

**BYLAWS**  
**OF**  
**WALL WATCHERS**

**ARTICLE 1**  
**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at such place as shall be determined from time to time by its Board of Directors.

**SECTION 2. REGISTERED OFFICE AND AGENT**

The Corporation shall continuously maintain a registered office and registered agent within the state of North Carolina.

**SECTION 3. OTHER OFFICES**

The Corporation may also have offices at such other places, within or without its state of Incorporation, as its business and activities may require, and as the Board of Directors may, from time to time designate.

## **ARTICLE 2**

### **NONPROFIT PURPOSES**

#### **SECTION 1. IRC SECTION 501 (c) (3) PURPOSES**

As stated in its Articles of Incorporation, this Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

#### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

**The specific objectives and purposes of this Corporation shall be:**

- (a) *To provide information on Christian ministries to the public.*
- (b) *To serve as a donors' advocate, seeking to bring greater awareness and accountability to the management of churches, ministries, charities, and the like;*
- (c) *To educate and inform the public on a variety of financial related issues, including the effectiveness and efficiency of Christian ministries, biblical principles of stewardship, the promotion of ethical and moral business practices, and other similar issues.*
- (d) *To provide information, evaluations and opinions on the management and financial affairs of churches, ministries, charities, and the like;*
- (e) *To provide other information and services to the public in related areas;*
- (f) *To operate as a nonprofit public charity for the advancement of religion;*
- (h) *To operate at high levels of public accountability and integrity.*

## **ARTICLE 3**

### **DIRECTORS**

#### **SECTION 1. NUMBER**

The Corporation shall have not more than 16 and not less than 2 directors and collectively they shall be known as the Board of Directors.

#### **SECTION 2. QUALIFICATIONS**

The Board shall be composed of individuals who have demonstrated active support of the Corporation and its purposes.

Directors shall be of the age of majority in North Carolina.

To the greatest degree possible, board composition shall bring together a diversity of relevant skills and experience useful to the work and purposes of the organization.

As a condition of becoming and remaining a member of the Board, each director must make a written affirmation of agreement with and commitment to the Corporation's Statement of Faith, as contained in Article 11 of these Bylaws, and must annually reaffirm commitment to that Statement of Faith in writing and without mental reservation.

#### **SECTION 3. POWERS**

Subject to the provisions of the laws of North Carolina and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 4. TERMS OF OFFICE OF DIRECTORS**

Each director shall hold office for a period of 1 year and until his or her successor is elected. There are no restrictions on the number of terms a Director may be on the board or on how many times in a row a Director may sit.

Directors may serve successive terms without limitations.

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in attending meetings of the Board and/or in the performance of their duties. Any director barred from receiving compensation under this provision shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

## **SECTION 6. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors.

## **SECTION 7. REGULAR MEETINGS**

Regular meetings of directors shall be held at least twice a year, *on the second Tuesdays of August and February at 7:30 PM*, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day; provided, however that the dates and times of such regular meetings may be changed from time to time by the Board of Directors.

At any regular meeting of directors, or at a special meeting convened for such purposes, directors shall be elected by a majority of Directors present at such meeting.

## **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, or by any two directors. Such meetings shall be held at the principal office of the Corporation or, at the place designated by the person or persons calling the special meeting.

## **SECTION 9. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors

- (a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the board. Such notice must be written, and may be delivered personally, by first class mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted

shall acknowledge receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance at a meeting by a director entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

## **SECTION 10. QUORUM FOR MEETINGS AND BOARD ACTION**

A quorum shall consist of a majority of the members of the Board of Directors then in office.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **SECTION 11. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided one or more written consents setting forth the action so taken is signed by all the members of the Board or of the committee, as the case may be, and is filed with the minutes of proceedings of the Board or the committee.

## **SECTION 12. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a temporary Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall follow such procedures as may be approved from time to time by the Board of Directors, insofar as such procedures are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **SECTION 13. PARTICIPATION BY CONFERENCE TELEPHONE**

Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by conference telephone shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone or similar communications equipment, the minutes recording any action taken at such meeting shall note who participated in person and who participated by alternative communications.

### **SECTION 14. VACANCIES, RESIGNATION AND REMOVAL**

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors. Unless the notice specifies a later time for the effectiveness of such resignation, the resignation shall be effective when accepted by the Board of Directors. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by a majority vote of the Board of Directors.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

### **SECTION 15. INDEMNIFICATION**

To the fullest extent permitted by law, the directors and officers of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. Accordingly, any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator, is or was a director or officer, employee, or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

## **SECTION 16. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of (1) any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law; and (2) itself for any obligation which it incurs as a result of the indemnification of directors and officers.

## **SECTION 17. BOARD INDEPENDENCE**

The majority of members on the Board, and the majority of members on any committee shall comprise independent directors. An independent director is a board member who is not a "disqualified person" (as described in IRS Publication 557 and Forms 990 and 4720) with respect to the Corporation, other than as a director, and has no family relationship with a disqualified person. An independent director also shall not include an officer or employee of the Corporation, an independent contractor who deals with the Corporation (other than for de minimis or insignificant sums), or a person with a financial relationship (eg. owner, employee) with respect to such an independent contractor.

## **SECTION 18. TRANSACTIONS WITH INTERESTED PARTIES**

A contract or other transaction between the Corporation and one or more of its directors, officers, or family members thereof (hereafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more directors or officers are also Interested Parties, or in which entity an Interested Party has a financial interest – shall not be either void or voidable because of such relationship or interest, because such Interested Party is present at the meeting of the Board of Directors (or a committee thereof) which authorizes, approves or ratifies such contract or transaction, or because such Interested Party's vote is counted for such purpose, if:

1. Prior to consummating the transaction, the Board of Directors (or a committee thereof) authorized or approved the transaction, in good faith, by a vote or consent of a majority of the directors (or committee members) then in office, without counting the vote or consent of the Interested director or directors, and with knowledge of the material facts concerning the transaction and the Interested Party's interest in the transaction; or
2. The transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors (or a committee thereof).

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes,

approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of such loan shall be liable to the Corporation for the amount of such loan, including reasonable interest until it is repaid.

## **ARTICLE 4**

### **OFFICERS**

#### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such offices as may be determined from time to time by the Board of Directors. Two or more offices may be held by the same person.

#### **SECTION 2. QUALIFICATIONS**

Any person may serve as an officer of this Corporation. Except as otherwise provided, the officers may, but need not be, directors of the Corporation.

#### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and each officer shall serve at the pleasure of the Board. An officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of delivery of such notice to the appropriate officer or director, or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

#### **SECTION 5. VACANCIES**



Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in an office filled at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice Presidents (in the order of their seniority) shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

**The Secretary shall:**

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices for Board of Directors' meetings are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly execute documents of the Corporation.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the Board of Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

### **The Treasurer shall:**

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. DUTIES OF THE BOARD CHAIR**

The Board chair shall be a Director of the Corporation. He shall preside at meetings of the Board of Directors, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

### **SECTION 11. ASSISTANT SECRETARY**

If the Board of Directors elects to fill the position, the assistant secretary (or any of the assistant secretaries in order of their seniority) shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors shall prescribe.

### **SECTION 12. ASSISTANT TREASURER**

If the Board of Directors elects to fill the position, the assistant treasurer (or any of the assistant treasurers in order of their seniority) shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

### **SECTION 13. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

## **ARTICLE 5**

### **COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of 3 board members, and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided by the Articles of Incorporation, these Bylaws, and by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and may at any time remove or appoint members of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

#### **SECTION 2. OTHER COMMITTEES**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees shall consist of at least two (2) persons who are also members of the Board and shall have such powers and duties as shall from time to time be prescribed by the Board. All members of such committees shall serve at the pleasure of the Board. All actions by any such committee shall be reported for ratification to the Board at the next meeting succeeding such action.

#### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

#### **SECTION 4. ADVISORY GROUPS**

The Board of Directors, its chair, or the president of the Corporation may select and appoint individuals to serve on one or more advisory groups. Such individuals are not required to be members of the Board of Directors. An advisory group shall have no delegated or governance authority, but shall serve in a strictly advisory capacity to the Board of Directors, its chair, its committees, or the president. Any members of the

advisory group may be removed by the Board or by the appointing authority whenever in their judgment the best interests of the Corporation shall be served by such removal.

## **ARTICLE 6**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation, or by such other person or persons as the Board of Directors may from time to time designate.

#### **SECTION 3. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general nonprofit purposes of this Corporation or for any special purpose of this Corporation. The Corporation may accept any such contribution, grant, bequest or devise that is designated for a specific project or purpose if such designation is consistent with the Corporation's general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

## **SECTION 5. ENDOWMENTS**

Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board of Directors.

## **SECTION 6. FISCAL YEAR**

The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on July 1 and shall terminate on the following June 30.

# **ARTICLE 7**

## **CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

**The Corporation shall keep at its principal office:**

- (a) Minutes of all meetings of directors, and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection to members of the public at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the right at any reasonable time to inspect and copy the books, records and documents of the Corporation and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **ARTICLE 8**

### **PRIVATE FOUNDATION REQUIREMENTS**

#### **SECTION 1. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

The Corporation shall seek such sources of support as may be necessary to enable it to qualify as a publicly-supported organization.

In any taxable year in which this Corporation is determined to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 9**

### **AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENT**

The Articles of Incorporation and these Bylaws, may be altered, amended, or repealed by a majority of the Board of Directors then in office at any regular or special meeting of the Board.



## **ARTICLE 10**

### **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held enforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation and any and all amendments thereto filed with the state of North Carolina Department of the Secretary of State.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 11**

### **STATEMENT OF FAITH**

**WALL WATCHERS will be run as a Christian organization dedicated to the furtherance and promotion of the Christian faith. The following statements of faith relate to the beliefs held by WALL WATCHERS:**

- 1) *We believe the Bible to be the inspired Word of God.*
- 2) *We believe that Jesus is the Son of God and that He died, was buried, and was raised again. We believe in the atoning sacrifice of Jesus which provides salvation to all who seek it.*
- 3) *We believe in the gift of the Holy Spirit, which indwells and empowers Christians.*
- 4) *We believe that Jesus will return again, raising both the saved and the lost.*

Directors will be expected to sign off on the Statement of Faith once a year.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 16 preceding pages, as the Bylaws of this Corporation.

**Dated:** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
*(Chairman of the Board)*

\_\_\_\_\_

\_\_\_\_\_  
*(Director)*