

**BYLAWS OF**  
**THE TERRA ALTA CHRISTIAN FOUNDATION**  
**A WEST VIRGINIA NONPROFIT CORPORATION**

ARTICLE I.

Introductory

Section 1.1. Name. The name of the Corporation is **The Terra Alta Christian Foundation** (“Corporation”).

Section 1.2. Statement of Purposes. As provided in its Articles of Incorporation, the Corporation is organized, and will be operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”) or the corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any officer or Director of the Corporation, or to any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in its Articles of Incorporation, provided that such payments do not prevent it from qualifying and continuing to qualify as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth herein as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

Section 1.3. Offices. The principal office of the Corporation shall be located in the Town of Terra Alta, Preston, County, West Virginia, or at such other place as the Board of Directors may designate from time to time.

Section 1.4. Fiscal Year. The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

ARTICLE II.

Members

Section 2.1. Members. The Corporation is organized on a non-stock basis and shall have no members.

## ARTICLE III.

### Board of Directors

Section 3.1. Authority. Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation.

Section 3.2. Number and term. The Board of Directors shall consist of at least three (3) Directors and no more than five (5) Directors. The term of each Director shall be three years. There shall be no limitation on the number of terms any Director may serve.

Section 3.3. Elections. Directors shall be elected by a majority vote of the Directors at the first meeting of the Board of Directors each calendar year.

Section 3.4. Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve, or otherwise shall be filled by vote of the Board. Any Director so appointed shall serve until the Director's successor is duly elected, qualified and takes office.

Section 3.5. Resignation and Removal. Any Director may resign at any time by giving written notice to the President or to the Secretary/Treasurer of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation. Any vacancy caused by such removal may be filled at such meeting or as soon thereafter as practicable. Any Director may be removed by a majority vote of the Board of Directors.

Section 3.6. Compensation. No compensation shall be paid to any Director for services as a Director, but at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 3.7. Meetings. The Board shall meet at least \_\_\_\_\_ per year. These meetings shall be held as scheduled by the President of the Board. If a meeting is cancelled, it may be rescheduled at the discretion of the Board of Directors. Special meetings shall be called by the President or by the Secretary upon the order of the President or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise designated in the notice. Meetings of the Board of Directors, whether regular or special, may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Any vote of the Directors in connection with any corporate action may be taken orally during any such telephonic meeting. The result of any vote thus taken shall have like effect and validity as if reached by the voting Directors at a meeting at which the Directors were present in person.

Section 3.8. Quorum. At all meetings of the Board of Directors, the presence of a majority of Directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall

be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.9. Action by Unanimous Written Consent. In lieu of a meeting, directors may take action by means of written consent executed by all directors entitled to vote on such action.

Section 3.10. Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.11. Notices. Written notice of the date, time, and place of each meeting of the Board of Directors shall be sent to all Directors at least ten (10) days in advance of the date of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent by the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by mail, facsimile or electronic mail to each Director's residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or electronic transmission to such person. All other notices shall be deemed to have been given when received.

Section 3.12. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of the Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

Section 3.13. Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to the Corporation and shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would be under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation. In performing such duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and

- (c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3.14. Factors Which May Be Considered By Directors. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with the Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 3.13 hereof.

Section. 3.15. Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.16. Conflict of Interest.

- (a) No Preclusion. The Corporation shall not be precluded from conducting business with a partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis, the subsequent provisions of this Section 3.16 are met and the business to be conducted is not prohibited by the self-dealing rules under the Internal Revenue Code.
- (b) Identification. An actual or potential conflict of interest arises when any of the following circumstances exist or are threatened:
  - (1) a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Director;
  - (2) an opportunity within the scope of activities of the Corporation could be exploited by a Director, a Director's Family Member, or a Contracting Entity with respect to which there is an Interested Director; or
  - (3) a proposed transaction or compensation arrangement involves a Disqualified Person.

(c) Procedure for Determining Whether a Conflict Exists.

- (1) Disclosure Statements. Each Director may be required to complete an annual Conflict of Interest Disclosure Statement, describing any connections of the Director or the Director's Family Member with a Contracting Entity. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Director is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the President to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Directors.
- (2) Additional Disclosure. If, during the course of a meeting of the Board of Directors, a Director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Director shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, during the course of a meeting, the President or any Director believes that another Director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Directors.
- (3) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the President. In the event that the question involves the President, or ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:
  - (i) Questioning of the Involved Director. It is the Involved Director's duty to respond fully and frankly to any questions from the President or other Directors relating to the actual or potential conflict of interest.
  - (ii) Exclusion of the Involved Director. At the President's direction, or upon motion and majority vote of the other Directors present (excluding the Involved Director), the

Involved Director shall leave the Board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

- (4) Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (d) below.

(d) Procedure After Determining the Existence of a Conflict.

- (1) Appointment of Disinterested Individual or Committee to Investigate. In the event the Board of Directors concludes that a conflict exists, the President or a majority of the disinterested Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.
- (2) Board Action. Alternatively, the Board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Directors present, provided that they have determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Corporation; and (iii) after exercising due diligence, that the Corporation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Board or any applicable Committee shall have obtained and relied upon appropriate comparability data in making their determination. Any Involved Director or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.
- (3) Solely for purposes of this Section 3.16(d), the term "Disinterested Director" shall mean a Director who is

unrelated to and not under the control of the Involved Director, officer or Disqualified Person, as the case may be.

- (e) Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any Interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.
- (f) Violation of Policy. Any Director or Disqualified Person who violates the Corporation's conflict of interest policy, irrespective of whether he or she is doing so to protect the Corporation's best interests, shall be subject to disciplinary action by the President or the Board of Directors, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.
- (g) Definitions.
  - (1) Contracting Entity. Any entity engaged in a transaction or arrangement with the Corporation.
  - (2) Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Internal Revenue Code § 4958(f)(1) or any successor provision. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over the Corporation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the Corporation. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, the following categories of persons are likely Disqualified Persons: (i) each voting Director; (ii) each officer of the Corporation with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the employees of the Corporation who meet the definition of highly compensated employee under Section

414 of the Code; and (iv) substantial contributors to the Corporation.

- (3) Family Member. A spouse, sibling (whether by whole or half blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchildren, etc.) and the spouse of any sibling (whether by whole or half blood) or lineal ancestor or descendant.
- (4) Financial Interest. Possessing directly or indirectly, through business, investment or a Family Member:
  - (a) An ownership or investment interest in any Contracting Entity;
  - (b) A compensation arrangement with the Corporation, with any Contracting Entity or with any individual with whom the Corporation 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 Corporation is negotiating a transaction or arrangement.

The term “compensation” includes direct and indirect remuneration and substantial gifts and favors. In the event the Director is not certain if a particular gift or favor is substantial, disclosure should be made. A Director who has a Financial Interest in any affiliate of the Corporation shall be deemed to have a Financial Interest with respect to the Corporation as well.

- (5) Interested Director. A Director who has a Financial Interest or who serves or who’s Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.
- (6) Involved Director. A Director who is implicated in an actual or potential conflict of interest.

## ARTICLE IV.

### Officers

Section 4.1. Enumeration. The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer, and such other officers and assistant officers as the Board of Directors may, from time to time, designate.

Section 4.2. Term of Office. Each officer shall serve for a term of three years until the officer's successor is duly elected and takes office.

Section 4.3. Appointment. All officers shall be appointed by the Directors at the annual meeting of the Board of Directors of the corporation. The annual meeting shall be held in \_\_\_\_\_ of each year.

Section 4.4. Vacancies. Any vacancy shall be filled by the Directors entitled to vote. The President may, however, fill vacancies in the office of Secretary, Treasurer, or any other office designated by the Board, for the period ending upon the date when such vacancy is filled by the Board.

Section 4.5. President. The President shall preside as chairman at all meetings of the Board of Directors. The President shall exercise general supervision of the affairs of the Corporation and shall see that such affairs are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board.

Section 4.6. Vice President. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity and shall perform such other duties as he or she may be required to do from time to time. The Vice President shall undertake such other responsibilities as the Board or President may assign.

Section 4.7. Secretary/Treasurer. The Secretary shall make or cause to be made minutes of all meetings of the Board of Directors and shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors, performing all duties incident to the office of secretary of a corporation, and performing such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or records of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in separate account to the credit of the Corporation. Both the Treasurer and the President will be signers on the account. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial conditions of the Corporation. Securities of the Corporation shall be in the custody of the Treasurer and shall be deposited with such companies as the Board may direct. Management of such securities shall be in accordance with the policy established by the Board on investing securities.

Section 4.8 Other Officers. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officers shall become a Director solely by virtue of being an assistant officer.

## ARTICLE V.

### Committees

Section 5.1. Committees. The Corporation shall have such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. Except as otherwise provided in these Bylaws, committee chairs and members shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. Any person authorized by these Bylaws to appoint the chair and/or members of any committee may appoint himself or herself as a chair and/or member. Each committee shall meet at least quarterly. The chair of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.2. Meetings. All committees shall meet at stated times or on notice to all members by the committee chair or by any two members of the committee. They shall fix their own rules of procedure. Regular minutes shall be kept by the Secretary (or in the absence of a Secretary, by the chair) of these committees who shall report the same to the Board of Directors at the next regular meeting held after they have been taken. Actions at the interim meetings of these committees shall be approved by the Board of Directors at its next regular meeting.

Section 5.4. Quorum. A majority shall constitute a quorum but the affirmative vote of a majority of the whole committee shall be necessary to approve action in every case.

Section 5.5. Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment, or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board;
- (d) The sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation;
- (e) The approval of a plan of merger;
- (f) The approval of a proposal to dissolve; or
- (g) Action on matters committed by the Bylaws or a resolution of the

Board to another committee of the Board.

## ARTICLE VI.

### Personal Liability of Directors

Section 6.1. Directors' Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 31E, Articles 2 and 8 of the West Virginia Code (or the corresponding provision of any future provision of the West Virginia Code) as in effect at the time of the alleged action or failure to take action by such Director.

Section 6.2. Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

## ARTICLE VII.

### Indemnification

Section 7.1. Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by the West Virginia Code) each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding.

Section 7.2. Mandatory Advancement of Expenses to Directors and Officers. To the extent that funds or insurance proceeds are available, the Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.3. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.4. Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the West Virginia Code. Specifically, the right of indemnification shall not exist in relation to matters as to which such person is adjudged in any action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his or her duties to the Corporation, unless a court determines that such person is entitled to indemnification. Furthermore, this right of indemnification shall not exist in relation to any matter determined to be an excess benefit transaction as defined in Section 4958 of the Code.

Section 7.5. Miscellaneous. Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 7.6. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and

maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term “authorized representative” shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

## ARTICLE VIII.

### Restrictions Regarding the Operations of The Corporation; Administration of Funds

Section 8.1. No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall consist of lobbying and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 8.2. No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.3. Annual Report. The Secretary or Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the West Virginia Code, as it may be amended from time to time or any successor statute governing West Virginia nonprofit corporations or these Bylaws or the Corporation’s Articles of Incorporation.

Section 8.4. Books and Records. The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. The Corporation will keep at its principal office the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation, and the records provided for herein.

Section 8.5. Audit. If required, the Corporation’s books and records shall be audited regularly by a Certified Public Accountant in accordance with state and federal regulations. A copy of any such audits shall be presented to the Board.

Section 8.6. Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE IX.

Bylaw Amendments

Section 9.1. Authority. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote present at a meeting of the Directors at which there is a quorum.

Section 9.2. Notice. The Directors of the Corporation shall be given at least ten (10) days prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.

I, Richard Hopkins, Secretary/Treasurer of the Board of Directors of The Terra Alta Christian Foundation., a West Virginia non-profit corporation, hereby certify:

The foregoing bylaws, comprising 14 pages, are a complete and correct copy of the bylaws of The Terra Alta Christian Foundation.

The Terra Alta Christian Foundation

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

\_\_\_\_\_  
Secretary/Treasurer, Richard Hopkins