

Bylaws of The Haven Women's Shelter, Inc.

Article I – Name

The name of this organization shall be The Haven Women's Shelter, Inc., hereinafter referenced as "The Haven" or "corporation".

Article II – Purpose

The Haven shall be organized and operated exclusively for lawful purposes, none of which are for profit, for which corporations may be organized under and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or their corresponding future statutes). The Haven's primary purpose shall be to share of the love Jesus Christ by providing temporary housing and practical assistance to the physically and spiritually impoverished women.

Section 1. Principal Office

The principal office of the corporation shall be located in the county of Shelby, State of Kentucky.

Section 2. Registered Office

The registered office of the corporation required to be maintained in the state of Kentucky may, but need not be, identical with the principal office in the state of Kentucky and the registered office may be changed from time to time by the Board of Directors, in which event the Articles of Incorporation must be changed in like fashion.

Section 3. Registered Agent

The Board of Directors shall designate a registered agent as required by Kentucky law.

Article IV – No Membership

The Haven shall have no members.

Article V – Board of Directors

Section 1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they shall adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the Bylaws and the laws of this state.

Section 2. Number, Term and Qualifications

The number of Directors of the corporation shall be no less than three (3) nor more than nine (9). Each Director shall hold office until the next annual meeting of the Directors and until a successor shall have been elected and qualified. Directors may serve up to three years. Directors need not be residents of the State of Kentucky.

Section 3. Regular Meeting

A regular meeting of the Directors shall be held without other notice than this Bylaw at the time and place to be determined by the Board of Directors, beginning with the year 2012. The Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such a resolution.

Section 4. Special Meeting

Special meetings of the Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Directors may fix any place for holding any special meeting of the Directors called by them.

Section 5. Notice

Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or by mailing to each Director, by first class mail, at least seven (7) days prior to the special meeting it notices. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, where a Director attends a meeting of 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 such meeting.

Section 6. Quorum

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of any and all business at any meeting of the Directors, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. 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 Directors. Where the law requires the affirmative vote of a majority of Directors in office to amend the Articles of incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by the majority as required by law.

Section 8. Vacancies in Board of Directors

Any vacancy occurring in the Board of Directors, caused by death, resignation or other act of the Directors, including but not limited to creating new board positions, shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and such a second Director shall hold office for the balance of the annual term of the successor.

Section 9. Election of Directors

New Directors may be elected by a majority of persons in the organization, provided that a quorum exists.

Section 10. Removal of Directors

Any of the Directors may be removed with or without cause by action of the board at a meeting called expressly for that purpose.

Section 11. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Vice President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 12. Meetings by Telecommunication

Any regular or special meeting of the board of Directors may be held by telephone or telecommunications, as long as all Board members can hear each other.

Section 13. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

Section 14. General Manager Appointment

The Board of Directors shall have the power to appoint a General Manager, who shall hold office at the pleasure of the Board. The Board of Directors shall have the power to delegate to the General Manager such executive power and authority as they may deem necessary to facilitate the handling and management of the corporation's property and interest.

Section 15. Order

- (a) Business at meeting of the Board of Directors shall be transacted in such order as the Board of Directors from time to time may determine by resolution.
- (b) At all meetings of the Board of Directors, the President, or in the President's absence, the Vice President of the corporation, shall preside.

Section 16. Contracts

Inasmuch as the Directors of this corporation may be connected with other corporations with which this corporation may have business dealings, no contracts or other transactions between this corporation and any other corporation shall be affected by the fact that the Directors of this corporation are interested in or are Directors or officers of such other corporation. Any Director individually may be a part to, or interested in, any contract or transaction with this corporation, provided (1) the "interest" of the Director is disclosed to the Board; (2) the interested Director may not vote in favor of the transaction, although that Director's presence may be counted toward a quorum, and (3) the Board approves the transaction at regular or special meeting.

Article VI – Committees

Section 1. Executive Committee and Other Committees

The Board, by resolution, may designate from among its members an executive committee and other committees, each consisting of one or more Directors. Each such committee shall serve at the pleasure of the Board.

Section 2. Composition of Committees Exercising Board Functions

Any committee that exercise any function of the Board of Directors shall be composed of two (2) or more Board members, elected by the Board of Directors by an affirmative vote of the Board members in office at that time.

Section 3. Quorum and Action

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before a meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Directors present.

Section 4. Limitations on the Powers of Committee

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board of Directors.

Article VII – Officers

Section 1. Enumeration

The officers of the corporation shall be a President, Vice President, 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. The same person may hold one or more offices of the corporation as determined by the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until death, resignation or removal in the manner hereinafter provided. An officer may be re-elected without limitation on the number of terms her or she may serve.

Section 3. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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 unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all the meetings of the Directors. The President may sign, with the Secretary/Treasurer or any other proper officer of the corporation thereunto authorized by the Board of Directors deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. In general, the Vice President shall perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned by the President or by the Directors.

Section 7. Secretary

The Secretary shall keep the minutes of the Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as require; and be custodian of the corporate records and of the seal of the corporation.

Section 8. Treasurer

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties and from time tot time may be assigned by the President or by the Directors.

Section 9. Loans

Loans may be made by the corporation to its officers and/or Directors; and loans may be made by the officers and/or Directors to the corporation. However, except as provided by Kentucky

Corporate Law, the corporation shall not lend money to or guarantee the obligation of a Director of the corporation.

Article VIII – Fiscal Year

The fiscal year of the corporation shall be a calendar year, unless otherwise determined to be in the best interests of the corporation by the Board of Directors following consultation with the corporate accountant.

Article IX – Books and Records

The corporation shall keep correct and complete books and records as required by Kentucky law.

Article X – Waiver of Notice

Whenever any notice is required to be given to any Director of the corporation under the provisions of these Bylaws or under the provisions of the Kentucky Corporation Code, 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 XI – Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least two (2) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

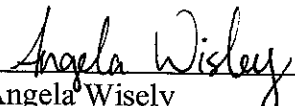
Article XII – Corporate Indemnity

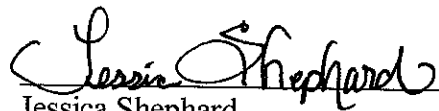
This corporation will indemnify its officers and Directors to the fullest extent allowed by Kentucky law.


These Bylaws were adopted by the Board of Directors of the corporation effective on the ____ day of November, 2012


Jo Baker
Secretary

APPROVED:


Angela Wisely
President


Jessica Shephard
Vice President


Keith Baker
Treasurer