

GREATER AUSTIN EMMAUS COMMUNITY, INC.

BYLAWS

These Bylaws shall govern the affairs of Greater Austin Emmaus Community, Inc., a Texas nonprofit corporation (the "Corporation").

ARTICLE ONE STATEMENTS OF PURPOSE AND FAITH

1.01. Statement of Purpose. The Corporation is organized exclusively for religious purposes under Section 501(c)(3) of the U.S. Internal Revenue Code, as set forth in its Certificate of Formation, as filed with the Texas Secretary of State on May 25, 2016.

1.02. Statement of Faith. The Corporation expressly adopts the following as its statement of faith and shall adhere to the following principles in all of its activities:

1. We believe the Bible to be the divinely inspired Word of God.
2. We believe in one personal and eternal God, who manifests Himself in three persons: Father, Son, and Holy Spirit.
3. We believe that Jesus Christ is the Son of God, that He is uniquely both fully God and fully human, that He was born of a virgin, that He lived a sinless life as the perfect representation of the character of God during His life on earth, that He was crucified having committed no crime to atone for the sins of the human race, that He rose from the dead by the power of the Holy Spirit, and that He ascended to Heaven where He sits at the right hand of God, His Father, where He intercedes for His people and awaits His glorious physical return to rule and reign as Lord over all the Earth.
4. We believe that salvation comes by grace alone through faith alone in Jesus Christ alone.
5. We believe that the Holy Spirit is the Spirit of God, who dwells within the hearts of all those who place their faith in Jesus Christ, empowers His followers to be transformed into His likeness, and edifies and encourages His Church through the exercise of spiritual gifts to represent Christ to the world.

6. We believe in the spiritual oneness of those who accept Jesus Christ as Savior and serve Him as Lord by and in the power of the Holy Spirit.
7. We believe that lay members of the Church are responsible for doing the work of the Church both in and through local church organizations and that it is the role of the clergy to teach, lead, and equip the laity to fulfill those responsibilities.

1.03. Statement of Calling. The Corporation exists to facilitate, coordinate, and manage the local activities associated with the Walk to Emmaus or other similar spiritual formation programs in and around the Greater Austin metropolitan area, pursuant to and in accordance with any terms, conditions, or requirements of any further agreements, contracts, or covenants with The Upper Room d/b/a International Emmaus Office ("The Upper Room"), a Tennessee nonprofit corporation which publishes and oversees the materials and activities related to the Walk to Emmaus spiritual formation program.

ARTICLE TWO DIRECTORS

2.01. Management. The Corporation does not and shall not have any members and shall be managed exclusively by the Board of Directors. The Board of Directors should, however, communicate and consult with its stakeholders through whatever means the Board of Directors deems to be reasonable and necessary in order to accomplish the purposes and objectives of the Corporation. The Corporation's stakeholders shall include any persons who have either participated in or volunteered in any Walk to Emmaus or other similar spiritual formation program approved by The Upper Room. (Hereinafter referred to as the "Fourth Day Community").

2.02. Number and Qualifications of Directors. The Board of Directors shall consist of any number of directors selected by the Board that is not less than three (3) and not more than sixteen (16). To be qualified, a director must have participated in the Walk to Emmaus or other similar spiritual formation program approved by The Upper Room and must publicly affirm belief in and adherence to the Corporation's statements of purpose, faith and calling.

2.03. Terms and Tenure of Directors. The terms of the directors shall be staggered so that no more than one-third of the directors currently serving will be replaced in any given year. Each director will serve for a term of three (3) years, except for directors who are elected to fill a mid-term vacancy on the Board. Directors elected to the position of Community Assistant Lay Director shall serve

for a term of one year, after which that director shall serve for a term of one year as Community Lay Director, after which that director shall serve for a term of one year as Community Advising Lay Director. In some cases, this may require an additional year of service beyond this director's three-year term.

2.04. Nominating and Electing Directors. Directors shall be nominated and elected at the annual meeting. Any director may nominate a person to serve as director with the second of any other director. A person who meets the qualifications for director and who has been duly nominated may be elected as a director by a majority vote of the Board. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as a member of the Board for no more than three (3) consecutive terms, even if the director's first term was less than three (3) years after being elected to fill a mid-term vacancy on the Board.

2.05. Annual Meeting. An annual meeting shall be held at a location and date as announced by the Board of Directors and published in the Corporation's newsletter or website.

2.06. Regular Meetings. As much as possible, regular meetings shall be held each month. Notice of the location, date, and time of each regular meeting of the Board shall be sent to all directors no less than 30 calendar days prior to such regular meeting.

2.07. Special Meetings. Special meetings may be called by, or at the request of, the Community Lay Director or any three (3) directors. Notice of the location, date, and time of each special meeting of the Board shall be sent to all directors no less than 2 calendar days prior to such special meeting. The notice of the special meeting shall include the person or persons who called the special meeting and the items to be discussed at such meeting.

2.07.1. Emergency Meetings. Emergency meetings may be called only by the Community Lay Director, Community Assistant Lay Director, or Upper Room Representative. In order to conduct any business at an Emergency Meeting, a quorum must be present and at least three members of the Executive Committee must be present. The person who called the meeting must, no less than two (2) hours prior to commencing such meeting, also send notice of the Emergency Meeting to all members of the Board of Directors via the Board's official e-mail address with a short description of the items to be discussed. No business may be discussed at the Emergency Meeting other than the items outlined in the notice. If a quorum is not available to meet, then phone or email access will be considered

an alternate method for establishing the quorum for the emergency meeting. The Community Lay Director/Community Assistant Lay Director must report on any actions taken at the emergency meeting at the next regular or special meeting of the Board, at which meeting a vote must be taken for the ratification of any actions so taken.

2.08. Open Meetings. All annual and regular meetings of the Board shall be open to any members of the Emmaus Fourth Day Community who are not members of the Board of Directors ("Stakeholders"). Any Stakeholders attending an open meeting of the Board may be afforded an opportunity to speak at the meeting, subject to any reasonable restrictions or conditions that may be established by the Board or its Community Lay Director from time to time. No Stakeholder shall be allowed to vote on any matter. No action taken by the Board may be attacked on the grounds that any Stakeholder did not have notice of the meeting when such action was taken or was not afforded an adequate opportunity to speak at such meeting.

2.09. Notice. Notice of the location, date, and time of each annual, regular or special meeting shall be sent to all directors by the Board's official e-mail address. Notice of the location, date, and time of each annual or regular meeting of the Board shall be announced at the immediately preceding meeting of the Board and also at the immediately preceding gathering of the Emmaus Fourth Day Community.

2.10. Quorum and Proxy. If the Board consists of six or fewer voting directors, then three (3) voting directors shall constitute a quorum. If the Board consists of seven or more voting directors, then five (5) voting directors shall constitute a quorum. No business may be conducted at a meeting of the Board unless a quorum of voting directors is present, unless otherwise authorized by these Bylaws. The directors present at a duly called or held meeting at which a quorum is present may continue to conduct 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 voting directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice. No director may vote by proxy. Any number of directors may attend a meeting by means of any telephonic or other electronic means so long as each director can both hear and be heard by every other director present at the meeting.

2.11. Actions of the Board at a Meeting. The Board will attempt to act and approve all business of the Corporation by consensus. If the directors present at

a meeting do not reach consensus, then the person serving as Community Lay Director or Chairman of the meeting may, but is not required to, unilaterally table the measure until the next regular or special meeting of the Board. If the directors do not reach consensus at the next regular or special meeting of the Board, then the vote of a majority of directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these 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 Board's decision.

2.11.1. Action by Electronic Consent. In addition to conducting business and taking action at a meeting, the Board may also conduct business and take action by electronic consent in compliance with this paragraph. Action by electronic consent must be limited to approval of an action which is fully embodied in a document, such as approval of minutes of a meeting, approval of an officer's report, approval of a contract, or approval of a written policy or procedure to be adopted by the Board. A copy of the document embodying the proposed action along with a written motion requesting approval of the proposed action must be sent to all directors via the Board's official e-mail address by the Community Lay Director or Secretary. Each director casting a vote on such proposed action must communicate that director's "yes" or "no" vote to every other member of the Board by e-mail no less than seven (7) days after notice of such proposed action was sent. The proposed action will pass only if, within that seven (7) day period, affirmative votes have been cast by a "majority plus one" of all of the current members of the Board. After the seven (7) day period, at the next regular meeting, the Secretary shall announce the Board's decision on the proposed action, present a copy of the original e-mail with the proposed motion and document as well as a copy of all e-mails showing the votes that were cast on such proposed action, and place a copy of those documents in the corporate record book with a signed and sealed certificate describing the action taken by the Board on that matter.

2.12. Removing Directors. The Board may vote to remove a director only at a regular or special meeting of the Board if the notice of such meeting included removal of the named director as an item on the agenda. Though a director may be removed without cause, any director may present evidence of why he or she should not be removed and may be represented by an attorney or clergy at the meeting. A director may be removed only by the affirmative vote of a supermajority of the Board, as set forth in Paragraph 2.14.

2.13. Vacancies. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number 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 or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

2.14. Super-Majority Requirements. The Board of Directors may not take any of the following actions unless they are supported by the affirmative vote of at least two-thirds of the voting directors currently serving on the Board of Directors at a regular or special meeting and the notice of such meeting included a description of the proposed action to be taken:

1. Amend the Articles of Incorporation;
2. Adopt a plan of merger or of consolidation;
3. Authorize the sale, lease, exchange, transfer, mortgage, pledge or hypothecation of the Corporation's property and assets, including intellectual property;
4. Authorize voluntary dissolution of the Corporation;
5. Revoke proceedings for voluntary dissolution of the Corporation;
6. Adopt a plan for distributing the Corporation's assets;
7. Amend, alter or repeal these Bylaws;
8. Remove any director of the Corporation under Paragraph 2.12; or
9. Approve any transaction to which the Corporation is a party and that involves a conflict of interest governed by Paragraphs 2.18 or 5.04.

2.15. Duties of Directors. Directors will 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 interests of the Corporation. In discharging any duty imposed or power conferred on directors, 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 has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants, attorneys, insurance agents, real estate agents, or other such persons. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are

not deemed to have the duties of a trustee 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.

2.16. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary of the Corporation before adjournment of the meeting in question or be mailed to the Secretary by certified mail, return receipt requested, within ten (10) days after the meeting is adjourned.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation, or its attorneys or accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations.

Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney retained by the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were

improper. Contribution is in proportion to the amount received by each such person.

2.17. Delegating Duties. Directors may select advisors and delegate duties and responsibilities to them, including, without limitation, the full power to (1) buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and (2) sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

2.18. Interested Directors. Contracts or transactions between directors or officers 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, or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for that purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflict of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

2.19. Compensation. Directors may not receive salaries for their services, but may be reimbursed for any expenses incurred on behalf of the Corporation.

ARTICLE THREE OFFICERS

3.01. Regular Officer Positions. The Corporation shall be served by the following regular officer positions:

1. **Community Advising Lay Director**, who shall serve for a term of one year upon completion of that director's term as Community Lay Director;
2. **Community Lay Director**, who shall serve for a term of one year as Community Lay Director of the Board and shall assume the duties of the Community Advising Lay Director upon completion of the Community Lay Director's current term of office;

3. **Community Assistant Lay Director**, who shall serve for a term of one year as Community Assistant-Lay Director of the Board and shall assume the duties of the Community Lay Director upon completion of the Community Assistant Lay Director's current term of office;
4. **Secretary**, who shall serve for a term of three years and shall be responsible for preparing and providing all notices as required under these Bylaws and taking and preparing minutes of all meetings of the Board of Directors;
5. **Treasurer**, who shall serve for a term of three years and shall be responsible for handling the Corporation's financial transactions, managing the Corporation's financial accounts, maintaining the Corporation's financial records, and providing monthly reports to the Board of Directors regarding the Corporation's financial condition;
6. **Upper Room Representative**, who shall serve for a term of three years and shall be responsible for overseeing all aspects of the Corporation's compliance with any requirements of The Upper Room for the operation of the Walk to Emmaus spiritual formation program;
7. **Member Support Coordinator**, who shall serve for a term of three years and shall be responsible for coordinating communications and other interactions with the Corporation's Stakeholders at large;
8. **Walk Support Coordinator**, who shall serve for a term of three years and shall be responsible for coordinating the Walk to Emmaus weekend activities;
9. **Gathering Support Coordinator**, who shall serve for a term of three years and shall be responsible for coordinating the Emmaus Fourth Day Community gathering activities; and

10. **Spiritual Director**, who shall be an ordained member of the clergy and who shall serve for a term of three years and shall be responsible for coordinating with members of the clergy at large regarding the Corporation's activities and advising the Board of Directors regarding the conduct of the Corporation's activities in accordance with Christ centered and Bible-based principles.

11. **Job Descriptions**. The board will provide detailed job descriptions for the above positions.

3.02. Election and Term of Office. The Corporation's regular officers will be nominated and elected at the annual meeting of the Board of Directors. Only directors may be elected to a regular officer position and each regular officer's term shall run commensurately with the officer's term as director. The term of each officer will be the fiscal year. Each officer will hold office until a successor is duly elected and qualifies.

3.03. Removal. Any officer elected or appointed by the Board may be removed by the Board with or without good cause under the procedures set forth above in Paragraph 2.12.

3.04. Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term. as set forth above in Paragraph 2.13.

3.05. Duties. Unless the Board determines otherwise, the duties of officers shall be those commensurate with that position as set forth above in Paragraph 2.15 and 3.01.

3.06. Other Offices. The Board may create additional officer positions, define the authority and duties of such position, and elect or appoint persons to fill the positions as the Board may deem reasonable and necessary from time to time. Persons elected to hold such other offices may be, but are not required to be, members or voting members of the Board of Directors.

ARTICLE FOUR COMMITTEES

4.01. Executive Committee. The Board shall delegate its management authority to an Executive Committee, which shall consist of those directors who hold the following regular officer positions:

1. Community Lay Director;
2. Community Asst. Lay Director;
3. Secretary;
4. Treasurer; and
5. Upper Room Representative.

The Executive Committee may only act with the authority of the Board on matters that require immediate or emergency action when a regular or special meeting of the Board is not practical. Only the Community Lay Director/ Community Assistant Lay Director may call a meeting of the Executive Committee and notice of any meeting of the Executive Committee must be given to each member of the Executive Committee no later than 48 hours prior to such meeting taking place. No action may be taken by the Executive Committee unless at least three of its members are present at the time that such action is taken. The Community Lay Director/Community Assistant Lay Director must report on any actions taken by the Executive Committee at the next regular or special meeting of the Board, at which meeting a vote must be taken for the ratification of any actions so taken.

4.02. Other Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include at least one director and may include persons who are not directors. The Board may also delegate to the Community Lay Director its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board or any individual director of any responsibility imposed by these Bylaws or otherwise imposed by law.

4.03. Limitations. Neither the Executive Committee nor any other committee shall have the authority of the Board to:

1. Amend the Articles of Incorporation;
2. Adopt a plan of merger or of consolidation;

3. Authorize the sale, lease, exchange, transfer, mortgage, pledge or hypothecation of the Corporation's property and assets, including intellectual property;
4. Authorize voluntary dissolution of the Corporation;
5. Revoke proceedings for voluntary dissolution of the Corporation;
6. Adopt a plan for distributing the Corporation's assets;
7. Amend, alter or repeal these Bylaws;
8. Elect, appoint, or remove a member of a committee or a director or officer of the Corporation;
9. Approve any transaction to which the Corporation is a party and that involves a conflict of interest governed by Paragraphs 2.18 or 5.04 of these Bylaws; or
10. Take any action outside the scope of authority delegated to it by the Board.

4.04. Term of Office. With the exception of the Executive Committee, committee members shall serve a term of one year, unless otherwise specified by the Board. Each committee member will continue to serve on the committee until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee 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 will serve for the unexpired portion of the terminated committee member's term.

4.05. Chair and Assistant-Chair. The Community Lay Director shall designate one member of each committee to be the chair and another member to be the Assistant-chair. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the Assistant-chair will perform the chair's duties. When an Assistant-chair acts for the chair, the Assistant-chair has all the powers of – and is subject to the restrictions upon – the chair.

4.06. Notice of Meetings. Written or printed notice of a committee meeting will be delivered to each member of a committee not less than seven (7) days prior to the meeting. The notice will state the date, time and place of the meeting, and the purpose for which the meeting is called.

4.07. Quorum. One-half (1/2) of the number of committee members constitutes a quorum for conducting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to conduct business even if enough committee 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 committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

4.08. Actions of Committees. Committees will attempt to act by consensus. If the members of a committee present at a meeting do not reach consensus, then the measure will be tabled until the next meeting of the committee. If the members of a committee do not reach consensus at the next meeting of the committee, then the vote of a majority of members present and voting at a meeting at which a quorum is present shall constitute the act of the committee, unless the act of a greater number is required by law or by some other provision of these Bylaws or by resolution of the Board. A committee 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 committee's decision. A committee member may not vote by proxy.

4.09. Compensation. Committee members may not receive salaries for their services, but may be reimbursed for expenses incurred on behalf of the Corporation.

4.10. Rules. Each committee member may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

ARTICLE FIVE TRANSACTIONS OF THE CORPORATION

5.01. Deposits and Withdrawals. All of the Corporation's funds will be deposited to the credit of the Corporation in a financial institution.

5.02. Contracts. The Board may authorize any 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 or type of possible contracts or instruments.

5.03. Gifts. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Articles of Incorporation, state law, or federal law, including, but not limited to, any provisions of the Internal Revenue Code or other state or federal tax law with which the Corporation must comply in order to maintain its status as a tax-exempt organization under state or federal law.

5.04. Potential Conflicts of Interest. The Corporation may not make any loan to a director or officer of the Corporation.

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, the Articles of Incorporation, state law, or federal law, including, but not limited to, any provisions of the Internal Revenue Code or other state or federal tax law with which the Corporation must comply in order to maintain its status as a tax-exempt organization under state or federal law. 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 may not borrow money from – or otherwise transact business with – a director, officer or committee member of the Corporation unless (1) the transaction is described fully in a legally-binding instrument, (2) the transaction is in the Corporation's best interests, (3) all relevant facts concerning the transaction, including the involvement of the director, officer or committee member, have been fully disclosed to the Board, and (4) the Board approves the transaction by a majority vote, not including the vote of any person having a personal interest or stake in the transaction.

5.05. Prohibited Acts. As long as the Corporation exists, and except with the Board's prior approval, no director, officer or committee member of the Corporation may:

1. Do any act in violation of any binding obligation of the Corporation or of these Bylaws, the Articles of Incorporation, or any state law, or federal law, including, but not limited to, any provisions of the Internal Revenue Code or other state or federal tax law with which the Corporation must comply in order to maintain its status as a tax exempt organization under state or federal law;
2. Do any act with the intention of harming the Corporation or any of its operations;
3. Do any act in violation of any term, condition, or requirement of the Corporation's agreements, contracts, or covenants with The Upper Room;
4. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business;
5. Receive an improper personal benefit from the operation of the Corporation;
6. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
7. Wrongfully transfer or dispose of the Corporation's property, including intellectual property or intangible property;
8. Use the Corporation's name or any of its assumed names (or any substantially similar name) or any trademark or service mark adopted by the Corporation, except on behalf of the Corporation for carrying on the Corporation's business; or
9. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

5.06. Dissolution. Upon dissolution of the Corporation, the assets of the Corporation shall be distributed to The Upper Room, pursuant to any further terms,

conditions, or requirements of the Corporation's agreements, contracts, or covenants with The Upper Room.

ARTICLE SIX BOOKS AND RECORDS

6.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

1. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, along with any articles of amendment, restated articles, articles of merger, articles of consolidation, or any changes in the registered agent or registered office of the Corporation;
2. A copy of these Bylaws, and any amendments thereto;
3. Minutes of the proceedings of the Board and the committees;
4. A list of the names and addresses of the directors, officers, and any committee members of the Corporation;
5. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three (3) most recent fiscal years;
6. A financial statement showing the Corporation's income and expenses for the three (3) most recent fiscal years;
7. All reports or returns filed with any federal, state or local tax authority during the three (3) most recent tax years; and
8. All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status.

6.02. Inspection and Copying. Any director, officer or committee member of the Corporation may inspect and receive copies of all the books

and records required to be maintained in Paragraph 6.01, by submitting a written request to the Secretary of the Corporation. The Secretary shall make the requested materials available for inspection, or provide copies of the requested materials, at a reasonable time and place, no later than thirty (30) working days after the Secretary of the Corporation receives the initial request. The Board may establish by resolution reasonable fees for marshaling and copying the requested materials, so long as said fees do not exceed twenty-five (25) cents per page.

6.03. Audits. Any officer or director of the Corporation may have an audit conducted of the Corporation's books. The person requesting the audit shall bear the expense of the audit, unless the Board votes to authorize payment of the audit expenses. The person requesting the audit may select the accounting firm. The Corporation shall not be subject to an audit under this Paragraph more than once in any fiscal year.

ARTICLE SEVEN FISCAL YEAR

The Corporation's fiscal year shall coincide with the calendar year.

ARTICLE EIGHT INDEMNIFICATION AND INSURANCE

8.01. Indemnification. The Corporation may, but shall not be required to, indemnify any director, officer, committee member, employee, representative, agent, or volunteer of the Corporation in accordance with the standards and procedures set forth in Chapter 8 of the Texas Business Organizations Code.

8.02. Insurance. The Corporation may purchase one or more insurance policies to cover, protect, or indemnify any of its directors, officers, committee members, employees, representatives, agents, volunteers, or participants, against any loss or liability arising from or relating to that person's acts or omissions in the course and scope of his or her performance of activities or responsibilities on behalf of the Corporation. The coverage or indemnification purchased under said insurance policies shall apply according to the terms of said policy without regard to the Board's approval of or the person's qualification for indemnification under Paragraph 8.01 of these Bylaws.

ARTICLE NINE AMENDMENTS TO BYLAWS

Except as necessary to correct obvious grammatical or typographical errors, these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted

by the Board, only upon a super-majority vote of the Board of Directors as set forth in Paragraph 2.14. Any written notice or written consent shall fully set forth the text of the proposed bylaw provisions and shall refer to the existing bylaw provisions that would be altered by the proposed provisions.

ARTICLE TEN MISCELLANEOUS PROVISIONS

10.01. Legal Authorities. These Bylaws shall be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

10.02. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements for obtaining and maintaining all tax exemptions that may be available to the Corporation. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the bylaws shall be construed as if they had not included the invalid, illegal, or unenforceable provision.

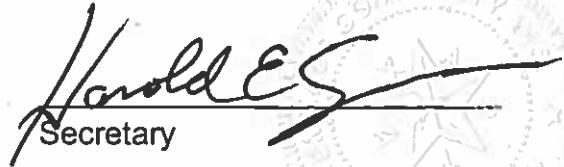
10.03. Headings. The headings used in these Bylaws are for convenience only and may not be considered in construing these Bylaws.

10.04. Number. All singular words include the plural, and all plural words include the singular.

10.05. Parties Bound. These Bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, representatives, agents and volunteers of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as expressly set forth herein.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Greater Austin Emmaus Fourth Day Community, Inc., d/b/a Greater Austin Emmaus Community and that these foregoing Bylaws were approved at a regularly-held meeting of the Board of Directors on Thursday, November 2, 2017.


Secretary

