

CONSORTIUM OF CHRISTIAN STUDY CENTERS

BYLAWS

(as updated and amended July 13, 2011)

Article I GENERAL

Section 1. Name. The name of the corporation shall be Consortium of Christian Study Centers, hereinafter referred to as “the Corporation.”

Section 2. Nonprofit Purposes. The Corporation is organized and shall be operated exclusively as a volunteer, nonprofit, charitable, educational and religious institution dedicated to advancing the growth and effectiveness of Christian Study Centers at colleges and universities around the world. In pursuit of this mission, CCSC has the following goals: to promote collaboration among study centers; to provide mutual stimulation and resources to existing study centers; to encourage and support the development of new study centers; to raise awareness of the study center movement in academia, the church and the society at large.

Section 3. Nonprofit Activities. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. No part of the activities of the Corporation shall be in violation of Federal or Commonwealth of Virginia law relative to nonprofit or tax exempt corporations in carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or a successor statute of similar import); or (2) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or a successor statute of similar import).

Section 4. Regulation of Internal Affairs. The Corporation shall seek such sources of support, including the solicitation of grants from private units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1986 (or a successor statute of similar import).

Section 5. Dissolution or Liquidation. In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to, or divided among, any of the directors, officers, or members of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions made therefore, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated (1) pursuant to a plan of distribution adopted as provided for under Commonwealth of Virginia law or (2) if there be no appropriate plan of distribution, as a court may direct (pursuant

to the laws of the Commonwealth of Virginia) provided that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- (a) Such organization shall be organized and operated exclusively for religious, charitable or educational purposes.
- (b) Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate, or death taxes (by whatever name called).
- (c) Such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1986 (or a successor statute of similar import).
- (d) Contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1986 (or a successor statute of similar import).

Article II OFFICES

Section 1. Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the Commonwealth of Virginia.

Section 2. Principal Office. The principal office of the Corporation shall be located at such place as shall be determined by the board of directors.

Section 3. Additional Offices. The Corporation may also have offices at such other places as the board of directors may from time to time determine and the business of the Corporation may require.

Article III MEMBERSHIP AND RELATED ORGANIZATIONS

Section 1. Membership. The membership of the Corporation shall consist of any legally incorporated and fully operative Christian Study Center whose purposes and practices are fully consistent with the purposes of the Corporation, as set forth in the Articles of Incorporation and these bylaws, as interpreted and defined by the board of directors. Any and all information sought from an applicant by the board of directors shall be furnished by the applicant. The board of directors shall evaluate each application for membership to ensure that the applicant meets membership requirements, and the decision of the board of directors on any application for membership shall be final. The board of directors, upon its own motion, may review a member's activities at any time to ensure the member's continuing eligibility. If upon review and investigation the board of directors finds that a member no longer meets membership requirements, the board of directors may terminate that member's membership.

Section 2. Membership Dues. In order to obtain and continue membership in the Corporation, each member shall pay dues to the Corporation in an amount from time to time established by the board of directors.

Section 3. Resignation. Any member of the Corporation may resign at any time by delivering a written resignation to the Corporation. Such resignation is effective upon its receipt by the Corporation. A resigning member shall remain liable to the Corporation for any unpaid past dues.

Section 4. Term. The term of membership shall be indefinite.

Section 5. Meetings. Meetings of the members may be held within or outside the Commonwealth of Virginia.

Section 6. Annual Meeting. An annual meeting of the Corporation shall be held on such dates and at such locations as the board may determine.

Section 7. Special Meetings. Special meetings of the members may be called by the board of directors or by one-third (1/3) of the members of record.

Section 8. Notice. Written notice stating the place, day and hour of membership meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed to each member not less than five (5) days prior to any such meeting. Alternatively, each member may be notified by other means by the executive director, secretary or a member of the board of directors, within two (2) days prior to the meeting.

Section 9. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members without protesting at the commencement of the meeting the lack of notice thereof, shall be conclusively deemed to have waived notice of such meeting.

Section 10. Quorum. One-third (1/3) of the members of record shall constitute a quorum.

Section 11. Vote. All matters shall be decided by the vote of a majority of members through their presidents, chief executive officers, or appointed representatives present at or participating in the meeting, at which a quorum is present. Each member shall be limited to one vote.

Section 12. Proxies. No proxy shall be permitted for purposes of voting, constituting a quorum or otherwise.

Section 13. Presiding Officer. The executive director shall preside at all meetings of the members.

Section 14. Related Organizations. The board may, in its standing policies, develop criteria for recognizing organizations, which seek to relate to the Corporation in order to indicate support for its mission and programs.

Section 15. Other Groups. The board may authorize, in its standing policies, such advisory groups as it deems appropriate.

Article IV DIRECTORS

Section 1. Number, Term and Qualifications. The voting membership of the board of directors shall consist of an odd number of persons not fewer than five (5) nor more than eleven (11), as may be determined from time to time by the board of directors. The executive director of the Corporation shall be a voting member. Eligible candidates for at least 25 percent of the directorships shall be presidents or chief executive officers of member institutions. Eligible candidates for the balance of the directorships shall be individuals who are determined by the board of directors to be persons of Christian commitment who have a clear vision for Christian Study Centers, who have or have had some form of direct relationship to a member institution and have shown themselves to be fully supportive of the purposes and practices of the Corporation, and who are well qualified to serve as directors of the Corporation. The immediate past chair of the corporation shall serve as *ex officio* members of the board without vote, the immediate past chair for a period of no more than one year.

All directors who are eligible candidates by virtue of their being presidents or chief executive officers of their respective institutions shall be elected by the members for no more than three-year terms at any regular meeting or at a special meeting called for that purpose. The remaining directors shall be elected by the board of directors and their respective terms of no more than three (3) years shall be set by the board of directors. Any decrease in the number of directors shall not affect the tenure of incumbent directors. The term of directorships shall be staggered so that, as close as possible, one third (1/3) of the directorships expire each year. Directors may serve for two (2) consecutive full terms. A full term includes service of 20 months or more as a director who was elected to fill a vacancy. Former directors may be reelected to the board of directors following at least one year during which they did not serve as a director.

The term of a director shall be deemed as having begun January 1 of the year after they are elected and end December 31 of the third year following.

Section 2. Vacancy. Anything herein contained to the contrary notwithstanding, if the office of any director or directors becomes vacant, the remaining directors, though less than a quorum, may elect a successor or successors to serve the unexpired terms of the vacated directorships.

Section 3. Powers. The property, affairs and business of the Corporation shall be managed by its board of directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws prohibited.

Section 4. Committees. The board of directors may appoint such standing and special committees as the board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the board. Recommendations by any committee shall be reported to the board of directors for consideration and action.

Section 5. Removal. Any director except the executive director may be removed with or without cause by a majority vote of the directors, as provided herein, at any meeting duly called and at which a quorum is present, and the remaining directors may thereupon elect a successor or successors to fill any resulting vacancy for the unexpired term of any removed director.

Section 6. Transactions with Interested Directors. No loan shall be made by the Corporation to any of its directors or officers.

Section 7. Compensation of Directors. Directors and members of any committee of the board of directors shall not be entitled to compensation for their services as directors or members of any such committee but shall be entitled to reimbursement for such reasonable expenses incurred in attending such meetings as shall be decided from time to time by the board of directors. Any director receiving reimbursement under these provisions shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Section 8. The Executive Committee. The executive committee shall include no less than five members of the board of directors. The membership shall consist of the officers of the board and such at-large members as may be determined by the board of directors. The executive director shall be a member of the committee. The chair of the board of directors shall be the chair of the committee.

Between meetings of the board, the executive committee shall have general supervision of the administration and property of the Corporation except that, unless specifically empowered by the board to do so, it may not take any action inconsistent with a prior act of the board, alter bylaws, remove or appoint the executive director, purchase, sell, or begin major remodeling of the Corporation's headquarters or other properties, or take any action which has been reserved for the board in its standing policies.

Meetings of the executive committee shall be called, as needed, by the chair or by the executive director. A majority of the members of the executive committee shall constitute a quorum. Minutes of the meetings shall be taken and distributed promptly to each member of the board of directors following each executive committee meeting, which minutes will be presented to the full board at its next meeting for affirmation.

Section 9. Board of Directors Selection. The board shall appoint a nominating committee consisting of at least three board members and the executive director, which shall make recommendations for new directors. Every effort shall be made to fill board vacancies in a manner that best represents the membership.

Article V MEETINGS OF THE BOARD

Section 1. First Meeting. The first meeting following each election of new directors may be held without notice immediately following adjournment of the regular annual meeting of the members, or at such other time and place as the board determines.

Section 2. Notice. Regular and special meetings of the board may be held with at least five days notice at such time and place as the board determines. Notice may be conveyed by mail, fax, or email.

Section 3. Waiver. Whenever any notice of the meetings of the board is required to be given under the provisions of the statutes, Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of 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 4. Quorum. A majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present and voting at a duly constituted meeting of the board shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these bylaws.

Section 5. 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, by means of telephone or in any other way the directors shall decide. However, a written consent setting forth the action so taken and signed by all the members of the board or of a committee, as the case may be, must be filed with the minutes of proceedings of the board or the committee.

Section 6. Participation by Telephone Conference. Members of the board of directors or of any committee designated thereby may participate in a meeting of such board or committee by means of a telephone conference or a conference by similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such a meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such a meeting.

Article VI OFFICERS

Section 1. Number and Positions. The officers of the Corporation shall be elected by the board of directors and shall be the chair of the board, vice-chair of the board, executive director, secretary, and treasurer. Two or more offices may be held by the same person except that the offices of the executive director and secretary may not be held by the same person. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 2. Term of Office. Officers of the Corporation shall hold office for one year, or until their successors are chosen and qualify, or until death, resignation or removal. Unless otherwise stipulated in these bylaws, any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors whenever in their judgment the best interest of the Corporation will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors. In case of the absence or disability of an officer of the Corporation, or in any other case that the board of directors may deem sufficient reason therefore, the board of directors, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer, except the executive director, to any other officer, director, or any other person.

Section 3. The Chair and Vice Chair of the Board. The chair of the board shall preside at all meetings of the directors and members, shall make reports to the board of directors, and shall have such other rights, duties, and powers as are authorized by the board of directors. The vice chair shall assume the duties of chair in the absence or inability of the chair to fulfill those duties.

Section 4. The Executive Director. The executive director shall be the chief executive officer of the Corporation. He shall make reports to the board of directors, and shall have such other rights, duties, and powers as are authorized by the board of directors.

Section 5. The Secretary. The secretary or his/her duly appointed substitute shall attend all meetings of the board of directors and the members and shall make a permanent record of all votes and the minutes of all proceedings to be kept for that purpose, and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, such notice as is required of all meetings of the board of directors and members and shall perform such other duties as may be prescribed by the board of directors or executive director.

Section 6. The Treasurer. Except as the board of directors may otherwise determine, the treasurer shall deliver or cause to be delivered all funds and securities of the Corporation to such bank or trust company as the directors shall designate as a depository, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render or cause to be rendered to the executive director and directors, at the regular meetings of the board or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Corporation. If required by the board of directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of the office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the treasurer, belonging to the Corporation.

Section 7. Assistant Treasurer. The assistant treasurer may, under authority granted by the board, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors shall prescribe.

Article VII FISCAL MATTERS

Section 1. Deposits. The board of directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 3. Fiscal Year. The board of directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the board, the fiscal year shall commence on January 1 and shall terminate on the following December 31.

Article VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer and each former director or officer and their respective heirs, executors, and administrators (hereinafter referred to as Corporate Agent) may be indemnified by the Corporation against reasonable costs and expenses incurred by that individual in connection with any claim, action, suit, or proceeding to which the Corporate Agent may be made a party by reason of the individual being or having been a director or officer of the Corporation, except in relation to any actions, suits, or proceedings in which Corporate Agent shall be adjudged liable because of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of such office. In the absence of an adjudication which expressly absolves a Corporate Agent of liability to the Corporation arising from allegations of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of such office, or in the event of a court approved settlement, each Corporate Agent may be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnification shall be conditioned upon the prior determination by a resolution of two-thirds of those members of the board of directors of the Corporation who are not involved in the action, that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of such office, and provided further that if a majority of the members of the board of directors of the Corporation are involved in the action, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees, and expenses, which would have reasonably been incurred if the action, suit, or proceeding had been litigated to a conclusion. The foregoing rights and indemnification shall not be exclusive of any other rights to which said Corporate Agent may be entitled according to the law. The Corporation may at any time through action of its board of directors obtain appropriate indemnification insurance, to insure itself against any liability, which may arise under this article.

Article IX SPECIAL VOTES

Section 1. Amendments These bylaws or the Articles of Incorporation of the Corporation may be amended, altered, or repealed by the affirmative vote of three-quarters of the board of directors at any regular meeting of the board or at any special meeting of the board if notice of the proposed alteration or repeal is contained in the notice of such meeting. Notice of any meeting of the board of directors in which the proposed amendment, alteration or repeal is contained shall be in writing and shall be mailed to each director not less than five (5) days prior to the meeting. Alternatively, each director may be notified by fax, or email, at least two (2) days prior to the meeting. Unless the board otherwise stipulates, amendments become effective immediately upon passage.

Section 2. Executive Director The appointment, hiring, or termination of an executive director of the Corporation shall be by the affirmative vote of three-quarters of the board of directors at any regular meeting of the board or at any special meeting of the board if notice of

the proposed appointment, hiring, or termination is contained in the notice of such meeting. Notice of any meeting of the board of directors in which the proposed appointment, hiring, or termination is contained shall be in writing and shall be mailed to each director not less than five (5) days prior to the meeting. Alternatively, each director may be notified by fax, or email, at least two (2) days prior to the meeting. Unless the board otherwise stipulates, this action becomes effective immediately upon passage.

Section 3. Statement of Faith The Statement of Faith of the Corporation may be amended, altered, or repealed by the affirmative vote of three-quarters of the board of directors at any regular meeting of the board or at any special meeting of the board if notice of the proposed alteration or repeal is contained in the notice of such meeting. Notice of any meeting of the board of directors in which the proposed amendment, alteration or repeal is contained shall be in writing and shall be mailed to each director not less than five (5) days prior to the meeting. Alternatively, each director may be notified by fax, or email, at least two (2) days prior to the meeting. Unless the board otherwise stipulates, amendments become effective immediately upon passage.

Section 4. Mission Statement The Mission Statement of the Corporation may be amended, altered, or repealed by the affirmative vote of three-quarters of the board of directors at any regular meeting of the board or at any special meeting of the board if notice of the proposed alteration or repeal is contained in the notice of such meeting. Notice of any meeting of the board of directors in which the proposed amendment, alteration or repeal is contained shall be in writing and shall be mailed to each director not less than five (5) days prior to the meeting. Alternatively, each director may be notified by fax, or email, at least two (2) days prior to the meeting. Unless the board otherwise stipulates, amendments become effective immediately upon passage.