

Nainoia Inc

BYLAWS

PO Box 462, Bellefonte, PA 16823
<http://NAINOIA-INC.signedon.net/contact>

Christian mission promotion, technical support services, and Bible translation

1. NAME

- 1.1. The name of the Corporation shall be Nainoia, Inc.

2. PURPOSES AND POWERS

- 2.1. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 2.2. The purpose of the Corporation is Christian mission promotion, technical support services, and Bible publication.
- 2.3. The Corporation plans to 1) develop the Holy Bible Aionian Edition™ at www.aionianbible.org, in print, and other formats to help others investigate the thesis of God's unconditional love for all mankind for themselves from the Bible, 2) promote further research and publication of Biblical arguments for the thesis of God's unconditional love for all mankind, 3) help Christians network online and face-to-face, 4) protect the sanctity of all life, 5) promote God's design for marriage and the one flesh relationship of husband and wife which illustrates the relationship of Christ and the church, 6) implement strategies against pornography and sexual abuse, 7) speak truth and initiate peacemaking into Middle East and world conflict with the powerful weapons of prayer and Scripture, 8) raise awareness of world-wide need, 9) support Christian evangelism and discipleship, and 10) provide computer and technical support services to existing Christian fellowships and organizations.
- 2.4. Additional Corporation activities must be approved by the Board of Directors and serve the purpose of Christian mission promotion, technical support services, and Bible translation.
- 2.5. The Corporation shall have no members, but exist to accomplish tasks that serve Christian mission as specified in the Corporation purpose.
- 2.6. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions, establishing contracts and affiliates, hiring employees and contractors, and involving volunteers.
- 2.7. The corporation is organized exclusively for charitable and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.8. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on

behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by an organization, contributions to which, are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

- 2.9. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any Director, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services, supplies, or assets rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- 2.10. Upon the dissolution of the organization, all assets shall be distributed as determined by the Board to one or more charitable Christians organizations with a reasonably similar mission that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any remaining assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

3. BOARD OF DIRECTORS

- 3.1. The Corporation shall have a Board of Directors consisting of at least one Director and the Board may increase or decrease the number of Directors serving on the Board.
- 3.2. Except as otherwise provided by law, all corporate powers are exercised by or under the authority of the Board and the affairs of the Corporation are managed under the direction of the Board. The primary role of the Board is holding the Corporation to the mission and purpose and holding the Executive Director accountable to sound business practice. Corporation operations management, however, is the responsibility of the Executive Director.
- 3.3. Directors may be elected and removed by a two-thirds vote of the Board.
- 3.4. Directors serve a term from their start date to the first regular meeting after their three year anniversary and may be re-elected by a two-thirds vote of the Board.
- 3.5. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Special meetings may be called by any two Board Directors. Meetings dates and locations must be announced with adequate notice with practical allowance for attendance. Board action shall only take place at Board meetings and shall be recorded in minutes.
- 3.6. Two-thirds of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.
- 3.7. The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote. Directors may not vote or sign Board resolutions or consents by proxy.
- 3.8. Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic or video conference call.
- 3.9. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, physically signed, and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be noted in the minutes.

- 3.10. Eligible Board of Director candidates must 1) be 21 years of age, 2) both profess and demonstrate Christian faith, 3) provide a letter of recommendation from a Christian fellowship, 4) evidence Christian leadership skill as discerned by the Board, and 5) meet the Biblical criteria for an elder as a godly man described in 1 Timothy 3:1-7.
- 3.11. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.
- 3.12. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law. All remuneration must be reviewed annually for compliance with the Excess Benefit Transaction rules as defined in Section 4958 of the Internal Revenue code, or the corresponding section of any future federal tax code.
- 3.13. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall 1) fully disclose the nature of the interest and 2) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of the remaining disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

4. OFFICERS

- 4.1. The Board Officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.
- 4.2. Each Board Officer shall serve for a term with duties beginning at the first Board meeting of the Calendar year to the first Board meeting of the next Calendar year.
- 4.3. The Board of Directors may remove an Officer at any time, with or without cause with a two-thirds vote and any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.
- 4.4. The Board Chair shall be the Chief Volunteer Officer of the Corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- 4.5. In the absence or disability of the Board Chair, the ranking Vice Chair or Vice Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chairs shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair.

- 4.6. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.
- 4.7. The Treasurer shall be the lead Director for oversight and reporting of the financial condition and affairs of the Corporation. The Treasurer shall lead the Board in good stewardship, accountability, and state and federal requirements for the Corporation.
- 4.8. The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation. The Board may not assign duties to non-officers.

5. COMMITTEES

- 5.1. The committees of the Board shall be categorized as standing and special, and each Board committee shall have membership, duties, and powers established in these Bylaws and the Board resolution or the charter creating the committee. Standing committees perform continuing functions on behalf of the Board. Special committees perform specific, limited tasks of the Board. The Board may establish standing and special committees by Board action or resolution. All committees report to the Board.
- 5.2. All Board committees shall be created by the Board of Directors, and the Board shall appoint all committee members and fill any vacancies; provided, however, that the Executive Committee may create interim special committees of the Board and establish their membership between meetings of the Board, subject to Board ratification at the next regular or special meeting of the Board. Each committee must be composed of at least one voting Director and may include non-director members without the power to vote.
- 5.3. The Board shall have an Executive Committee with powers established by the Board, consistent with these Bylaws. The Chair of the Corporation shall serve as Chair of the Executive Committee.

6. EXECUTIVE DIRECTOR AND STAFF

- 6.1. The Board of Directors may appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.
- 6.2. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee. The Executive Director and the Board shall maintain a Corporation Handbook of policy to insure that Corporation activities fulfill the Corporation mission, agree with Christian conscience and doctrine, and are lawful. In the case when governmental law is at disagreement with Christian conscience and doctrine, then public, immediate, respectful, and ongoing appeal must be made to government officials by the Board and Executive Director as the Corporation continues to carry on the mission.
- 6.3. The Board of Directors must work with and through the Executive Director to accomplish the mission of the Corporation and may not work apart from the Executive Director in performing the Corporation operations.

7. CONTRACTS, CHECKS, AND LOANS

- 7.1. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Executive Director, the Chair, or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.
- 7.2. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
- 7.3. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.
- 7.4. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

8. INDEMNIFICATION

- 8.1. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a Director or Officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or Officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorney's fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such Director or Officer may be entitled under any statute, bylaw, agreement, or otherwise.
- 8.2. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a Director or Officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.
- 8.3. The Corporation may not indemnify any person who is or was a Director or Officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.
- 8.4. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the

full board of Directors, including Directors who were parties to the proceeding, shall select special legal counsel to determine whether indemnification is proper.

- 8.5. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full board of Directors, including Directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.
- 8.6. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this Article may be advanced by the Corporation prior to the final disposition of such proceeding if (a) the Director or Officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the Director or Officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the Director or Officer is not entitled to indemnification under this Article. The undertaking shall be a general obligation of the Director or Officer, but need not be secured and may be accepted by the board of Directors without reference to the Director or Officer's financial ability to make repayment.
- 8.7. An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, provided that such indemnification, and the scope of such indemnification, is set forth by the Board through contract.
- 8.8. The board of Directors shall have the power to purchase insurance on behalf of any individual who is or was an Officer or Director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a Director or Officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this Article.
- 8.9. The Corporation shall not make claim, action, suit, or proceeding against any professing Christian or Christian organization in local, state, or federal court, but instead seek reconciliation through a Christian church, churches, or Christian counseling or reconciliation agency, according to 1 Corinthians 6:1-7. When defending itself against a claim, action, suit, or proceeding brought by a Christian or Christian organization the Corporation shall first make every effort for reconciliation through a Christian church, churches, or Christian counseling or reconciliation agency. However, after all these attempts are exhausted, the Corporation may choose to defend itself in local, state, or federal court against claims, actions, suits, or proceedings of any kind according to the judgment of the Board of Directors.

9. MISCELLANEOUS

- 9.1. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the board.
- 9.2. The Board shall exercise membership powers and ownership interests, if any, either by Board action in accordance with these Bylaws or by delegation of authority to act for the Corporation to the Executive Committee or Executive Director or his or her designees.
- 9.3. These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds of the Board of Directors.

10. STATEMENT OF CHRISTIAN BELIEF, WE BELIEVE...

- 10.1. In one true God, existing eternally as one God in three persons: Father, Son, and Holy Spirit, John 14:9-21, who is in essence spirit, John 4:24, light, 1 John 1:5, and love, 1 John 4:8.
- 10.2. That the 66 books of the Old and New Testaments are the unique, inerrant, inspired Word of God in the original autographs, and the final authority in all matters of faith and conduct, 2 Tim 3:16.
- 10.3. In the sovereignty and active rule of God in creation, the fall, history, revelation, miracles, prophecy, redemption, and final judgment, Romans 8:20-21.
- 10.4. That man was created by God in His image, but that since Adam's fall, all men are sinful and by nature deserve God's wrath, Ephesians 2:3.
- 10.5. That Jesus is the only begotten Son of God, fully human and fully divine, eternally existing as God, yet born in time of a virgin, and that He lived a sinless and perfect life, 2 Timothy 2:5.
- 10.6. In the historic death of Jesus as the full and only atonement, guaranteeing loving forgiveness for the sins of all mankind, in His bodily resurrection from the dead, and in His ascension to the right hand of the Father, 1 John 2:1-2.
- 10.7. That all mankind is justified by the loving grace of God and redeemed on the basis of the death of Christ, which is received through faith, Ephesians 2:8-9.
- 10.8. That the Holy Spirit is the effective agent in regeneration, bringing individuals to faith and transformed lives, 2 Corinthians 3:18.
- 10.9. In one universal church, Christ's Body, to which all believers belong, and in local churches accountable to God, lead by officers who govern local church belief and discipline, while respecting individual conscience, Hebrews 13:17, 1 John 2:27.
- 10.10. That believing mankind is rewarded in paradise after death, while unbelievers suffer punishment in Hades after death merited by their sinful nature and their rejection of the grace of Christ, Luke 16:19-31.
- 10.11. In the future, visible, physical return of the Lord Jesus Christ in glory, Titus 2:13.
- 10.12. In the final resurrection of redeemed mankind to the enjoyment of God forever, and the damnation of those excluded from the Book of Life to the Lake of Fire prepared for the Devil and his angels for the ages of the ages, Matthew 25:31-46 and Revelation 20:10.
- 10.13. This statement of Christian faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of The Corporation's belief the Board of Directors is The Corporation's final interpretive authority on the Bible's meaning and application.

11. STATEMENT OF CHRISTIAN PRACTICE, WE INTEND...

- 11.1. To glorify God and enjoy him forever, Revelation 21:1-7.
- 11.2. To defend that true religion is defined by the Christian Scriptures, with God alone as the infallible interpreter of his Word, 2 Timothy 3:14-16 and 1 John 2:20-27.
- 11.3. To defend that true religion obeys Christ's commands and imitates his character, John 8:31-23 and 1 John 2:3-6.
- 11.4. To love and receive all those who trust Jesus as members of the family of Christ and wholly participate in regular Christian fellowship, Romans 10:9 and Hebrews 10:25.
- 11.5. To honor marriage as ordained by God and to acknowledge God's only design as the lifetime covenant relationship between one man and one woman, an illustration of Christ and the Church, Genesis 2:19-25 and Ephesians 5:22-33, and that divorce and remarriage is only allowed by Christ in the case of unrepentant marital infidelity and abandonment by an unbeliever, Matthew 19:9 and 1 Corinthians 7:15.
- 11.6. To order our relationships in the Biblical pattern of respect and submission outlined in Romans 13:1, Hebrews 13:17, and Ephesians 5:21-6:9 with citizens obeying governmental authorities, believers obeying Christian leaders, husbands loving wives, wives submitting to husbands, children obeying parents, fathers not exasperating, but bring children up in the Lord, servants obeying their masters, and masters caring for their servants.
- 11.7. To be disciples of Christ, trusting and obeying God, loving God and one another, and calling others to do the same, Matthew 22:35-40 and Matthew 28:18-20.
- 11.8. To know God and to make him known to the unbelieving, 1 Corinthians 15:1-7 and Philemon 6.
- 11.9. To value, defend, and protect the sanctity of life, mankind being created by God in His image so that human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death, Psalm 139:13-16 and Jeremiah 1:4-10.
- 11.10. To live sober minded lives free from drunkenness, substance abuse, gluttony, or any excess in order to honor our bodies which are the temple of the Holy Spirit and be fit and prepared for serving the Lord, Galatians 5:16-26 and Titus 2:11-14.
- 11.11. To serve as Christ's peacemaking agents on earth waging war against Satan's divisive lies, limiting ourselves to the weapons of God's word, prayer, and a Christ-like attitude, 2 Corinthians 10:3-5, Ephesians 6:10-20, and 1 Peter 4:1.
- 11.12. To hold one another accountable that professing Christians have a responsibility to pursue a godly lifestyle and Christ-like life that is to be enforced and disciplined as described in Matthew 18:15-20, 1 Corinthians 5: 1-13, 2 Thessalonians 3:6-15, and 1 Timothy 5:17-21.
- 11.13. This statement of Christian behavior does not exhaust the extent of our practice. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final authority of all of our behavior. We also recognize that every matter great or small is within the realm of God's loving concern, but prioritize our concerns to the greatest matters of Christian conscience first, Romans 11:36 and 2 Corinthians 10:3-5. For purposes of The Corporation's practice the Board of Directors is The Corporation's final interpretive authority on the Bible's meaning and application.

12. CERTIFICATE OF ADOPTION OR RESTATED BYLAWS

12.1. I do hereby certify that the above amended and restated Bylaws of Nainoia, Inc., were approved by the Board of Directors and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

12.2. Effective Date _____

12.3. Name _____

12.4. Title _____

12.5. Signature _____

12.6. Signature Date _____