

**BY-LAWS
OF
THE CHRIST FOUNDATION**

The undersigned, being all of the Members and Trustees of The Christ Foundation (the "Foundation"), an Ohio non-profit corporation formed for charitable purposes pursuant to Rev. C. Ch. 1702, hereby adopt these By-Laws in accordance with Rev. C. §§1702.10-11 to be effective as of the date of their adoption. These By-Laws supersede all prior By-Laws of the Foundation and are for the government of the Foundation, the conduct of its affairs, and the management of its property.

Article 1
Purpose

1.1 The Foundation was formed on March 26, 1971 as a charitable non-profit corporation under Ohio law and is a private foundation as described in §509(a) of the Internal Revenue Code of 1986, as amended (the "Code").

1.2 This Foundation is formed for the specific purpose of being a charitable private foundation and is founded upon the principal that charity is an expression of our Christian faith that unites us with God. The Foundation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article 2
Trustees and Members

2.1 The Trustees of the Foundation shall be the Members of the Foundation. All references herein to "Trustees(s)" shall also refer to "Member(s)" unless the context indicates otherwise. As used herein the term "trustee" is synonymous with "director."

2.2 The Foundation shall have not less than three (3) nor more than five (5) Trustees, selected as set forth below. The number of Trustees and Members that the Foundation has shall at any given time be determined by a majority vote of the Members.

2.3 The Members and Trustees of the Foundation are:

PATRICIA MOORE
DANIEL MOORE
RANDALL MOORE
LEWIS YODER
MICHAEL OGLINE

2.4 Trustees shall serve for an indefinite term. If a vacancy occurs in the office of Trustee than a successor shall be appointed by the majority vote of the remaining Trustees. A Trustee may be removed and/or replaced at any time, with or without cause, by a majority vote of the Trustees.

Article 3
Meetings

3.1 The annual meeting of the Members required by Rev. C. §1702.16 shall be held on the 16th day of November each year at the principal office of the Foundation or such other date, time and place as shall be determined by the Members. The Members may consider and act upon any matter properly brought before them at such meeting. Notice of the annual meeting shall be given to all Members not less than ten (10) days prior to the date of such meeting

3.2 Any Trustee may call a meeting of the Trustees upon not less than ten (10) days written notice to the other Trustees, which notice shall specify the date, time, location and purpose of the meeting. Notwithstanding the foregoing, the Trustees may conduct a meeting upon less than ten (10) days notice upon their unanimous consent. The Trustees may consider and act upon any matter properly brought before them at such meeting.

3.3 The Members and/or Trustees may take any action without a meeting by their unanimous written consent as authorized by Rev. C. §1702.25.

3.4 A Trustee or Member may attend any meeting in person, by video conference, or by telephonic or other electronic means provided that all attendees may at all times during such meeting hear and speak with each other attendee.

3.5 A quorum shall be considered to exist at any meeting where a majority of the Trustees and/or Members are present. A majority vote of the Members and/or Trustees present at a meeting where a quorum is present is required for any action coming before them.

Article 4
Authority of Board of Trustees

4.1 The Board of the Trustees shall be the governing body of the Foundation and shall have charge and management of the affairs of the Foundation except as otherwise designated in these By-Laws. The Board is authorized to receive funds and property by gift, bequest and devise or otherwise consistent with the charitable purposes of the Foundation. Title to all property shall be held in the name of the Foundation, or of a nominee thereof selected by the Board. In addition to other powers granted or conferred by law, the Board of Trustees is authorized to invest and reinvest funds, to acquire, transfer and convey real estate and personal property of the Foundation, and to borrow money and to make loans in furtherance of the charitable purposes of the Foundation.

4.2 The Trustees shall have the authority and shall be subject to the duty of care prescribed in Rev. C. §1702.30.

4.3 A majority vote of the Trustees is required for any action coming before them at a meeting provided that the Trustees may take any action properly before them or authorized by law or these By-Laws in a writing unanimously adopted and executed by them.

Article 5
Officers

5.1 The Trustees shall appoint the following officers each of whom shall be a Trustee: President, Secretary, Treasurer and Executive Director. One person may serve both as Secretary and as Treasurer. Officers shall serve for an indefinite term and shall have the duties and authority set forth below:

5.1.1 President. The President shall preside at all meetings of the members and of the Trustees. He or she may sign, with the Secretary or any other proper officer of the Foundation authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Trustees or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Trustees.

5.1.2 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Trustees; attest to any actions taken by the Trustees: see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Foundation is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by that member; and in general perform all duties incident to the office of Secretary and such other duties may be assigned by the President or by the Trustees.

5.1.3 Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the Trustees.

5.1.4 Executive Director. The Executive Director is the chief executive and operating officer of the Foundation. He or she is responsible for the day to day conduct of the Foundation's business and charitable actions including evaluating applications for grants, research and investigation of potential grant recipients, preparing grant agreements and monitoring the same to ensure compliance, managing expenditure responsibility for grants when required or appropriate, and overseeing the investment of the Foundation's funds. The Executive Director shall be responsible for implementation of any investment policies adopted by the Trustees and shall monitor the performance of any asset managers or advisors of the Foundation, shall be responsible for the preparation of the Foundation's financial statements and income tax returns and shall report to the Trustees on the Foundation's financial status, and shall keep the Trustees fully advised as the activities of the Foundation. The Trustees may from time to time authorize the Foundation to employ individuals to assist in performing the Foundation's charitable purpose and determine the compensation to be paid such employees. Any such employees shall be subordinate to

shall report to the Executive Director. The Executive Director shall be solely responsible for the selection, hiring and termination of any employees of the Foundation.

5.2 All of the Foundation's books and records shall be kept at all times at the office of the Foundation and shall be available for inspection and review by any of the Members and Trustees during normal business hours. Copies of such records shall be provided to Members and trustees upon their request.

Article 6 **Code of Conduct and Conflict of Interest Policy**

6.1 The following Code of Conduct and Conflict Interest Policy shall apply to all Members and Trustees, and to others having dealings with the Foundation. The purpose of these policies is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, Trustee or staff of the Foundation or might result in a possible excess benefit transaction. These policies are intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

6.1.1 The Foundation is a private charitable foundation and is dedicated to its mission of private philanthropy. The Foundation strives to maintain the highest Code of Conduct in all its operations. The Foundation recognizes that Trustees and others representing or affiliated with the Foundation will from time to time face possible conflicts of interest or situations in which the appearance of conflict of interest could be detrimental to the Foundation and the charitable purposes it serves. The Foundation has adopted this Code of Conduct in recognition of its responsibility to the public trust, in recognition of the importance of fairness and objectivity in its conduct of business, as a means of assuring that every decision of the Foundation is made in the interest of the Foundation and as a means of codifying its expectations of Members and Trustees, and others serving the Foundation. This Code of Conduct applies to all persons holding positions of responsibility and trust on behalf of the Foundation, including but not limited to the Members and Trustees and any staff of the Foundation. This Code of Conduct shall be provided to each Member and Trustee at the time that he or she is asked to serve the Foundation.

6.1.2 Members and Trustees of the Foundation are expected to commit themselves to ethical and professional conduct. This includes the proper use of authority and appropriate decorum. Members and Trustees must represent unconflicted loyalty to the interest of the Foundation. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, business interests, personal interests or paid or volunteer service to other organizations. It is the policy of the Foundation that no Member or Trustee shall derive any personal profit or gain, directly or indirectly, by reason of his or her service to the Foundation. There may be no self-dealing or any conduct of private business or personal services between any member and the Foundation except those conducted in an open and objective manner to ensure equal competitive opportunity and equal access to information. Trustees may not attempt to exercise

individual authority over the policies and operations of the Foundation except through their roles as voting members of the Foundation.

6.2 The following Conflict of Interest Policy shall apply to all Members and Trustees, and to others having dealings with the Foundation:

6.2.1 The Members and Trustees of the Foundation are encouraged to play active roles in their communities by serving as board members or otherwise being involved with a wide spectrum of nonprofit organizations. This means that, from time to time, potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the Foundation's policy to deal with such conflicts in as open and appropriate a way as possible.

6.2.2 Conflicting involvements include but are not limited to the following: Members and Trustees serving as board members of applicant organizations, immediate family members of Members and Trustees serving as board members of applicant organizations, Members and Trustees or their immediate family members being employed by or doing business with applicant organizations.

6.2.3 In case of such conflicts or the appearance thereof, Members and Trustees are expected to disclose the conflict before making any related grant decisions. Once such a disclosure has been made, the remaining Trustees will determine whether or not there is a potential conflict of interest. Should it be so considered, the Members and Trustees involved shall abstain from voting and shall not participate in the discussion of the applicant organization other than to answer specific questions that may be raised by other Trustees.

6.2.4 In cases where the Trustees decide to award a grant to an organization and one or more of the foundation's Members and Trustees has abstained from voting as the result of a conflict or the appearance, such Members and Trustees shall be identified as having abstained in the minutes or other record made of such meeting.

6.2.5 In connection with any actual or possible conflict of interest, any Member, Trustee or staff of the Foundation must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Trustees considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
- (b) A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.
- (d) Compensation includes direct and indirect remuneration as well as gifts or

favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest.

6.2.6 If the Board of Trustees have reasonable cause to believe a Member, Trustee or staff of the Foundation has failed to disclose actual or possible conflicts of interest or financial interests, it shall inform that person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the person has failed to disclose an actual or possible conflict of interest or financial interest, it shall take appropriate disciplinary and corrective action.

Article 7 Miscellaneous

7.1 The Foundation is intended to be a private foundation described in §509(a) of the Code. For any period the Foundation is so described:

- (a) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code;
- (b) The Foundation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code;
- (c) The Foundation shall not retain any "excess business holdings" as defined in §4943(c) of the Code;
- (d) The Foundation shall not make any investments in such manner as to subject it to tax under §4944 of the Code; and
- (e) The Foundation shall not make any "taxable expenditures" as defined in §4945(d) of the Code.

7.2 No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, Trustees, officers, other private individuals or organizations organized and operated for a profit (except that the Foundation shall be authorized and empowered to pay reasonable compensation to its officers and employees for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). The Foundation shall not carry-on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under §501(c)(3) of the Code. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

7.3 Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on: (i) by an organization exempt from federal income taxation under §501(a) of the Code, as an organization described in §501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under §170(c)(2), §2055(a)(2), or §2522(a)(2) of the Code.

7.4 Upon dissolution or final liquidation of the Foundation, the Trustees, after paying or making provision for the payment of all lawful debts and liabilities of the Foundation, shall distribute the assets of the Foundation as required by the Foundation's Articles of Incorporation for one or more exempt purposes within the meaning of §501(c)(3) of the Code or to such organization or organizations as the Trustees shall select, provided such organization or organizations are organized and operated exclusively for purposes consistent with the purposes of the Foundation and are exempt from federal income taxation under §501(a) of the Code as an organization or as organizations described in §170(c)(2) and §501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or to a state or local government for a public purpose, or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such court shall determine.

7.5 The accounting period for the Foundation shall be the twelve (12) month period beginning January 1 and ending December 31 of each year.

7.6 These By-Laws may be amended, or new regulations may be adopted, from time to time, by a majority vote of the Members. Notice of any meeting at which amendment, repeal, or adoption of new regulations is proposed shall be in writing, shall include the text of such proposed amendment or new regulations, and shall be served upon all Members by regular U.S. mail, and such notice shall be deemed served when mailed, postage prepaid, to the last known mailing address of each member.

7.7 Any notice required to be given to Members or Trustees may be made by regular US mail or by electronic means (such as email or fax). Notice made by regular US Mail shall be deemed to have been made when mailed to any address provided by a Member or Trustee. Notice made by electronic means shall be deemed to have been made when sent electronically to an email address, facsimile number, or other electronic address provided by a member. Any Member or Trustee may waive written notice as to any meeting of the Members or Trustees if he or she attends such meeting.

The undersigned, being all of the Members of the Foundation, do hereby adopt and enact these By-Laws for The Christ Foundation this 14th day of May, 2021, and effective as set forth above.








