

The Salvation Army

**INCORPORATED
IN THE
STATE OF GEORGIA**

BY-LAWS



ARTICLE I.

NAME AND OFFICE

Name SECTION 1. The name of this Corporation shall be THE SALVATION ARMY and its principal office and place of business shall be in the City of Atlanta, County of Dekalb, State of Georgia.

Location of Office The CORPORATION may have offices in such other places in the Southern Territory as its Board of Trustees may from time to time appoint, or the business of Corporation may require.

Objects SECTION 2. The general objects and purposes of this Corporation are those stated in its articles of incorporation, including the custody and control of all the temporalities and property, real and personal, belonging to the Southern Territory of THE SALVATION ARMY in the United State of America and revenues therefrom, and the administration of the same in accordance with the discipline, rules and regulations and usages of The Salvation Army.

Territory SECTION 3. The geographical area known as the Southern Territory of The Salvation Army in the United State of America is defined as being: - The district of Columbia , the States of Alabama, Arkansas, Florida, Georgia, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas (except County of El Paso), Virginia, West Virginia, and that portion of the State of Kentucky lying south of the southernmost line of the counties of Trimble, Henry, Franklin, Wood, Jessamine, Fayette, Clark, Montgomery, Manifee, Rowan, Carter and Greenup. (All of said counties, together with that part of the State of Kentucky north of same and between said southernmost line and the Ohio River, is defined as being outside of the Geographical area known as the Southern Territory); provided, however, that the aforementioned boundaries may be changed by the Authority of the General of The Salvation Army.

Article II.

MEBERSHIP, ETC.

Who Shall Be Members SECTION 1. The membership of this corporation shall consist of such commissioned Officers of The Salvation Army, including the Territorial Commander and Chief Secretary of the Southern Territory of The Salvation Army in the United State of America, as may from time to time be appointed members of the Corporation by the National Commander of The Salvation Army in the United States of America. Said National Commander shall be ex-officio a member of this Corporation. Appointments to membership in this Corporation shall be in writing and the individual so appointed shall become a member from the moment such National Commander shall attach his or her signature to the writing evidencing such appointment. There shall be kept by the Secretary a book wherein shall be entered the names and addresses of the members. Such entry shall be cancelled and annulled by the Secretary upon the termination of membership, by death, resignation or removal. Such entries shall likewise show effective date of each appointment The entrance by the Secretary of the names and addressed of members to appointed by the National Commander shall not be a pre-requisite to appointment, but the effective date and time of such appointment shall at all times be the moment when such National Commander shall attach his or her signature to the writing evidencing such appointment.

Resignation and Removal of Members SECTION 2. Members of this Corporation may at any time resign and sever their connection therewith by causing to be delivered to the Chairman of the Board of this Corporation , a resignation as such member, in which event such resignation shall become effective from the time it shall have been accepted by the Chairman of the Board. A resignation of any member of this Corporation may also be tendered to, received by, acted upon and accepted at any regular or special meeting of the members of this Corporation. Members may be removed at any time by the Chairman of the Board.

Vote SECTION 3. At any meeting of the members of this Corporation, each member may vote either in person or by proxy, in writing.

Quorum A majority of the members of the Corporation shall be requisite at any meeting to constitute a quorum.

Annual Meetings SECTION 4. The Annual Meeting of the members of this Corporation shall be held during the month of October of each year at a time and upon a date to be fixed by the Board of Trustees of the Corporation, in the principal office of the Corporation in the city of Atlanta, Ga. Notice of such Annual Meeting shall be mailed to each member at his address, as same appears on the records of the Corporation at least ten (10) days prior to the Meeting.

Election of Trustees SECTION 5. Whosoever shall be the National Commander of The Salvation Army in the United States of America, the Territorial Commander and Chief Secretary of the Southern Territory of The Salvation Army in the United State of America shall ex-officio be Trustees of the Corporation. At the Annual Meeting of the Members of the Corporation, there shall be elected, by ballot, from among the members of the Corporation, six (6) other Trustees, and all of such elected Trustees shall serve for a term of one (1) year or until their successors are elected and have qualified.

Special Meetings SECTION 6. Special meeting of members of this Corporation may, and at the request in writing of the majority of the members of this Corporation shall, be called by the Chairman of the Board, the President or the Secretary. Such request shall state the purpose of the proposed meeting, and the business transacted at such special meeting shall be confined to the object stated in the call, and matters germane thereto.

Notice of Special Meetings SECTION 7. written notices of special meetings of the members of this Corporation stating the time, place and object thereof shall be mailed, postage prepaid, at least ten (10) days before the time fixed for such meeting, to each member, at such addresses as appears on the books of the Corporation. Special meeting may be held at anytime or place in the state of Georgia, without notice, upon all members being present.

SECTION 8. No member of this Corporation shall be entitled to profit or dividends on account of his membership or have any beneficial ownership or interests in the property or acquisitions or accretions of the property of this Corporation.

ARTICLE III.

TRUSTEES

How Elected SECTION 1. The business of this Corporation shall be managed by a Board of trustees, nine (9) in number. Three (3) of the members of the Corporation shall ex-officio be Trustees and six (6) of the members shall be elected as Trustees, at the Annual Meeting of the members, as provided in Article II, Section 5. Only such individuals shall be elected as Trustees who are members of this Corporation.

Resignation of Trustees SECTION 2. A trustee of this Corporation may resign at any time by causing to be delivered to the Board of Trustees his written resignation, which resignation may be received by, acted upon and accepted by the remaining Trustees at any regular or special meeting of the Board of Trustees of this Corporation.

SECTION 3. The Trustees of this Corporation may have one or more offices for the conduct of business of the Corporation, and keep books thereof, at the office of the Corporation in Atlanta, Georgia, and at such other places in the Southern Territory as they may from time to time determine.

Express Power of Trustees SECTION 4. Without prejudice to the general powers conferred by statute, by the Articles of Incorporation, and by these By-Laws, the Board of Trustees shall have the custody and control of all the temporalities, and property, real and personal, belonging to said Corporation, and the revenues therefrom, and shall administer the same in accordance with the discipline, rules, and usages of The Salvation Army or the governing body thereof; but this Section does not give to said Trustees any control over the polity or control of the religious or ecclesiastical membership of The Salvation Army, or power to dismiss or remove any of its Officers or members, or power over any of the spiritual Officers of The Salvation Army, and shall be subject to the rules and discipline of The Salvation Army laid down by the General of The Salvation Army, or his successors in office. In addition to the above powers, it is hereby expressly declared that the Board of Trustees shall have the following powers, that is to say:

(a) To purchase or otherwise acquire, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such price or consideration, and generally on such terms and conditions, as the Trustees may deem fit.

(b) At their discretion to pay for any property or rights acquired by the Corporation, either wholly or partly in money, notes, bonds, debentures, or other securities of the Corporation.

(c) To sell or convey such real estate and personal property as the Corporation may desire to sell or convey at such price or consideration and upon such terms and conditions as the Trustees may deem proper.

(d) To create, make and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments or securities secured by mortgages or otherwise, and to do any other act or thing necessary to effectuate same.

(e) To rent, lease, lend, or grant the use of any property, real or personal, belonging to the Corporation to such persons or corporations as the Trustees shall see fit and to rent, lease, borrow, or use such property, real or personal, belonging to other persons or corporations as may be deemed necessary for the purposes of the Corporation.

(f) To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

(g) To delegated any of the powers of the Board of Trustees in the course of the current business of the Corporation to any standing or special committee, or to any officer of agent, or to appoint any persons to be agents of the Corporation, with such powers (including the power to sub-delegate) and upon such terms as are necessary.

Implied Powers of Trustees SECTION 5. In addition to the powers and authority by these By-Laws expressly conferred upon them, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are by statute, by the Articles of Incorporation, or by these By-Laws, directed or required to be done by the members of this Corporation.

Regular Meetings SECTION 6. Regular meetings of the Board of Trustees may be held without notice, at such time and place as shall be from time to time determined by the Board of Trustees.

Quorum SECTION 7. At all meetings of the Board of Trustees, a majority thereof, including either the President or Vice President, shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of majority of such Trustees present at any meeting at which there is a quorum, shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute, by the Articles of Incorporation or by these By-Laws.

Special Meeting SECTION 8. Special meetings of the Board of Trustees may be called by the Chairman of the Board, the President or the Secretary on five (5) days notice to each Trustee, either personally, by mail or by telegram. Special meeting shall be called by the Secretary in like manner on the written request of five (5) Trustees. Special meetings of the Board of Trustees may be held at any time or place, without notice, providing the Trustees waive notice.

ARTICLE IV

OFFICERS

Officers SECTION 1. The officers of this Corporation shall be a Chairman of the Board, a President, a Vice President, a Secretary and a Treasurer. Any two (2) of the aforesaid offices may be filled by the same person, except that neither of the offices of Chairman of the Board or President shall be filled by the same person filling the office of Secretary or Treasurer.

Ex-Officio Officers SECTION 2. Whoever shall be National Commander of The Salvation Army in the United States, Territorial Commander and Territorial Chief Secretary of the Southern Territory of The Salvation Army in the United States shall be ex-officio Chairman of the Board, President and Vice President, respectively, of the Corporation. Whoever shall be Chairman of the Board President, Vice President, Secretary and Treasurer of the Corporation shall ex-officio be officers of the Board of Trustees

Elective Officers SECTION 3. (a) The elected officers of this Corporation shall, in the first instance, be elected at the first meeting of the incorporators to hold office thereafter until the first meeting of the Board of Trustees after the first annual meeting of the members or their respective successors are elected and qualified.

SECTION 3. (b) The Board of Trustees shall, at its first meeting after each annual meeting of the members of this Corporation, elect a Secretary and Treasurer, of the said Corporation, who need not be Trustees.

Additional Officers SECTION 4. The Board of Trustees may appoint such other officers and agents as it shall deem necessary, who shall have such authority and perform such duties as may from time to time be determined by the Board of Trustees.

SECTION 5. The Officers of this Corporation, except the ex-officio Officers, shall hold office for one year and until respective successors are chosen and qualified.

ARTICLE V.

EXECUTIVE COMMITTEE

Members Flexible SECTION 1. There may be an executive committee comprised of not less than three (3) Trustees, including the President and /or the Vice President, which may at stated times or, on notice by the President or the Vice President, meet during the intervals between the meetings of the Board of Trustees. The Executive Committee shall consider the interests of the Corporation, the management of its business, and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Trustees from time to time.

The Board may delegate to such committee authority to exercise all the powers of the Board, excepting power to amend these By-Laws, while the Board of Trustees is not in session. All actions of the Executive Committee shall be reported to the next regular meeting of the Board of Trustees and recorded in the minutes of that meeting.

ARTICLE VI

COMPENSATION

SECTION 1. Trustees, as such, shall receive no stated salary for their services, but by resolution of the Board of Trustees, the expenses of the attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees, PROVIDED, HOWEVER, that nothing herein contained shall be construed as precluding any Trustee from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII

DUTIES OF OFFICERS

President SECTION 1. The Chairman of the Board shall, if present, preside at all meetings of the members and of the Trustees, and have general and active management of this Corporation. The Chairman of the Board may execute mortgages, deeds, instruments of conveyance, bonds, notes or other contracts requiring a seal under the seal of the Corporation; also any and all documents and papers of every kind that may be or become necessary to be executed on behalf of this Corporation. The Chairman of the Board shall be ex-officio a member of all standing committees and shall have the general powers of supervision and management usually vested in the office of the Chairman of the Board of a corporation. The Chairman of the Board may delegate any or all of his duties and powers to the President for such term and under such conditions as he shall consider advisable.

Power to Remove Officers and Members SECTION 2. There shall be vested in the Chairman of the Board the power and authority and without the necessity to assign any cause, to remove or suspend any elected or appointed officer, or any agent or employee of this Corporation, either permanently or temporarily; also to suspend or remove any member of this Corporation, and also to remove or suspend any elected Trustee thereof. Such removal or suspension shall be in writing and shall take effect immediately upon the Chairman of the Board of this Corporation causing notice thereof to be served upon the then Secretary of this Corporation. Such notice may also be given by telegram. Notice of such removal or suspension may be mailed to or served upon the individual to whom it is applicable, but the giving of notice to the individual to whom it is applicable shall not be a pre-requisite to the taking effect, in the manner herein above provided, of such removal or suspension. Should this power of removal or suspension be exercised by the Chairman of the Board, then authority is hereby vested in the Chairman of the Board to fill any vacancy that is occasioned thereby, by appointment in writing, in which event the individual so appointed shall exercise all the powers, and is hereby expressly given all the power and authority, vested by these By-Laws in the office to which he is so appointed, and he shall hold office until the next annual meeting of the members (in case a Trustee is appointed) or Trustees (in case an Officer is appointed) and until a successor to the person so appointed shall have been elected and shall have qualified. Such appointment shall take effect from the moment a notice in writing to that effect is signed by the Chairman of the Board of this Corporation. Such appointment may also be by telegram. Notice of such appointment may also be mailed to or served upon the Secretary of this Corporation, but the giving of notice to the individual to whom it is applicable, or the service or notice upon the Secretary, shall not be pre-requisite to the taking effect, in the manner herein provided, of such appointment.

SECTION 3. The President shall, in the absence or disability of the Chairman of the Board, perform the duties of the Chairman of the Board, but only the Chairman of the Board shall have the power to appoint members of this Corporation as provided in Section 1 of Article II hereof or to appoint or remove members, officers or trustees, as provided in the preceding section.

Vice President SECTION 4. The Vice President shall, in the absence or disability of the President, perform the duties of the President.

Secretary SECTION 5. The Secretary shall attend all sessions of the Board of Trustees and all meetings of the members, and act as Clerk thereof, and record all votes and the Minutes of the proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committee when required. He shall give, or cause to be given, all notices of meetings of the Board of Trustees or Members and perform such other duties as may be prescribed by the Board of trustees or the President, under whose supervision he shall be. He shall have custody of the Corporate Seal, and shall when required so to do, affix the same to any instrument requiring the same, and attest the same by his signature as Secretary. He shall keep an accurate record of the Members of the Corporation, including the date of the appointment or removal of each member.

Treasurer SECTION 6. The Treasurer shall have custody of the Corporate funds and securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Trustees.

SECTION 7. He shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the Trustees, at the regular meetings of the Board of Trustees, or whenever they may require it, an

account of all his transactions as Treasurer, and of the financial condition of the Corporation. He shall give to the Corporation, a bond if required by the Board of Trustees, in a sum, and with one or more sureties satisfactory to the Board of Trustees for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in his possession or under his control, belonging to the Corporation.

ARTICLE VIII

VACANCIES

How Filled SECTION 1. If the office of any Trustee, or of any elected officer, agent, or appointment officer, becomes vacant for any reason other than removal by the Chairman of the Board (in which event the vacancy shall be filled as hereinbefore provided), the Board of Trustees, though less than a quorum, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred. No individual shall be so chosen by the Board who has not been previously nominated or approved in writing by the Chairman of the Board of this Corporation.

ARTICLE IX

CERTIFICATE OF MEMBERSHIP

Certificates SECTION 1. The Secretary is hereby authorized and empowered to execute and deliver to each member of this Corporation, a certificate evidencing the fact that he is a member of the Corporation; such certificate shall bear the seal of the Corporation, and be attested by the Secretary. But no certificate of membership shall be issued to an individual who has not been appointed in writing by the President.

ARTICLE X

SEAL

How Identified SECTION 1. The Corporation shall have a Corporate Seal of which the impression set opposite this section shall be an identification.

ARTICLE XI

INSPECTION BOOKS

SECTION 1. The Board of Trustees shall determine from time to time, when and under what conditions and regulations the accounts and books of this Corporation shall be open to inspection of the Members.

ARTICLE XI I

FISCAL YEAR

SECTION 1. The fiscal year shall begin on the first day of October in each year.

ARTICLE XIII

NOTICES

How Given SECTION 1. Whenever under the provision of these By-Laws, notice is required to be given, to any Trustee, Officer or Member (including notices of removal or suspension), it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the Post Office or letter box, in a postpaid, sealed wrapper, addressed to such Trustee, Officer, or Member, at such address as appears on the books of the Corporation, or in default of such address, to such Officer, Trustee or Member at the general Post Office in Atlanta, Georgia, and such notice shall be deemed to have been given and served at the time when it is mailed.

Waiver of Notice Section 2. Any Trustee, Officer, or Member may waive any notice required to be given under these By-Laws.

ARTICLE XIV

AMENDMENT AND REPEAL OF BY-LAWS

SECTION 1. These By-Laws may be amended provided that the amendment has been approved by the unanimous written consent of all of the Trustees or by the affirmative vote of two-thirds (2/3) of all the Trustees at any meeting of the Board of Trustees, the notice of which included notice of the proposed amendment.

SECTION 2. Notice of the proposed amendment shall be submitted to the Board, in writing, at least one month before such amendment is voted upon. Unless the vote of the Board be unanimous the proposed alteration must be postponed for another month, and must then received and eight-ninths vote of the entire Board in its favor.

— THE END —

CERTIFICATE OF SECRETARY

I, Charles M. Powell,

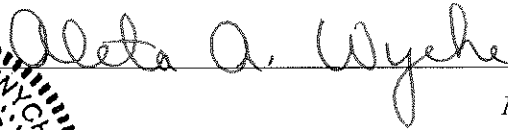
DO HEREBY CERTIFY that I am the Secretary of The Salvation Army, a corporation organized and existing under and by virtue of the laws of the state of Georgia; that I am the keeper of the records and of the corporate seal of said Corporation, and that the foregoing is a full, complete, true and accurate copy of the By-Laws of said Corporation, and that said By-Laws are in full force and effect.

Witness my hand and the official seal of said Corporation
this 30th day of March A.D. 2011

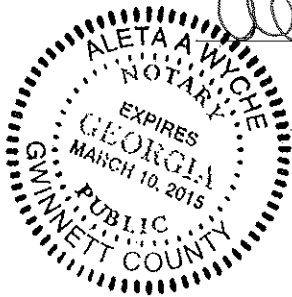


Secretary.

Subscribed and sworn to before me
this 30th day of March A.D. 2011



Notary Public.



Notary Public, Gwinnett County, Georgia
My Commission Expires March 10, 2015