christ and such other purposes as permissible under law.
- (d) To promote the Christian faith by any appropriate form of expression, within any available medium, and in any location through the Corporation's combined or separate formation of a church, ministry, charity, school or eleemosynary institution without limitation

- (e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere
- (f) To make distributions to organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 as amended.
- (g) To make directed contributions, for defined purposes, to organizations in order to provide material, education and training to Christian communities who are under attack or threatened with violence.
- (h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c) (3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

2:02 Limitations. Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Corporation shall have all-those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry -out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a). The Corporation shall not pay dividends, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal

tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended. or corresponding, provisions of any subsequent federal tax laws: and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provision of an subsequent federal tax laws: (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended. or corresponding provisions of any subsequent federal tax laws: (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of all subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest

ARTICLE 3 MEMBERSHIP

This corporation shall have Members.

ARTICLE 4 MANAGEMENT OF THE CORPORATION BOARD OF DIRECTORS

- 4.01** Management. The affairs of the Corporation shall be managed by the Board of Directors.
- 4.02** **Number of Directors.** The Board of Directors shall consist of six (6) persons. The maximum number of Directors can be increased or decreased by the Board of Directors, but may not be decreased to less than three (3). Directors need not be residents of Texas.

- 4.03 Term of Directors.** Each director shall serve for a period of two (2) years and may serve successive terms.
- 4.04 Chairman of the Board.** The Board shall elect a Chairman who shall preside at all Board of Directors meetings. The Board of Directors shall elect a Vice Chairman to serve as Chairman of the Board of Directors in the Chairmen's absence
- 4.05 Powers.** The Board of Directors shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Certificate of Formation of the Corporation or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular the Board of Directors shall be responsible for the acquisition and disposition of Corporation property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any Corporation property and incur related indebtedness.
- 4.06 Nomination and Election:** At any meeting at which the election of a director occurs, a director may nominate a person with the second of any other director. In addition to nominations made at meetings, a nominating committee or corporate officers shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nominating committee, and any report of the committee, with the notice of the meeting at which the election occurs. A person who meets the qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the Board of Directors. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director.
- 4.07 Vacancies:** Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

4.08 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Texas, but shall be held at the Corporation's registered office in Texas if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the directors, either before or after the meeting. If such consents are given they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

- (a) **Regular Meetings:** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors
- (b) **Special Meetings:** A special meeting of the Board of Directors may be called by the Chairman or by any (2) members of the Board of Directors.
- (c) **Notice of Special Meetings**
 - (1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice, (b) by first class mail, postage paid, (c) by telephone communication, either directly to the director or to a person at the director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the director; (d) by electronic mail ("email"); by text message or (f) by fax to the director's office or home.
 - (2) Time Requirements Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email, text, or fax shall be delivered, telephoned, or faxed to the director or given at least twenty-four (24) hours before the time set for the meeting.
 - 3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Corporation's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.
 - (4) Waiver Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where the director attends a

meeting for the express purpose of objecting that the meeting is not properly called.

4.09 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the directors, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Corporation.

4.10 Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice. Directors present by proxy may not be counted toward a quorum.

4.11 Duties of Directors: Directors shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.12 Delegation of Duties. The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no liability for actions taken or omitted by the advisor if the Board of

Director's acts in good faith and with ordinary care in selecting the advisor The Board of Directors may remove or replace the advisor, with or without cause.

- 4.13 Interested Members:** To the extent permitted under the Code, contracts or transactions between directors, officers, or members of the Corporation who have a financial interest in the matter are not void or voidable solely for that reason Nor are they void or voidable solely because the director, officer, or Corporation member is present at or participates in the meeting that authorizes the contract or transaction. However, the material facts must be disclosed to or known by the Board of Directors or other group authorizing the transaction, and approval from disinterested parties must be obtained.
- 4.14 Actions of Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a majority of the directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.
- 4.15 Proxies.** Voting by proxy is prohibited.
- 4.16 No Compensation.** Directors shall not receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to directors for expenses of attendance if any, at a meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive reasonable compensation for those services.
- 4.17 Removal of Directors.** The Board of Directors may vote to remove a director, other than the Chairman of the Board, at any time, with or without cause. The Chairman of the Board may only be removed with cause. A meeting to consider the removal of a director may be called and noticed following the procedures provided in these Bylaws. A director may be removed by the affirmative vote of majority of the directors
- 4.18 Resignation of Directors** Any director may resign at any time by giving written notice to the Corporation. - Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 4.19 Corporation Questions.** In any case where a question arises regarding membership, questions of Corporation property, or with respect to any other matter that shall arise concerning the Corporation,-its internal workings, and its governance by any member, the Directors shall decide such question by majority vote
- 4.20 Deadlock.** In the case where the Board shall by reason of deadlock (whether because an even number of directors is seated on the Board. or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, the Chairman of the Board shall cast a ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Board. The majority ballot shall be cast in addition to the regular director's vote cast by the Chairman.

ARTICLE 5 OFFICERS

- 5.01 Officer Positions.** The optimum but not required officer positions of the Corporation shall be the President, Executive Vice President, Secretary, Treasurer, VP Chaplains and Master Sergeant at Arms. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. None of said officers shall be a director, and any two of these offices may be combined, except that of President and Secretary. President and Secretary are the minimum officers required for this Ministry.
- 5.02 Election and Term of Office.** The officers of the Corporation shall be elected by the Board of Directors at a regular or special meeting of the Board of-Directors and shall hold office until they resign, are terminated, or upon death.
- 5.03 Removal of Officers.** The Corporation officers, other than President, may be removed, with or without cause, by a majority vote of the members of the Board of Directors. The President may be removed with cause by a majority vote of the members of the Board of Directors.
- 5.04 Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

- 5.05 Vacancies.** A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office
- 5.06 President.** The President is the Chief Executive Officer of the Corporation and shall supervise and control all of the business and day-to-day affairs of the Corporation. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President
- 5.07 Executive Vice President.** The Board of Directors shall by majority vote, elect the Executive Vice President of the Corporation. When the President is unable to act, or refuses to act, or the office of President is vacant, the Executive Vice President shall perform the duties of the President. When the Executive Vice President acts in place of the President, the Executive Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President shall perform other duties as assigned by the President or Board of Directors. Except as expressly authorized by the Board of Directors, the Executive Vice President shall have no authority to sign for or otherwise bind the Corporation.
- 5.08 Treasurer.** The Board of Directors shall, by majority vote, elect the Treasurer of the Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source; (c) deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Corporation; (e) maintain the financial books and records of the Corporation; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the President or by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and (i) perform all of the duties incident to the office of Treasurer.
- 5.09 Secretary.** The Board of Directors shall, by majority vote, elect the Secretary of the Corporation. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Corporation; (d) affix the seal of the Corporation to all documents as authorized; (e) keep a register of the

mailing address of each member, director, officer, and employee of the Corporation; (f) perform duties as assigned by the President or by the Board of Directors; and (g) perform all duties incident to the office of Secretary.

5.10 VP Chaplains. The Board of Directors shall, by majority vote, elect the VP Chaplains of the Corporation. The Vice President Chaplains shall provide spiritual influence and advice to both the Executive Board and the general assembly. He shall provide assistance and direction to local chaplains in executing their roles and responsibilities. The VP Chaplains shall visit sick/injured group members whenever possible with other members and will be available to be called on for prayer. The VP Chaplains shall be accountable to the Executive Board as a whole, and to the President, individually for his actions and decisions.

5.11 Master Sergeant at Arms. The Board of Directors shall, by majority vote, elect the Master Sergeant at Arms of the Corporation. The Master Sergeant at Arms shall know and understand the Bylaws and the Code of Conduct as set up by The Sons of Thunder. He shall be prepared and ready to resolve conflicts as needed with the help of the Executive Officers. The Master Sergeant at Arms shall be accountable to Executive Officers as a whole, and the President, individually for his actions and decisions.

The Master Sergeant at Arms shall be responsible for helping State and Chapter Sergeant at Arms to understand how to monitor behavior so as to comply with the Code of Conduct and Bylaws of the Sons of Thunder. He shall help local Sergeants at Arms understand how to develop and delegate a ride committee, how to plan and schedule Club and ministry rides for The Sons of Thunder. The Master Sergeant at Arms should help local chapters understand the importance of appointing a Road Captain to lead and plan the specifics of each ride.

ARTICLE 6 COMMITTEES AND ADVISORY TEAMS

6.01 Establishment. The Board of Directors may adopt a resolution establishing one or more Committees and Advisory Teams.

6.02 Independent Compensation Committee. Annually, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. At least two of the persons serving on the Committee shall be directors. The Committee shall be elected by a vote of the Board of Directors. The Independent Compensation Committee shall

determine and approve the compensation for all executive employees. (Executive employees are hereby defined as employees in a position to exert substantial influence over, The Corporation or officers.) In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. No executive employees shall participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding salary and benefits.

6.03 Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income

6.04 Delegation of Authority. Each Committee shall consist of two or more persons, the majority of whom shall be directors. If, in addition to the Independent Compensation Committee, the Board of Directors establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Directors, or director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees. No Committee shall have the authority to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another Corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (d) authorize the voluntary dissolution of the Corporation; (e) revoke proceedings for the voluntary dissolution of the Corporation; (f) adopt a plan for the distribution of the assets of the Corporation; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a director or officer of the Corporation. (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below; (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Code. The Board of Directors may designate various Advisory Teams not having or exercising the authority of the Board. Such Advisory Teams shall only function in an advisory capacity to the Board of Directors. The President shall have the power to appoint and remove members of all

Advisory Teams. The President shall serve as an ex officio member of all Advisory Teams. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

- 6.05 Term of Office.** Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Board of Directors or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Corporation. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory team shall serve for the unexpired portion of the terminated Committee member's term
- 6.06 Chair and Vice-Chair.** Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the President. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.
- 6.07 Quorum.** One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.
- 6.08 Actions.** Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 7 TRANSACTIONS OF THE CORPORATION

- 7.01 Contracts and Legal Instruments.** The Board of Directors may authorize an individual officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name Of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.
- 7.02 Deposits.** All funds of the Corporation shall he deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.
- 7.03 Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation, including, but not limited to gifts of money, annuity arrangements, and securities and other tangible and intangible personal property and real property and interest therein. The Board of Directors may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of the Certificate of Formation, state law, and any requirements for maintaining the Corporation's federal and state tax status.
- 7.04**
- (a) **Potential Conflicts of Interest.** The Corporation shall not make any loan to a Director, Officer of the Corporation, or any individual outside of the ministry at any time. A director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws. Articles of the Certificate of Formation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation The Corporation shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interest of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. The Corporation shall not enter into a business arrangement or transaction with any Director or Officer or with a family member of a Director or Officer or person having influence with any

Director or Officer, and no Director or Officer or family member of a Director or Officer or person having influence with a Director or Officer shall enter into a business arrangement or transaction with the Corporation unless (1) the relationship is fully disclosed to the Directors, (2) the material terms and conditions of the arrangement or transaction are fully disclosed to the Directors, (3) the proposed arrangement or transaction does not result in personal inurement or benefit or any other result that is contrary to law, and (4) the proposed arrangement or transaction is in the best interests of the Corporation.

(b) **Individual Ministry Chapters**

Monies donated, collected thru dues, or gifted to any chapter of the Sons of Thunder Motorcycle Ministry are the express property of the ministry but designated for the individual chapter's growth and ministry endeavors. Each chapter should allocate chapter revenue for building of the fellowship and chapter expenses, not to exceed 50% of available funds, and the balance for ministry endeavors. Disposition of such monies shall be at the discretion of the Chapter Officers in compliance with the Ministry Bylaws and Ministry Purposes of Evangelism and Discipleship. Any abuse or misuse of ministry funds will be grounds for removal of one or more officers of that Chapter as recommended by the President and instructed by the Board of Directors. Any Chapter with revenues exceeding \$1000 a year will be required to submit annual summaries of monies dispensed for ministry endeavors.

- (c) **Chapter Dissolution:** A Chapter may be dissolved at any time at the request of the chapter officers and / or its members. A Chapter may be terminated by the President if the chapter fails to operate according to the SOT Bylaws or the Biblical Principles of the Christian Faith as determined by the Board of Directors.

7.05 Ownership and Distribution of Property.

- (a) The Corporation shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- (b) "Dissolution" means the complete disbanding of the Corporation so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Corporation its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefor, (2) assets held by the Corporation upon condition requiring return, transfer, or

conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code of 1986 (or the responding provision of any future United States Internal Revenue Law). and are engaged in activities substantially similar to those of the corporation: this distribution shall be done pursuant to a plan adopted by the Board of Directors and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine provided such organizations are in agreement with the Corporation's basic form of Government

7.06 Approval of Purchases. The purchases of fixed assets or donations in excess of \$1,000.00 shall be subject to the prior approval of the Board of Directors, or the President as authorized by the Board of Directors.

7.07 Whistleblower Policy. The Directors shall establish policies and procedures by which any person with good cause to reasonably suspect that the Corporation, as a corporation and/or by and through its officers, directors, employees, volunteers or agents, has engaged in conduct that is contrary to law may report such conduct to the Directors or their designated committee or representative and not face any form of retaliation for making such a report. The Directors, or their designees, shall immediately and thoroughly investigate such reports and make their findings and recommendations to the Directors.

ARTICLE 8 BOOKS AND RECORDS.

8.01 Required Books and Records. The Corporation shall keep correct and complete books and records of account.

8.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

8.03 Audited Financial Statements. The Corporation shall have each annual financial statement of the Corporation audited by a certified public accounting firm selected by the Board of Directors.

ARTICLE 9 INDEMNIFICATION

9.01 Indemnification.

- (a) To the full extent permitted by the Code, as amended from time to time, the Corporation shall indemnify any director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. Reasonable expenses may be advanced by the Corporation in defending such actions.
- (b) In addition, each Chapter or ministry arm of the SOT Ministry shall operate independently from the Corporations and shall indemnify said corporation from all liabilities resulting from individual chapter debt, expenses or obligations of any sort or kind, including litigation.
- (c) A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Board of Directors.

ARTICLE 10 MISCELLANEOUS PROVISIONS

10.01 Amendments to Bylaws: These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted by a two-thirds (2/3) majority vote of the members of the Board of Directors.

10.02 Construction of Bylaws: These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, legal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male

gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

10.03 Seal. The Board of Directors may provide for a corporate seal.

10.04 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

10.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Corporation Members, Chapter Members, Board of Directors, Corporate Officers, Chapter Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

10.06 Christian Alternative Dispute Resolution. Ministry Conflict Resolution among officers, members, or individuals associated with this ministry will follow the Matthew 18:15-17 Biblical Mandate, and in addition, will model all biblical Principles of Reconciliation and Restoration of unity in the Brotherhood. In extreme cases and in keeping with I Corinthians 6:1-8, all disputes which may arise between any Member of the Ministry and the Ministry itself, or between any Member of the Ministry and any Pastor, Director, officer, employee, volunteer, agent, or other member of this Ministry shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Mediation Law Group, Faith-Based Dispute Division. In the event that the Mediation Law Group ceases to exist during the course of this agreement, arbitration, under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration. If a dispute may result in an award of monetary damages that could be paid under a Ministry insurance policy, then use of the conciliation meditation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the aural and the insurer's agreement to honor any mediation, conciliation or arbitration award up to an applicable policy limits. The mediation, conciliation and arbitration process is not a substitute for a disciplinary process set forth in the Bylaws of the Ministry, and shall in no way affect the

authority of the Ministry to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 11 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those directors to whom it is practicable in any manner including by publication or radio. One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed directors for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds a corporation and may not be the basis for imposing liability on any director, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including: (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute directors. The emergency bylaws shall remain in effect during the emergency and not be after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Sons of Thunder Inc. and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted by the Board of Directors of the Corporation on Dec 1st, 2015.

DATED: Dec 1st, 2015

Revised by the Board of Directors

DATED: May 6, 2017

BY: Patricia Cantrell Name: Patricia Cantrell

Title: Secretary