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of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors, need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

(B) The presence of a majority of the Board of Directors is required at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

V. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephone or similar equipment by means of which all persons participating in the meeting can hear each other.

VI. Terms. The Directors shall serve terms of one year. Successors to outgoing Directors shall be elected by the Board of Directors. Directors may succeed themselves in office.

VII. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.

VIII. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

IX. Removal. The vote of two-thirds of the Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

X. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of term, may be filled by the remaining Directors at any regular or special meeting.

ARTICLE III

OFFICERS

I. Officers.

(A) The officers of the Corporation shall be a Chairman of the Board, a Chief Executive Officer, a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, including an Executive Director, a Vice Chairman one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same

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Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article V of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chief Executive Officer, President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.

X. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records recorded by law or by the policies of the Board; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chief Executive Officer, President, or by the Board of Directors.

XI. Vice Chairman. The Vice Chairman of the Board of Directors shall be a member of the Board of Directors, shall assist the Chairman of the Board of Directors in such manner as the Chairman shall from time to time request, and shall have such other powers and perform such other duties as may from time to time be conferred or imposed upon the Vice Chairman by the Board of Directors. Upon the absence of the Chairman of the Board of Directors, the Vice Chairman shall preside over meetings of the Board of Directors and shall assume the duties of the Chairman of the Board of Directors until the Chairman is able to resume the duties of the office or until another Chairman is appointed by the Board of Directors.

XII. Assistant Treasurers and Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chief Executive Officer, President, or the Board of Directors.

ARTICLE IV

COMMITTEES

I. Authority.

(A) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director

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(D) Members of the Board who have a conflict of interest, as described above, in any matter shall refrain from participating in the consideration or vote of the proposed transaction, if any. However, the Board may request information or interpretation from the person or persons involved.

III. Approval of Covered Transactions. The Board may approve covered transactions in one of the following ways:

- (A) Establishing the following facts in official minutes of the Board of Directors:
 1. The Corporation entered into the transaction for its own benefit.
 2. The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction.
 3. Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the “interested” Director or Directors, and with knowledge of the material facts concerning the transaction and the Director’s interest in the transaction.
 4. Prior to authorizing or approving the transaction, the Board considered, and in good faith, determined, after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, OR
- (B) Establishing the following facts in official minutes of the Board of Directors:
 1. A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in (A) above,
 2. It was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and
 3. The Board, after determining in good faith that the conditions (1) and (2) were satisfied, ratified the transaction at its next meeting by a vote of the majority of the Directors then in office without counting the vote of the “interested” Director or Directors, OR,
 4. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated.

POLICIES SECTION 2: WAGE AND SALARY ADMINISTRATION

- I. Policy Statement.** This Corporation maintains a wage and salary administration program intended to compensate employees on an equitable basis relative to position requirements and consistent with similar organizations in the geographical area.
- II. General Administration.** The Executive Committee of the Board of Directors will be responsible for the administration of this policy.

(A) Objectives:



1. To attract and retain qualified employees in all positions.
2. To obtain the highest degree of employee performance, morale, and loyalty through equitable salary administrations.
3. To ensure internal equity and consistency within and between all divisions.
4. To provide an effective means of managing payroll costs and salary expenditures.
5. To provide recognition and reward for differences in individual ability and performance.
6. To provide a uniform method for establishing and applying wage rates, and to facilitate the employment, classification, and promotion of personnel.

(B) Procedure for the Supervisor:

1. Prepare a Performance Evaluation Form in accordance with the Corporation's Policy Manual.
2. Recommend salary increases, which reflect the employee's performance, as well as position in job grade range.

(C) Procedure for Department Head:

1. Plan and administer the salary rates of personnel under their supervision within approved budgets in accordance with the guidelines established in this policy.
2. Annually review the functions performed by each member of the department and, if there are revisions or changes, prepare and submit a job description to the compensation function.

(D) Procedure for Executive Committee:

1. Develop and maintain a salary structure, which is competitive in the appropriate wage market.
2. Develop and recommend salary administration policies, budgets, and performance evaluation guidelines.
3. Establish hiring rates and develop procedures and techniques for the implementation of uniform salary administration practices.
4. Develop and administer a job evaluation system, which will group positions of substantially comparable content into like salary grades; maintain files of current position descriptions that support the evaluations.
5. Maintain such records as may be required to facilitate the administration of salary rates and provide adequate control of salary cost.
6. Conduct yearly wage and salary surveys to ensure that pay levels are consistent with similar organizations in the geographical area.
7. Review and approve recommended salary increases as appropriate.



POLICIES SECTION 3: FICTITIOUS NAMES

(Approved and adopted by the Board of Directors of World Help on May 11, 2011).

I. The following fictitious names, or “doing business as” names, shall be authorized by the Board of Directors of World Help, Inc:

- a. causelife;
- b. Kingdom Partners; and,
- c. World Help Presents Children of the World International Children’s Choir

II. The Officers are authorized to operate each and every of these said entities in the same manner as all other authorized business of World Help, Inc.

III. The Officers are authorized to register the said fictitious names as may be required or desirable under Virginia law, and may also secure any appropriate Trademark registrations, either federally or in several states. The Officers may also register any one or more of the said entities in any of several states, as may be required by the charitable registration laws and/or regulations of such states.

IV. The Policies set forth in the Bylaws shall, to the extent the Officers deem to be appropriate, be applied to those persons employed by World Help or directly by the said entities, and/or to their charitable or solicitation activities.