

Bethany Christian Services FEIN 38-1405282
 December 31, 2004
 List of Board Of Directors

Name	Phone	Address	Exp.	Role	Last Mod.
Bouma, Henry	O 616/261-3200 H 616/878-9512 F 616/261-3223	2749 Beechtree Drive SW Byron center, MI 49315 hankb@lumbermens-inc.com	2006		06/10/2004
Bradley, Anthony B	O 616-454-3080 H 616-635-0433 F 616-454-9454	221 Calkins Ave, SE Grand Rapids, MI 49506 abradley@acton.org	2006		01/04/2005
Cooper, Rev Cortez	O 540-994-9015 H 276-637-3416	404 Fox Drive Draper, VA 24324 Ccooper@Chapelgate.org	2005	Vice Chair	01/25/2005
Daniels, Dr Joseph	H 616-878-3932	1054 Bay Shore Drive SW Byron Center, MI 49315 drdsapd@juno.com	2005		05/08/2003
De Pree, Kns	O (616) 394-4500 H (616) 335-8444 F 616/394-0035	1344 Heather Drive Holland, MI 49423 kdepree@focusproperties.com	2005		03/11/2003
De Vries, Edward	O 616-454-1446 H 616-454-3070 F 616-454-2143	2049 Brunsink NE Grand Rapids, MI 49503 jhoekema@devries.com	2005		06/10/2004
Kok, Evonne	H 616-682-1530	2057 Timber Pointe Drive Ada, MI 49301 kokevonne@yahoo.com	2006	Asst Sec-Treas	12/15/2004
Nydam, Rodney J	O 703-993-4861 H 703-255-5022 F 202-478-5165	3114 Savoy Drive Fairfax, VA 22931 SEND MAIL TO OFFICE rjn@nydamlaw.com	2005		08/16/2004
Olmsted, Linda	O 303-422-2035 H 303-322-9991	11 Monroe St #203 Denver, CO 80206 lindaholmsted@msn.com	2007		12/15/2004
Prins, Merle	O 616-392-6442 H 616-392-4258 F 616-494-0028	988 Kenwood Drive Holland, MI 49423 merleprins@aol.com	2005		11/09/2004
Rynders, Perrin	O (616)336-6734 H (616) 453-2926 F 616/336-7000	966 Parmalee Court Grand Rapids, MI 49504 SEND MAIL TO OFFICE prynders@varnumlaw.com	2006	Past President	06/10/2004
Spoelhof, Scott	O 616-494-7403 H 616-393-6530 F 616-494-7409	41 Bay Meadows Drive Holland, MI 49424 scott@baysidecapital.com	2005		05/01/2003
Sprotte, Bob NON BOARD MEMBER	O 949-2313 H 942-7862 F 949-1448	1083 Balsam Hill, SE Grand Rapids, MI 49546 bob@sprotte.com	2004		01/18/2005
Swets, Sally	H 616-247-5548	757 Plymouth SE E Grand Rapids, MI 49506-2844 sallys@iserv.net	2005		06/23/2003
Van Der Ploeg, Jack	O 262-392-6400 H 262-695-9889 F 262-392-6450	N28 W27683 Peninsula Drive Pewaukee, WI 53072	2007		12/15/2004
Van Kuiken, Norma	H 616-949-3508	3909 Lake Drive, SE Grand Rapids, MI 49546	2005	Chair	11/15/2002
Vander Ploeg, Claude	O (616) 632-8036 H (616)452-3979 F (616) 632-8002	1619 Creekside SE Grand Rapids, MI 49508 SEND MAIL TO OFFICE cvanderploeg@mmbjlaw.com	2006		12/15/2004
Vander Weele, Ray	H (616) 954-1852	4865 N Quail Crest SE Grand Rapids, MI 49546 rvweele@comcast.net	2007	Treasurer	12/15/2004

NATIONAL OFFICE

Bethany
CHRISTIAN SERVICES®

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www.bethany.org

Bethany Christian Services, Inc.
2004 Form 990

38-1405282

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May 12, 2005

I hereby declare that the accompanying Restated Corporate Bylaws of Bethany Christian Services is a complete and accurate copy of the original document.

Certified by:



Mervin K. Auchtung
Vice President of Finance

RESTATED CORPORATE BYLAWS

OF

BETHANY CHRISTIAN SERVICES

A Michigan Not for Profit Corporation

**ARTICLE I
NAME, FOUNDATION, AND PURPOSE**

1.1. Name. The name of the organization is Bethany Christian Services, a Michigan not for profit corporation.

1.2. Foundation. This organization is founded upon the Word of God as stated in the Bethany Statement of Faith approved by the Board of Directors.

1.3. Purpose. Bethany Christian Services manifests the love and compassion of Jesus Christ by protecting and enhancing the lives of children and families through quality social services.

**ARTICLE 2
FINANCES**

2.1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January each year and end on the last day of the following December.

2.2. Financing. The Corporation shall be financed in the following manner:

- (a) by contributions and grants from individuals, churches, foundations, businesses, and other organizations; and
- (b) fees for services rendered; and
- (c) reimbursement for contracted services.

2.3. Annual Audit. The Corporation's books and accounts shall be audited on an annual basis.

**ARTICLE 3
MANAGEMENT**

3.1. Board of Directors. The business and affairs of the Corporation shall be governed, directed and guided by the Board of Directors. The agency maintains a comprehensive policies and procedures manual that includes governing-approved policy statements. The Board assumes responsibility for directional policy development and maintenance by:

- a. adopting policies;
- b. reviewing policies at specified intervals and whenever legal requirements or regulations change; and
- c. approving any changes to policies resulting from recommendations or negotiation with a recognized collective bargaining unit.

Approval of all directional policies by the Board of Directors must be recorded in the minutes of the Board meeting.

Additionally, the National Board of Directors gives authority to Leadership Team to approve operational policies with input from the Board when needed but do not require additional approval of the Board of Directors. Policies approved by Leadership Team will be recorded in their minutes.

3.2. Membership of Board of Directors. The Board of Directors shall consist of not less than sixteen (16) nor more than twenty (20) directors, as determined by the Board. Members of the Board of Directors shall be appointed by the existing Board of Directors. The Board of Directors shall attempt to provide for representation from geographic regions in which the Corporation's activities are conducted. To maintain continuity, the ideal would be the election of approximately one third of the board members each year. Terms of all directors of each class shall be three (3) years and shall commence on January 1. No director shall be elected to the Board for more than three (3) full successive terms.

3.3. Qualification. All members of the Board of Directors shall be Christians who subscribe to the Corporation's Statement of Faith.

3.4. Duration of Term. A director shall hold office for the term for which the director is elected or until resignation or removal.

3.5. Resignation. A director may resign by written notice to the Corporation. The resignation is effective upon receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

3.6. Removal. Any member of the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors then in office. Grounds for removal shall include failure to attend three (3) consecutive Board meetings without valid excuses and the consistent failure to perform the duties of a member of the board.

3.7. Vacancies and Increase in Number. Vacancies on the Board of Directors occurring for any reason, including an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office. A director chosen to fill a vacancy occurring for any reason, including an increase in the number of directors, shall hold office for the term for which the director is elected or until his or her earlier resignation or removal.

3.8. Compensation of Directors. By resolution of the Board of Directors, directors may be paid their expenses, if any, of attendance at meetings of the Board or of any committee of which they are a member. Directors shall be paid no other compensation or fees for their service as directors.

3.9. Board Appointment of President. The Board of Directors shall appoint a President of the Corporation who shall not be a director. The President shall serve at the pleasure of the Board of Directors. The President will be the Chief Executive Officer of the Corporation and shall have general supervision, direction and control of the business of the Corporation as well as the duty and responsibility to implement and accomplish the objectives of the Corporation. The President shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE 4

LIMITATIONS OF PURPOSE AND DISSOLUTION

4.1. Limitations of Purpose. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, 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 the purposes set forth in Article I hereof and Article 2 of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

4.2. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for, the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall be at the time qualify as an exempt organization or organizations under Section 405(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 5 ELECTIONS

5.1. Election of the Board of Directors. Election of members of the Board of Directors shall take place in November of each year with members to take office as of the following January. Subject to the three full successive term limitation contained in Article 3, Section 3.2, incumbents may be reelected to the Board by the Board of Directors.

5.2. Nominations. Nominations for members to be elected to the Board of Directors shall be made by the Nominating Committee of the Board of Directors. Nominations shall be submitted to the Board of Directors at the previous board meeting for an election at the November meeting of the Board.

5.3. Election of Officers. Officers of the Corporation shall be members of the Board of Directors and shall be elected for one (1) year terms at the annual corporation meeting in November.

ARTICLE 6 MEETINGS

6.1. Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held at least four (4) times per year at such times as are determined by the Board. Notice of the schedule of

regular meetings shall be mailed annually to the members of the Board of Directors. No other notice of regular meetings is required.

6.2. Special Meetings. Special meetings of the Board of directors may be called at any time by the President, by two (2) officers of the Corporation, or by six (6) members of the Board of Directors, upon at least two (2) days written notice to each director, or twenty-four (24) hours notice given personally or by telephone or telegram. Notice of a special meeting does not need to specify the business to be transacted or the purpose of the special meeting.

6.3. Annual Meeting. The annual meeting of the Corporation shall be held in the month of November each year within the context of the regular monthly meeting of the Board of directors. If such meeting is not so held, the annual meeting shall be called in the same manner as provided for special meetings of the board.

6.4. Director Participation in Meetings by Conference Telephone or Similar Communications Equipment. A member of the Board of Directors may participate in a meeting of the Board of Directors by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

6.5. Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or board committee can be taken without a meeting with the following conditions: The board or committee members are contacted by phone or fax to individually vote on the issue. On the basis of a majority vote the action can be taken. A recording of the issue and each member's vote will be filed with the minutes of the Board of Directors.

6.6. Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, the 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 to having received such notice.

ARTICLE 7 OFFICERS

7.1. Chairperson. The Board of Directors shall elect a Chairperson who shall preside at all meetings of the Board and the Executive Committee, and shall perform the duties customarily performed by a presiding officer.

7.2. Vice-Chairman. The Board of Directors shall elect a Vice-Chairperson who shall discharge the duties of a presiding officer in the absence, inability, or unwillingness of the Chairperson to perform same, and shall have such other powers and duties as may be assigned to the office by the Board.

7.3. Secretary. The Board of directors shall elect a Secretary who shall assure accurate records of the meetings of the Board, and shall perform such other duties as may be assigned by the Board.

7.4. Treasurer. The Board of directors shall elect a Treasurer who shall assure accurate books of account regarding all financial transactions in a manner approved by the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the Board of Directors. The implementation of these duties on a day to day basis will be delegated to a Director of Finance who shall

be an employee of the Corporation. The Treasurer will chair the Finance Committee of the Board of Directors.

7.5. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall serve as the substitute for the Secretary or Treasurer in the absence of the Secretary or Treasurer.

7.6. Compensation of Officers. There shall be no compensation paid to officers for services rendered to the Corporation as officers, other than reimbursement for actual expenses incurred in the performance thereof.

7.7. Removal. The officers of the Corporation may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the whole Board of Directors.

ARTICLE 8 COMMITTEES

8.1. Permanent Committees. There shall be the following permanent committees: Executive, Advancement, Finance, Pension and Children's Fund Investments, Directions, International Services, and Nominating.

8.2. Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors and such additional members as are appointed by the Chairperson. The Executive Committee, on behalf of the Board of Directors, has the authority to decide all matters which require action before the next meeting of the Board of Directors. Additionally, the Executive Committee shall provide perspective and recommendations to the Board of Directors concerning issues which are not within the province of other standing committees.

8.3. Advancement Committee. Members of the Advancement Committee shall be appointed for one (1) year terms by the Chairperson, shall publicize the objectives and accomplishments of the Corporation through appropriate measures, and shall oversee fund raising activities.

8.4. Finance Committee. The Finance Committee shall consist of the Treasurer of the Corporation and such other members as are appointed for one (1) year terms by the Chairperson. The Finance Committee shall be chaired by the Board Treasurer. The Finance Committee shall provide perspective and recommendations to the Board of Directors with regard to the Corporation's budget and all other financial matters of the Corporation.

8.5. Nominating Committee. Members of the Nominating Committee shall be appointed for one (1) year terms by the Chairperson. The Nominating Committee shall recruit, develop, and nominate candidates for the Board of Directors.

8.6. Directions Committee. Members of the Directions Committee shall be appointed for one (1) year terms by the Chairperson. The Directions Committee shall make recommendations to the Board concerning revisions of existing policies, development of new policies, proposed changes in mission and vision statements, and long range planning.

8.7. Pension and Children's Fund Investments Committee. Members of the Pension and Children's Fund Investments Committee shall be appointed for one (1) year terms by the Chairperson, and shall be responsible for the administration and investments of the Bethany Children's Fund and the Bethany Christian Services Employee's Retirement Plan Fund. The Committee shall recommend policies to the Board of Directors in conjunction with the administration of the plans and amendments thereto,

shall be in charge of the investment and management of the funds, and may contract with an investment advisor for the management of said funds.

8.8. International Services Committee. Members of the International Services Committee shall be appointed for one (1) year terms by the Chairperson. The International Services Committee shall provide leadership, strategic planning, and program direction for the development of International Services.

8.9. Additional Committees and Duties. The Chairperson, with the consent of the Board of Directors, may establish and appoint members to such additional standing or ad hoc committees as deemed appropriate and may provide for additional duties for the Board's committees.

8.10. Minutes, Reports, Policy Development and Approval. All committees shall keep regular minutes of their proceedings and shall regularly report to the Board of Directors. All directional policies developed by a Board Committee shall be approved by the Committee and recorded in their regular minutes. The committee will inform the Board of this approval at a regular Board meeting or recommend the policy to the National Board of Directors for approval.

ARTICLE 9 QUORUM

9.1. Quorum and Vote. A majority of the members of the Board of directors shall constitute a quorum of the Board for the transaction of business and the vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the Board, unless a larger number is required by law or these Bylaws. A majority of the members of the committee shall constitute a quorum of any committee meeting, provided the entire committee was notified of the meeting.

ARTICLE 10 AMENDMENTS

10.1. Amendments. The Bylaws of the Corporation may be amended at any regular board meeting or special board meeting called for that purpose by an affirmative vote of not less than a majority of the members of the Board of Directors then in office, provided that notice of the proposed amendments shall have been included in the notice of the meeting.

ARTICLE 11 INDEMNIFICATION

11.1. Occasions for Indemnification. The Corporation shall 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, and whether formal or informal, by reason of the fact that he is or was a director, employee, officer, committee, or advisory board member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not for profit.

11.2. Derivative Activities. The indemnification specified in Section 11.1 above, in the case of an action or suit by or in the right of the Corporation, shall extend to expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement incurred by such person in connection with such action or suit if such person acted in good faith and in a manner he reasonably believed to be in or

not opposed to the best interests of the Corporation, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

11.3. Other Actions. The indemnification specified in Section 11.1 above, in the case of any and all actions, suits and proceedings other than those specified in Section 11.2 above, shall extend to expenses (including attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

11.4. Mandatory and Permissive Payments. To the extent that a director, employee, officer, or advisory board member has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.1 through 11.3 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith. In respect of other cases and other items subject to indemnification referred to in Section 11.1 through 11.3 above, indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, employee, officer, or advisory board member is proper in the circumstances because he has met the applicable standard of conduct set forth in section 11.2 and 11.3 above, as the case may be, and such determination shall be made in any of the following ways.

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding;
- (b) if such a quorum is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors; or
- (c) by independent legal counsel in a written opinion.

These Restated Corporate Bylaws were approved by the Corporate Board on February 15, 1994.

These Bylaws revised and approved by the National Board of Directors on September 15, 1998.

These Bylaws revised and approved by the National Board of Directors on April 20, 1999

Sections 3.1 and 8.10 of these Bylaws revised and approved by the National Board on November 2, 2001

Section 3.9 of these Bylaws revised and approved by the National Board on April 15, 2003