



AGLOW INTERNATIONAL CONSTITUTION AND BYLAWS

March, 2011

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AGLOW INTERNATIONAL CONSTITUTION

March, 2011

PREAMBLE

We are led of the Lord to establish, by His enabling grace, an international organization of women and men who are in agreement with the Belief Statement as given in Article II of this Constitution. This organization is to be officially called Aglow International (“Aglow”). Aglow’s ministry is often referred to as Aglow. Some of the needs that Aglow is designed to meet include:

To supply means for spiritual fellowship in Christ among women and men who have entered into and participated in the gifts of the Holy Spirit (I Corinthians 12 and 14).

1. To encourage ministry to women and men.
2. To establish an organized work which will strengthen the Body of Christ everywhere.
3. It is to these objectives that Aglow is dedicated. By faith, we commit this work unto the Lord.

ARTICLE I PURPOSES

Aglow is a not-for-profit, international Christian organization designed to fulfill the following purposes:

1. To introduce women and men to Jesus Christ, especially those not reached by commonly used methods of evangelism, by sharing the whole gospel of Jesus to meet the needs of the whole person.
2. To bring women and men to a place of restoration that they may discover their true identity in Jesus, be filled with the love of Christ and all the fullness of God, and be equipped with the ministry gifts of the Holy Spirit to do the work of the ministry.
3. To assist women and men in worshipping, praising, and glorifying God in all areas of life, and to train and equip them to minister effectively.

ARTICLE II BELIEF STATEMENT

Section 1 Introduction. The whole Bible is our creed. Although we recognize there may be differences in interpretation among Christians, and we have established Aglow as an interdenominational, worldwide organization, there are certain basic Biblical beliefs to which all Aglow leaders and members need to commit themselves. The rejection of any of these shall disqualify a woman or man from leadership in Aglow.

Section 2 What we believe.

- 1 We believe in the one and only triune God. We acknowledge there is one true God consisting of three distinct persons: God the Father, God the Son, and God the Holy Spirit.

- 2 We believe that the Lord Jesus Christ, the only begotten Son of God, was conceived of the Holy Spirit, born of the Virgin Mary, crucified, died, was buried, and resurrected. He ascended into Heaven and is now seated at the right hand of God the Father and is true God and true man.
- 3 We believe that the Bible is the Word of God, fully inspired and written under the inspiration of the Holy Spirit, and is our rule of faith and practice.
- 4 We believe that all are born sinners, the Holy Spirit convicts of sin; the Lord Jesus Christ paid the price for sin by shedding His precious blood on the cross as the atonement for sin; those who refuse to accept His sacrifice for their sin are eternally lost; and those who repent of their sin and personally accept the Lord Jesus Christ as Savior receive the forgiveness of sin and life everlasting and are indwelt by the Holy Spirit.
- 5 We believe in the baptism in the Holy Spirit with the evidence of speaking in tongues as the Spirit of God gives utterance, that all the gifts of the Holy Spirit are valid and operative today, and that the fruit of the Holy Spirit should be increasingly evident in a Christian's life.
- 6 We believe that the redemptive work of the Lord Jesus Christ provides healing for our spirit, soul, and body.
- 7 We believe that we should obey Jesus' command to preach the gospel to all the world.
- 8 We believe that the members of the Body of Christ are the Church and that they should regularly fellowship with one another in a local church setting.
- 9 We believe in and look for the personal return of the Lord Jesus Christ.

ARTICLE III **RELATIONSHIPS WITHIN THE BODY OF CHRIST**

Section 1 We recognize that the Church (the Body of Christ) is made up of all true believers in Jesus Christ as Savior and Lord. Aglow International desires to work in harmony with, and to strengthen all members of the Body of Christ. We recognize that believers should regularly fellowship with one another in a local church, and we encourage Aglow constituents to do so. Aglow is not meant to be a substitute for, nor a competitor with, the local church. Rather, it is our desire to work in cooperation with churches in reaching the lost and in nurturing believers.

Section 2 Aglow International also purposes to maintain loving, cooperative relationships with all other Christian organizations and groups on the common basis of faith in the Lord Jesus Christ.

Section 3 Aglow International desires to purposefully work toward unity among all believers in the Body of Christ.

ARTICLE IV **AMENDMENTS**

Section 1 Power to Amend. The power to alter, amend, or repeal the Constitution shall be vested in the Board of Directors.

Section 2 Procedures for Amendment. The Constitution may be amended pursuant to the following procedure:

- 1 Proposed amendments shall be submitted by any member of the Board of Directors or the President.
- 2 Written amendments are provided every member of the Board of Directors at least 15 days in advance of any vote on such amendments.
- 3 The Board considers the proposed amendments and may approve any amendments by approval of at least 2/3 of the directors at any regular or special meeting of the Board of Directors or by written consent, as permitted by Aglow's Bylaws.

The undersigned, being the secretary of Aglow International hereby certifies that this Constitution consisting of 19 pages is the Constitution, adopted by resolution of the Board of Directors on **March 18, 2011**.

DATED this **18** day of **March, 2011**.

Joan C. Bennett, Secretary

AGLOW INTERNATIONAL

BYLAWS

March, 2011

ARTICLE I NOT-FOR-PROFIT CORPORATION

Aglow International (“Aglow”) is a not-for-profit corporation incorporated under the laws of the State of Washington, the United States of America (hereafter referred to as the United States).

ARTICLE II AFFILIATION AND MEMBERSHIP

Section 1 Affiliation with Aglow. Any group wishing to be officially affiliated with Aglow must organize itself to be in compliance with the Aglow International Constitution and Bylaws. Other policies relating to affiliation shall be approved by the Board of Directors of Aglow (hereafter referred to as the “Board of Directors” or “Board”) and published for use throughout the world.

Section 2 Membership. Qualifications for and other policies relating to membership shall be approved by the Board of Directors and published for use throughout the world. To the extent permitted by such membership policies, an Aglow membership in a recognized Aglow group or an Aglow membership recognized by an Aglow national board outside of the United States shall automatically confer membership in the worldwide organization of Aglow. Membership may be identified by other terms such as Covenant Partnership depending on the nation. Members of Aglow do not have the power to ratify any alteration, amendment, or revision to the Constitution or the Bylaws.

ARTICLE III INTERNATIONAL MEMBER MEETINGS

Section 1 Setting of International Meetings; Content. The Board of Directors may convene a meeting of Aglow members, which meetings usually occur at least once every two years. Each such meeting may include presentations to Aglow leaders of Aglow’s growth, programs, policies, and finances; and may provide time for attendees to ask questions of the Board of Directors and officers of Aglow.

Section 2 Other Aglow Conferences, Meetings and Seminars. Additional Aglow conferences, seminars, and other meetings may be convened at times and places as the Board of Directors may determine.

ARTICLE IV GOVERNING STRUCTURE

The Board of Directors is the governing board for Aglow, as described in Article V.

ARTICLE V

BOARD OF DIRECTORS

Section 1 Self-Perpetuating Board. The Board of Directors is the self-perpetuating governing board of this corporation, responsible for establishing the overall direction and policies for the ministry of Aglow throughout the world. Following the model of biblical apostolic government rather than western secular corporate government, the Board of Directors is the final authority in all matters pertaining to Aglow and has ultimate responsibility for sustaining the purpose, beliefs, standards, and financial solvency and integrity of Aglow.

Section 2 Director Qualifications. The members of the Board of Directors must satisfy the following qualifications:

- 1 The Board member must affirm the purposes of Aglow set forth in Article I of Aglow's Constitution, and affirm the Belief Statement set forth in Article II, Section 2 of Aglow's Constitution.
- 2 The Board member must evidence wisdom and spiritual maturity, as determined by the Board.

Section 3 Number of Members of the Board of Directors. The Board shall include no fewer than 7 members, the exact number of which shall be determined by Board resolution from time to time.

Section 4 Composition of the Board of Directors; Nomination by President and Election.

- 1 The President shall be a member of the Board of Directors and Chair of the Board.
- 2 After the Board determines the number of Board of Director positions, the President will recommend to the Board the number of positions that may be filled from each of the four following categories:
 - a Members of the United States Leadership Team (as described in Article XI);
 - b Members from Aglow's international leadership outside the United States (for example, presidents of Aglow national boards, and national directors and coordinators);
 - c Leadership staff working at Aglow's Worldwide Headquarters (that is, those persons holding positions of vice president, executive director or director with Aglow (or such successor positions as may be created);
 - d Individuals with experience or training deemed desirable by the Board and the President (for example, those with finance or audit, human resources, leadership, ministry or other experience skills).
- 3 The Board will then determine by resolution the number of positions to be filled from the four categories.
- 4 The President nominates candidates for consideration by the Nominating Committee. The Nominating Committee evaluates any nominated candidates qualifications, including the qualifications set forth in Article V, Section 2 above, and then presents to the Board a qualified candidate or candidates to fill the open Board positions. Board members may also recommend

candidates to the Nominating Committee. Candidates must be approved by the Nominating Committee before they may be presented to the Board for consideration.

Section 5 Terms and Classes of Directors; Term of Directors Employed by Aglow.

- 1 Directors shall be elected to the Board of Directors from the candidates presented to the Board by the Nominating Committee, and may be elected at any annual, regular or special meeting of the Board of Directors at which a quorum is present. Once elected, and unless otherwise provided by Article VI, Section 5.2 below, each director shall serve an indefinite term until the director's death, resignation or removal. Removal of the President shall also constitute removal of that person as a member of the Board of Directors.
- 2 The term of any director holding a position to be filled by a leadership staff member working at Aglow's Worldwide Headquarters ("Headquarters") shall automatically end on the director's last day of employment with Aglow, unless the director earlier resigns, dies or is removed.

Section 6 Vacancies. In the event of a vacancy on the Board of Directors, the procedures in Article V, Section 4.4 and Section 5.1 shall be followed.

Section 7 Removal. A director may be removed with or without cause by a 2/3 vote of the other directors of the Board of Directors. Notice must be given that the meeting agenda will include a vote to remove a director and shall identify the director subject to the removal vote, and such notice shall be given no less than 15 days before the date of the meeting. Notice shall be given by a record, as defined below.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS; ACTION BY CONSENT

Section 1 Annual Meeting; Regular Meetings. The annual meeting of the Board of Directors shall be in the first quarter of each year, or at such other time and place as the Board may decide. The Board of Directors may specify by resolution the time and place, either within or outside the State of Washington, for holding the annual meeting and any other regular meetings, which may be held without notice other than such resolution.

Section 2 Special Meetings. Special meetings of the Board of Directors may be called by the President, the Executive Committee or a minimum of five members of the Board of Directors upon at least 15 days' notice in a record.

Section 3 Notice; Waiver of Notice. Notice of any meeting of the Board of Directors may be waived in a record by any director at any time or by a director's presence at the meeting, except where the director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4 Quorum; Act of the Board. Two-thirds of the members of the Board must be present to constitute a quorum for official business. The act of 2/3 of the directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by Washington law, Aglow's Articles of Incorporation, as amended, or these Bylaws.

Section 5 Participation at Meetings by Telephone or Other Communications Device. Members may participate in a Board meeting by telephone conference call equipment or other means by which all persons participating in the meeting are able to hear one another at the same time. Proxy voting is not permitted.

Section 6 Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken if a consent, in the form of a record, setting forth the action to be taken is executed by all of the directors. Any such consent shall be inserted in the minute book as if it were the minutes of the Board meeting.

ARTICLE VII COMMITTEES

Section 1 Executive Committee. By resolution adopted by the Board of Directors, the Board may designate and appoint an executive committee (“**Executive Committee**”), which shall consist of three or more directors, including the President. Except as limited by Article VII, Section 5, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation.

Section 2 Nominating Committee. The Board shall appoint a nominating committee (“**Nominating Committee**”) of at least three members of the Board of Directors to evaluate potential Board of Director candidates and recommend qualified candidates to the Board of Directors. All candidates presented to the Board by the Nominating Committee shall satisfy the qualifications for a director set forth in Article V, Section 2.1, and the Nominating Committee should also determine whether the candidate satisfies the requirement of having wisdom and spiritual maturity. The Nominating Committee should also determine whether the candidate satisfies the requirements for the applicable director categories set forth in Article V, Section 4.2.

Section 3 Audit Committee. The Board shall annually approve or appoint an audit review committee (“**Audit Committee**”) that shall review the annual external financial audit of Aglow, and report its findings to the Board. The Audit Committee shall consist of no fewer than five members, not more than or less than two of which may be members of the Board. A majority of the members of the committee should have financial expertise, and no member of the Audit Committee shall be an employee of Aglow International or related by blood or marriage to any member of the Board.

Section 4 Other Committees. The Board of Directors may authorize the creation of one or more other committees of the Board, which committees shall consist of two or more directors, and which may include both directors and non-board members. Except as otherwise provided, the majority of the committee members shall be directors. Such other committees will have the responsibilities and authority delegated to them by the Board, as set forth in the Board’s authorizing resolution.

Section 5 Limits on Authority to Exercise the Power of the Board of Directors. No committee of the Board of Directors, including, but not limited to, the Executive Committee, shall have the authority of the Board of Directors to:

- 1 Amend, alter, or repeal the Constitution or Bylaws;
- 2 Elect, appoint, or remove any member of the Executive Committee or any director or officer of the corporation;

- 3 Amend the Articles of Incorporation or these Bylaws;
- 4 Adopt a plan of merger or a plan of consolidation with another corporation;
- 5 Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;
- 6 Authorize the voluntary dissolution of the corporation or revoking proceedings therefore;
- 7 Adopt a plan for the distribution of the assets of the corporation;
- 8 Amend, alter, or repeal any prior resolution of the Board of Directors.

ARTICLE VIII

OFFICERS OF THE CORPORATION

Section 1 Officers of the Corporation; Term of Office. The officers of the corporation shall be the President, Treasurer and Secretary. The term of the President may be indefinite or for a specified term, as determined by the Board at the time of election or appointment. The term of the Treasurer and Secretary shall be for a one year term or such other terms that the Board shall determine at the time of election or appointment. All officers shall serve until their successors are elected or appointed, unless such officer is earlier removed, resigns or dies.

Section 2 Presiding Official of Board Meetings. The President shall preside at all meetings of the Board, shall have a right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board, and shall have such other powers and duties as the Board from time to time may determine. In the President's absence from any meeting of the Board, the Board may elect any of its members to serve as the presiding official of the Board.

Section 3 President. The President shall be a member of the Board of Directors and the chief executive officer of Aglow. The President's term of office may be indefinite or for a term of years, as determined by the Board.

- 1 A President shall be appointed by, shall be directly answerable and accountable to, and shall serve at the pleasure of the Board of Directors to function as the president, chief executive officer, and primary spokesperson for Aglow International. The President may use the title of Chief Executive Officer or CEO. She shall be a United States citizen. The President is a voting member of the Board, and shall serve as the Chair of the Board.
- 2 The Board shall annually review the performance of the President and fix her compensation.
- 3 The President shall provide general supervision over the affairs of Aglow, including, but not limited to, the Headquarters operations of Aglow, and the activities funded by the annual budget approved by the Board. The President shall prepare and present each year a proposed budget to the Board. Without limiting the foregoing authority, the President:
 - a may choose to delegate any administrative duties that may conflict with her role as the spiritual, visionary, and apostolic leader of Aglow as the President deems appropriate to effectively manage the Aglow's Headquarters and ministry, and may designate titles for those

- who have been delegated such duties, including, but not limited to, the titles of vice presidents, executive directors, managing directors, Chief Operating Officer, Chief Financial Officer, and other similar management titles;
- b shall also oversee Aglow's personnel procedures and the setting of compensation guidelines for use in the Headquarters operation, within any broad policies the Board might adopt by resolution. The President has the power to hire and terminate all Aglow employees.
 - 4 The President may appoint one or more task forces, advisory groups, network of regional representatives, or others to assist in carrying out Aglow's purposes and goals.
 - 5 In the event the President resigns, dies or is removed, the Executive Committee shall appoint a president pro tem until a President is appointed by the Board.
 - 6 The President may be removed from office with or without cause at any time by a 2/3 vote of the other directors of the Board of Directors. Notice must be given that the meeting agenda will include a vote to remove the President, and such notice shall be given no less than 15 days before the date of the meeting. Notice shall be given by a record. The President may not participate in the vote on removal or termination of employment.

Section 4 Treasurer. The Board shall appoint a Treasurer to oversee the financial matters of Aglow, and shall cause regular books of account to be maintained, in addition to other duties incident to the office of Treasurer. The Treasurer is a member of the Audit Committee; however, if the Treasurer is employed by Aglow, then the Treasurer shall be a non-voting member of the Audit Committee. Because both international and United States activities are funded within the budget of the corporation, the Treasurer shall reside in the United States. The Treasurer shall assure that all books and accounts are accurately kept and, furthermore, shall present a full and detailed statement, properly audited by an independent certified account, to the Board. Any of the duties or powers of the Treasurer may be performed by an Assistant Treasurer, who shall be responsible to and report to the Treasurer. Vacancies in the office of Treasurer may be filled by the Executive Committee until the next meeting of the Board of Directors, at which time the vacancy shall be filled by the Board. Unless otherwise indicated by the Board, if the Board does not act to fill the vacancy, then the individual appointed by the Executive Committee as Treasurer shall be deemed to have been appointed by the Board to fill the vacancy for the remainder of the term.

Section 5 Secretary. The Board shall appoint a Secretary to ensure the proper recording of all official proceedings of the Board of Directors, and, when requested to do so by the President or otherwise authorized by the Board, shall sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation. The Secretary shall give proper notice of all meetings of the Board (when notice is required) and shall keep a record of the appointment of all committees of the Board. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board and each of its committees. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary. The Board shall appoint any number of Assistant Secretaries. The President and Secretary (or any Assistant Secretaries) shall not be the same person. Vacancies in the office of Secretary may be filled by the Board. If the Secretary is an employee of Aglow and is not a member of the Board of Directors, then the Board may appoint an Assistant Secretary from among its members to keep the minutes and perform the other responsibilities of the Secretary at any meeting or portion of any meeting of the Board that is limited to Board members.

ARTICLE IX

ADVISORS

Section 1 Aglow believes that both female and male advisors bring an important perspective to Aglow as a ministry. Therefore, a combination of female and male advisors may be appointed by each national, area, and local board, under guidelines approved by the Board of Directors. These advisors may be called upon to provide spiritual, legal, business, or other advice as they are qualified and as such advice is deemed necessary.

Section 2 The Board of Directors may appoint advisors of either gender to the corporation, and such advisors may attend Board meetings at the invitation of the President and/or the Executive Committee. Advisors are not directors and do not participate in voting.

ARTICLE X

HEADQUARTERS LEADERSHIP TEAM

The Headquarters Leadership Team is made up of senior staff members appointed by the President. These senior staff members give oversight to specific areas of the Headquarters operation and/or field ministry. They relate to the Aglow leaders in the field with the authority delegated to them by the President in order to fulfill the vision and direction set by the Board of Directors.

ARTICLE XI

UNITED STATES NATIONAL LEADERSHIP TEAM

Section 1 **U.S. National Leadership Team; Purpose.** The United States National Leadership Team (also referred to as USNLT) is made up of qualified Aglow leaders in the United States. The President and the Board of Directors establish the overall direction, goals and policies of the ministry of Aglow in the United States.

The purpose of the U.S. National Leadership Team is to work with the President and the U.S. Field Director (or other similar successor position or positions) in advancing and achieving the established direction, goals, and policies of Aglow's ministry in the United States.

Section 2 **U.S. National Leadership Team Qualifications.** Members of the U.S. National Leadership Team are referred to by their designated leadership title for their function in the U.S. field or Headquarters.

The members of the U.S. National Leadership Team must satisfy the following qualifications:

1. must affirm the purposes of Aglow set forth in Article I of Aglow's Constitution, and affirm the Belief Statement set forth in Article II, Section 2 of Aglow's Constitution.
2. must evidence wisdom and spiritual maturity, as determined by the President.
3. must satisfy the qualifications and meet the responsibilities as set forth in any applicable manual or policy established by the Board of Directors or the President

Section 3 Number of Members of the U.S. National Leadership Team. The U.S. National Leadership Team shall have no fewer than five members, the exact number of which shall be determined by the President.

Section 4 Composition of the U.S. National Leadership Team; Appointment by President.

- 1 The President is a member of and is also the Chair of the U.S. National Leadership Team.
- 2 The U.S. Field Director is a member of and serves as Vice Chair of the U.S. National Leadership Team.
- 3 The President appoints members of the U.S. National Leadership Team who hold or have held positions of leadership within the Aglow ministry in the United States. Representation shall include U.S. regional directors, members of the Headquarters Leadership Team, and may include others as specified.

Section 5 Terms and Classes of U.S. National Leadership Team (USNLT); Term of USNLT members; Removal.

- 1 The term of service for a member of the USNLT is indefinite and shall end at the earliest of the death, resignation, removal or termination of the member. In the case of Aglow employees, termination means termination of employment with Aglow. In the case of U.S. regional directors (or other similar leadership positions established in the future as qualifying an individual for membership on the USNLT), termination means termination of that person's position as a U.S. regional director.
- 2 Any member of the USNLT may be removed by the President at the President's sole discretion.

Section 6 Vacancies. In the event of a vacancy on the U.S. National Leadership Team, the President may appoint a successor.

Section 7 Meetings and Business of the U.S. National Leadership Team.

- 1 Annual Meeting. An annual meeting of the U.S. National Leadership Team may be in the first quarter of each year, or at such other time and place as the President may decide.
- 2 Other Meetings. Other meetings of the U.S. National Leadership Team may be called by the President or the U.S. Field Director upon at least 15 days' notice in a record.
- 3 Written Records. Written records should be kept of the U.S. National Leadership Team meetings.

ARTICLE XII **MINISTRY OUTSIDE OF THE UNITED STATES**

Section 1 The Board of Directors may authorize and approve a regional committee for the ministry of Aglow in any group of nations outside of the United States. Before any regional committee is officially chartered with Aglow and approved by the Board of Directors, the regional committee must organize itself to be in compliance with the Aglow Constitution and Bylaws according to relevant policies of the Board of Directors and the set *Guidelines for Regional Committees*.

Section 2 The Board of Directors will be notified when the Executive Director – International Field has approved affiliation of a new national board for the ministry of Aglow in any nation outside the United States. Before any national board is officially affiliated with Aglow, the members must organize themselves to be in compliance with Aglow's Constitution and Bylaws, and according to relevant policies of the Board of Directors.

Section 3 The Board of Directors shall approve qualifications and procedures whereby a nation may establish a national board, as well as approve guidelines for the development of an Aglow ministry or ministries in nations not yet ready to assume the responsibilities of a national board.

ARTICLE XIII **AMENDMENTS TO BYLAWS**

Section 1 The power to alter, amend, or repeal the Bylaws shall be vested in the Board of Directors.

Section 2 The Bylaws shall be amended according to the following procedure:

- 1 Proposed amendments may be submitted by any member of the Board of Directors or the President. In the case of amendments to Article XI (U.S. National Leadership Team), the President may consult with the U.S. National Leadership Team before submitting such proposed amendments to Article XI to the Board for action.
- 2 Proposed amendments must be provided in writing to each member of the Board of Directors at least 15 days in advance of any meeting to vote on such amendments. Proposed amendments to Article XI shall be provided to every member of the U.S. National Leadership Team at least 45 days in advance of any vote by the Board of Directors on such amendments. In the case of proposed amendments to Article XI the U.S. National Leadership Team shall consider the amendment, and may provide written comments to the Board and the President regarding the proposed amendments. The written comments on proposed amendments to Article XI should be delivered to the Board at the same time that the proposed amendment to Article XI are provided to Board members in advance of the meeting to consider the proposed amendments.
- 3 The Board considers any proposed amendments and may approve any amendments by a 2/3 vote of the Board of Directors, or by written consent of all the directors.

ARTICLE XIV **INDEMNIFICATION**

Section 1 Power to Indemnify. Aglow shall have the following powers:

- 1 Power to Indemnify. Aglow may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of Aglow or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of Aglow as a director, officer, employee,

agent, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of Aglow and shall inure to the benefit of his or her heirs and personal representatives.

- 2 **Power to Pay Expenses in Advance of Final Disposition.** Aglow may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to Aglow of: (a) a written affirmation of the director's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510; and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.
- 3 **Power to Enter Into Contracts.** Aglow may enter into contracts with any person who is or was a director, officer, employee or agent of Aglow in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of Aglow, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
- 4 **Expansion of Powers.** If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of Aglow to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of Aglow, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.
- 5 **Limitation of Powers.** No indemnification shall be provided under this Article to any such person if Aglow is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 2 Indemnification of Director, Officers, Employees and Agents.

- 1 **Directors, Officers and Employees.** Aglow shall indemnify and hold harmless any person who is or was a director, officer or employee of Aglow, and pay expenses in advance of final disposition of a proceeding, to the full extent to which Aglow is empowered.
- 2 **Other Agents.** Aglow, by action of its Board of Directors or Executive Committee, may indemnify and hold harmless any person who is or was an agent (other than directors, officers and employees, who are covered above) of Aglow, and provide advancement of expenses to the full extent to which Aglow is empowered, or to any lesser extent which the Board of Directors or Executive Committee may determine.
- 3 **Character of Rights.** To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.
- 4 **Rights Not Exclusive.** The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of Aglow, agreement, vote of disinterested directors, or otherwise.

Section 3 **Survival of Benefits.** Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 4 **Applicable Law.** For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

Section 5 **Other Limitations.** Notwithstanding anything in this Article to the contrary, Aglow shall not indemnify any person under this Article:

- 1 In connection with a proceeding by or in the right of Aglow in which the person was adjudged liable to Aglow; or
- 2 In connection with any other proceeding charging improper personal benefit to the person, whether or not involving action in the person’s official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person, including, but not limited to, any excess benefits as defined by the Department of Treasury regulations related to Section 4958 of the Internal Revenue Code of 1986, as amended (“Intermediate Sanctions Regulations”); or
- 3 In connection with any acts or omissions that involve intentional misconduct by a person or a knowing violation of law by such person.

Indemnification permitted under this Article in connection with a proceeding by or in the right of Aglow is limited to reasonable expenses incurred in connection with the proceeding.

Section 6 Aglow International may purchase and maintain insurance on behalf of any person who:

- 1 Is or was a director, trustee, officer, employee, or agent of Aglow, or
- 2 Is or was serving at the request of Aglow as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability

asserted against him/her and incurred by him/her in such capacity (or arising out of his/her status as such), whether or not Aglow would have had the power to indemnify him/her against such liability under the provisions of this bylaw and applicable law.

ARTICLE XV

ADMINISTRATIVE PROVISIONS

Section 1 The corporation seal is a circular seal with the logo of the organization.

Section 2 The Aglow logo is a registered trademark; therefore, its use is limited to Aglow purposes only. The logo may not be used in conjunction with personal ministry or for the purpose of personal gain. It may not be used on any item which is to be sold without the express written permission of authorized personnel at Headquarters.

Section 3 Aglow communications office publishes written materials for Aglow.

Section 4 Copyrighted Aglow materials may not be duplicated without the express written permission of authorized personnel at Headquarters.

Section 5 The fiscal year of the corporation shall be any consecutive 12-month period, as determined by the Board of Directors.

Section 6 No personal loans shall be made by the corporation to any officer or to any director. The directors who vote for or assent to the making of a loan to a director or officer, and any director or officer participating in the making of such loan, shall be jointly and severally liable to Aglow for the amount of such loan until the repayment thereof.

Section 7 Definitions.

- 1 **“Deliver”** means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers; (c) electronic transmission, in accordance with the director’s or officer’s consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers under Section 8 below.
- 2 **“Electronic transmission”** means an electronic communication: (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.
- 3 **“Execute,” “executes,” or “executed”** means: (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.
- 4 **“Record”** means information inscribed on a tangible medium or contained in an electronic transmission.
- 5 **“Tangible medium”** means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

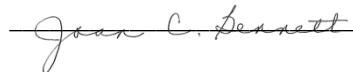
- 6 Any term not defined in these Bylaws shall have the definition in Chapter 24.03 RCW, as presently enacted or hereafter amended.

Section 8 Electronic Notice.

- 1 **Consent to Electronic Notice.** In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.
- 2 **Revocation of Consent to Electronic Notice.** A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the Secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
- 3 **Effective Date of Delivery.** If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

The undersigned, being the secretary of the corporation hereby certifies that these Bylaws consisting of **19** pages are the Bylaws of the corporation, adopted by resolution of the Board of Directors on, **March 18, 2011.**

DATED this **18** day of **March 2011**

 , Secretary