

**BYLAWS OF  
FRIENDS OF HONG KONG CHURCHES, INC.**

**ARTICLE I  
OFFICES**

The principal office of the Corporation shall be located at such place, either within or outside the State of Delaware, as the Board of Directors shall designate from time to time. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall maintain a registered office within the State of Delaware at such place as the Board of Directors may designate.

**ARTICLE II  
MEMBERS**

**Section 2.1: Qualifications.** The Members of the Corporation shall include the Evangelical Community Church (“ECC”), the Faith Community Church (“FCC”) and other Christian churches who are appointed as Members from time to time by the existing Members in accordance with Section 2.5 of these Bylaws. No church shall be appointed as a Member of the Corporation unless a majority of the Corporation’s existing Members determine that such church amply satisfies the Internal Revenue Service’s criteria for determining church status, as described in section 7.8.1.3.3.2 of the Internal Revenue Manual (May 25, 1999).

**Section 2.2: Annual Meeting.** An annual meeting of the Members shall be held at such time as is chosen by the Board of Directors for the election of directors and other business as may properly come before the Members. Notice of such annual meeting shall be provided as required by Section 2.6 of these Bylaws.

**Section 2.3: Additional Meetings.** Additional meetings of the Members may be called by or at the request of the Board of Directors or a majority of the Members. The person or persons authorized to call such additional meetings of the Members may fix any place as the place for holding any additional meeting of the Members called by them.

**Section 2.4: Quorum.** A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

**Section 2.5: Voting Powers.** The Members shall have the power to elect and remove the Corporation's Board of Directors and appoint and remove the Corporation's Members by a majority vote of the existing Members. Each Member's right to vote shall be vested in an individual appointed by the governing board of the Member. . Each Member may change its Voting Representative at any time and for any reason.

**Section 2.6: Notice.** Notice of the annual meeting of the Members and of each additional meeting of the Members shall be given at least thirty (30) days prior to the meeting by written notice sent by, mail or express delivery service to each Member at its address as shown by the records of the Corporation. Notice shall be given at least seven (7) business days prior to the meeting if delivered in person or by electronic transmission (email). Any Member may waive notice of any meeting. The attendance of the Voting Representative of any Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member's Voting Representative 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 additional meeting of the Members need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.1: Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities and policies of the Corporation.

**Section 3.2: Number, Tenure and Qualifications.** The number of directors constituting the Board of Directors shall be not less than one (1) nor more than twenty (20)The exact number of directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the directors then in office. The initial Board of Directors shall be composed of those directors appointed by the incorporator. Thereafter, directors shall be elected by the Members. Each director shall hold office for a term of one year and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation or removal.

**Section 3.3: Resignation.** A director may resign at any time by giving written notice of his or her resignation to the President or to the Secretary of the Corporation, or by presenting his or her written resignation in person at an annual, regular or special meeting of the Board of Directors.

**Section 3.4: Removal.** A director may be removed, with or without cause, at an annual, regular or special meeting of the Board of Directors by the affirmative vote of a majority of Members. The notice of any such annual, regular or special meeting shall set forth the proposal to remove such director.

**Section 3.5: Vacancies and Newly-Created Directorships.** Vacancies on the Board of Directors resulting from the death, resignation or removal of a director or from an increase in the authorized number of directors may be filled by an affirmative vote of the Members. The director elected to fill any such vacancy or newly-created directorship shall hold office until the next annual meeting of directors and until his or her successor has been elected and qualified.

**Section 3.6: Compensation.** Directors shall not receive salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a director for each annual, regular or special Board meeting that he or she attends. Nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE IV

### MEETINGS OF THE BOARD OF DIRECTORS

**Section 4.1: Annual Meeting.** The annual meeting of the Board of Directors of the Corporation shall be held on a date to be determined by the Board of Directors, at such place as may be selected by the directors, either within or outside the State of Delaware, for the purpose of electing or appointing directors and officers for the ensuing year and for the transaction of such other business as may properly come before the meeting.

**Section 4.2: Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and at such places, either within or outside the State of Delaware, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in a manner provided in Section 4.4 herein.

**Section 4.9: General Powers as to Negotiable Paper.** The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

**Section 4.10: Powers as to Other Documents.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President or any Vice President.

## **ARTICLE V COMMITTEES**

**Section 5.1: Executive Committee.** By resolution duly adopted by a majority of the entire Board, the Board of Directors may designate one (1) or more directors to constitute an Executive Committee. One of such directors shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as director, or until his or her earlier resignation from the Executive Committee, in either case unless sooner removed as a member of the Executive Committee or as a director by any means authorized by these Bylaws.

(a) The Executive Committee shall have and may exercise all of the rights, powers and authority of the Board of Directors, except as set forth in Article II, Section 2, and except as expressly limited by the General Corporation Law of the State of Delaware, and as amended from time to time.

(b) The Executive Committee shall fix its own rules of procedure and shall meet at such time and at such place or places as may be provided by its rules. The Chairman of the Executive Committee, or, in the absence of a Chairman, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as

Secretary. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee. The Executive Committee shall keep minutes of its meetings and deliver such minutes to the Board of Directors.

**Section 5.2: Other Committees.** The Board of Directors, by resolution duly adopted by a majority of directors at a meeting at which quorum is present, may appoint such other committee or committees as it shall deem advisable and with such limited authority as the Board of Directors from time to time shall determine.

**Section 5.3: Other Provisions Regarding Committees.**

(a) The Board of Directors shall have the power at any time to fill in vacancies in, change the membership of, or discharge any committee.

(b) Members of any committee shall be entitled to such compensation for their services as such as from time to time may be fixed by the Board of Directors. Any member of a committee may waive compensation for any meeting. No committee member who receives compensation as a member of any one or more committees shall be barred from serving the Corporation in any other capacity or from receiving compensation and reimbursement of reasonable expenses for any or all such other services.

(c) Unless prohibited by law, the provisions of Section 4.7 (“Action By Unanimous Written Consent”) and Section 4.8 (“Telephonic Meetings”) of Article IV shall apply to all committees from time to time created by the Board of Directors.

## **ARTICLE VI**

### **OFFICERS**

**Section 6.1: Officers.** The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by resolution of the Board of Directors. Any two or more officers may be held by the same person. All individuals serving as officers must simultaneously be members of the Board of Directors.

**Section 6.2: Term of Office.** The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successors are chosen or until their earlier resignation, removal or departure from the Board of Directors. An officer may resign by giving written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

**Section 6.3: Compensation.** The officers of the Corporation shall receive such reasonable compensation for their services as may, from time to time, be fixed by the Board of Directors.

**Section 6.4: Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.5: Vacancies.** A vacancy in any office shall be filled by the Board of Directors without undue delay, at its annual meeting, at a special meeting called for that purpose, or at a quarterly meeting of the Board. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his powers and duties to any other officer or officers.

**Section 6.6: President.** The President shall be the principal executive officer of the Corporation and shall, if present, preside at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation and shall see that the resolutions and directives of the Board of

Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

**Section 6.7: Secretary.** The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall act.

**Section 6.8: Treasurer.** The Treasurer shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in financial books of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such bank or depositories as may be designated by the Board of Directors. The Treasurer shall be charged with the disbursement of funds of the Corporation, including, without limitation, distributions authorized by the Board of Directors in furtherance of the charitable purposes of the Corporation. The Treasurer shall render to the President and to the Board of Directors, at the quarterly meetings of the Board of Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

**ARTICLE VII**  
**INDEMNIFICATION AND INSURANCE**

**Section 7.1: Indemnification.** The Corporation may, except as provided in or limited by Sections 7.3 and 7.4 herein, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Delaware General Corporation Law, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

**Section 7.2: Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

**Section 7.3: Certain Limitations on Indemnification.** In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article VII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

**Section 7.4: Indemnification from Other Sources.** The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee

or agent of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE VIII  
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of the Corporation shall end on March 31.

**ARTICLE X  
SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal, State of Delaware."

**ARTICLE XI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**ARTICLE XII**