

OPEN ARMS, INC/BRYAN'S HOUSE PROPOSED AMENDMENT TO BYLAWS

The Bylaws of Open Arms, Inc. doing business as Bryan's House, as amended and restated, adopted June 24, 2008, are hereby amended as follows:

1. Section 3.5 is hereby amended so that as amended the said Section shall read as follows:

3.5 Term of Director at Large. Each Director whose term begins on July 1st of any year shall serve a two (2) year term of office, and each Director whose term begins at any other time during the year shall serve until the following July 1st. If for any reason the Directors are not elected by July 1st of any year, each Director shall continue to serve until a new Board of Directors is elected and qualified. A Director shall be eligible for election for three (3) successive two (2) year terms; except that a Director who has served for three (3) successive two (2) year terms shall be eligible to continue as a Director so long as he or she shall serve as an officer if he or she is elected to be an officer as defined in Sections 6.1, 6.2, and 6.3 of these Bylaws. A Director whose term begins at any time during the year other than July shall be eligible for election for three (3) full terms in addition to the initial partial term. A Director shall not be eligible for re-election for a period of one (1) year after expiration of his or her third full two (2) year term.

2. Section 6.8 is hereby amended so that as amended the said Section shall read as follows:

6.8 Past President. The immediate past President will continue to serve as a member of the Board of Directors during the term of his successor as President.

3. A new Section, to be designated Section 7.1, shall be added to read as follows:

7.1 Standing Committees. The Board of Directors shall have the following Standing Committees:

- a. Executive Committee
- b. Finance Committee
- c. Nominating, Governance and Board Development Committee
- d. Development, Advancement, Public Relations and Marketing Committee
- e. Program Committee

The Chair of each Standing Committee shall be a member of the Board and a majority of each Standing Committee shall be a member of the Board.

4. Former Section 7.1 shall be re-designated Section 7.2 and present Section 7.2 shall be deleted. Re-designated Section 7.2 shall read as follows:

7.2 Executive Committee. The President, the President-Elect, the Immediate Past President, the First Vice-President, the Second Vice-President, the Treasurer, the Secretary and the Chair of each Standing Committee shall be voting members of the

Executive Committee. The Committee shall have and exercise the authority of the Board of Directors in the management of the corporation during the interval between meetings of the Board, subject at all times to the control and direction of the Board. The Executive Committee must inform the Board at its next meeting of any action taken by the executive Committee. The Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws, electing, appointing, or removing any member of any such committee or any Director or officer of the corporation.

The Executive Committee shall report back to the full Board of Directors on its activities, specifically identifying any resolutions which have been altered, repealed or amended by the Committee since the previous regularly scheduled meeting. The Executive Committee shall be presided over by the President of the corporation. A majority of the members of the Committee may determine its action and set the date, time, and place of its meetings unless the Board shall otherwise provide. The designation and appointment of an Executive Committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

5. A new Section to be designated Section 7.3 shall be added to read as follows:

7.3 Finance Committee. The President shall appoint a Finance Committee from the members of the Board. The Treasurer of the corporation shall chair the Finance Committee. The duties of the Finance Committee shall include the following:

- a. In cooperation with the Executive Director and the Chief Financial Officer, oversee the finances of the Corporation.
- b. Report to the Board at each regular meeting the financial condition of the Corporation.
- c. Review the proposed budget for the upcoming year prepared by the Executive Director, present the proposed budget to the Board, and recommend the proposed budget for adoption by the Board at the annual meeting or as soon thereafter as possible.
- d. Recommend amendments to the budget as appropriate during the year.
- e. Recommend to the Board an auditor to conduct an annual audit of the Corporation.
- f. Review the audit and present it to the Board for approval.
- g. Perform such other tasks as needed to insure the financial stability of the Corporation.

6. A new Section to be designated Section 7.4 shall be added to read as follows:

7.4 Nominating, Governance and Board Development Committee. The President shall appoint the chair and members of a Nominating, Governance and Board Development Committee from the members of the Board. The duties of the Nominating, Governance and Board Development Committee shall include the following:

- a. Identify and recommend individuals qualified to be nominated for election to the Board.
- b. Prepare a proposed slate of nominees to the Board for the coming year to be presented to the Board at the Board meeting preceding the annual meeting to be voted on by the Board at the annual meeting of the Board.
- c. Recommend additional candidates for election to the Board from time to time during the year.
- d. Recommend processes for effective Board engagement and development, including practices for the orientation of newly elected directors.
- e. Periodically review the Corporation's corporate governance guidelines, including adherence with the Mission Statement and by-laws and any other matters related to corporate governance of the Corporation.
- f. Conduct an annual self-evaluation of the performance of the Board and its members.

7. A new Section to be designated Section 7.5 shall be added to read as follows:

7.5 Development, Advancement, Public Relations and Marketing Committee. The President shall appoint the chair and members of a Development Committee. The duties of the Development Committee shall include the following:

- a. In cooperation with the Executive Director and the development staff of the Corporation, development goals and oversee the development program of the Corporation, including but not limited to, the annual fund, grant requests, identification of potential donors and special fundraising events.
- b. From time to time report to the Board the status of the Corporation's development efforts.

8. A new Section to be designated Section 7.6 shall be added to read as follows:

7.6 Program Committee. The President shall appoint the chair and members of a Program Committee from the members of the Board. The duties of the Program Committee shall include the following:

- a. In cooperation with the Executive Director and the program staff of the Corporation, oversee the operating programs of the Corporation.
- b. From time to time report to the Board with respect to operating programs of the Corporation.

9. A new Section to be designated Section 7.7 shall be added to read as follows:

7.7 Special Committees and Task Forces. In addition to the Standing Committees, the President, with approval of the Board, may establish at any time during the year of the Corporation special committees and task forces and prescribe the duties of the particular committee or task force. The President shall appoint the chair of the committee (who shall

be a member of the Board) and the members of such committee or task force who may be members of the Board or others so long as a majority of the committee members are members of the Board.

10. Former Sections 7.4, 7.5 and 7.6 shall be re-designated as Sections 7.8, 7.9 and 7.10 respectively and amended to read as follows:

7.8 Term. Each committee or task force member recommended by the President and confirmed by the Board shall serve for a term ending at the end of each fiscal year.

7.9 Meetings. Each committee and task force shall hold such meetings, as it deems advisable and necessary to perform its functions. Committee Chairs shall report at regularly scheduled Board meetings.

7.10 Vacancies. Vacancies in the membership of any committee or task force may be filled by appointments made in the same manner as provided in the case of the original appointments.