

BY-LAWS OF MOBILE CHRISTIAN SCHOOL, INC.

WHEREAS, the Board of Trustees of Mobile Christian School, Inc. is authorized by Article V of the Certificate of Incorporation (Mobile County Probate Court Real Property Book 347 page 224-227) to prescribe by-laws to govern the affairs of the corporation and the school which the corporation shall conduct;

NOW THEREFORE, the Board of Trustees does hereby adopt the following articles as the By-laws of Mobile Christian School, Inc. and do hereby expressly repeal any and all By-Laws, or amendments thereto, previously adopted.

Article I

Members

The Corporation shall have only one class of members which shall consist of persons 19 years old and older who are members in good standing of any Church of Christ located in Mobile or Baldwin Counties, Alabama. Should there be any dispute concerning the membership; the Board of Trustees retains for itself the right to designate specific Churches of Christ located in Mobile and/or Baldwin Counties, whose members 19 years old or older shall constitute the members of the corporation.

Article II

Meetings

There shall be one (1) annual meeting of the members of the corporation conducted in the month of June each year on a date and time to be set by the Trustees. The express purpose of the annual meeting will be to conduct elections of trustees as prescribed in these by-laws and to conduct any other business of the corporation as deemed necessary by the Board of Trustees. Notice of the date and time of the annual meeting shall be provided to the corporate membership at least 45 days prior to the meeting by an announcement forwarded to each Church of Christ congregation in Mobile and Baldwin Counties to be published in the bulletin of said churches and posted in at least one public place in each congregation's building.

The Board of Trustees may call special meetings of the corporation as the Board deems necessary to conduct any business of the corporation at any time upon giving reasonable notice by announcement in a regular meeting of each of the congregations provided notice of the annual meeting.

All matters of business presented for approval at any meeting of the corporation shall pass upon an affirmative vote of a simple majority of members present and voting except that amendments to the Articles of Incorporation shall pass upon an affirmative vote of two-thirds (2/3) majority of members present and voting.

Article III

Board of Trustees

The affairs of the corporation shall be conducted by the Board of Trustees. The number of the Board shall be twelve (12). Trustees shall be members in good standing of a Church of Christ in Mobile and Baldwin Counties, Alabama. Trustees shall serve a three year term of office commencing the date of the annual meeting at which said Trustees are duly elected as set forth herein and expiring on the date of the annual meeting at the close of the three year term. There shall be no limit on the number of successive terms a Trustee may serve.

Each place on the Board of Trustees shall be numbered and shall be filled and occupied according to that number. Upon adoption of these by-laws places 1-4 shall be occupied by those current members elected at the annual meeting held in June 2008; places 5-8 shall be occupied by those current members elected at the annual meeting held in June 2009; and places 9-12 shall be occupied by those current members elected at the annual meeting held in June 2010. Following the adoption of these by-laws places 1-4 shall stand for election at the annual meeting to be conducted in June 2011; places 5-8 shall stand for election at the annual meeting to be conducted in June 2012; and places 9-12 shall stand for election at the annual meeting to be conducted in June 2013.

The Board of Trustees shall conduct a regular business meeting within thirty (30) days of the annual corporate meeting for the express purpose of electing officers of the Board. The Board of Trustees may hold further

regular meetings at any time and as often as they deem appropriate and useful in conducting the affairs of the Corporation. These meetings may be set on a regular periodic basis, and no further notice of such regular meetings will be necessary. The Chairman, or any three members of the Board of Trustees, may call a special meeting of the Board of Trustees upon notice being given to each member of the Board of Trustees five (5) days in advance of the date of the meeting by written instrument. For the purpose of written notice herein required, electronic mail message sent to the proper address supplied by each member shall suffice as proper notice. A quorum of the board to conduct any business of the corporation shall be seven (7) members. At the request of the President of Mobile Christian School, or their authorized designee, matters deemed an immediate need in the administration of the corporation can be considered and approved by a majority of the Board of Trustees who respond to such request in writing. For the purposes of written approval herein required, electronic mail message to the appropriate party(s) shall suffice as the written approval of a member.

The members of the Board of Trustees shall serve without compensation. Full-time employees of Mobile Christian School cannot serve as members of the Board of Trustees.

Members of the Board of Trustees who are related by blood or marriage to employees of Mobile Christian School cannot vote on benefits and/or other personnel matters directly affecting the related employee's job status or compensation.

Any Trustee may be removed from the Board for any reason deemed to be in the best interest of the Corporation by a two-thirds (2/3) vote of the Trustees present and voting at any regular meeting of the Board or at any special meeting of the Board called for the purpose of taking such a vote. Any other rule of procedure notwithstanding, no motion made for the removal of a Trustee shall be placed to a vote at the same meeting during which it is made unless unanimous consent has been given to a proper motion made and seconded to suspend this rule for immediate consideration of the motion to remove a Trustee.

Article IV

Board Nominations, Elections and Vacancies

At some point no later than sixty (60) days prior to the annual meeting the Chairman of the Board shall appoint an ad hoc Nomination & Election Committee of no fewer than three (3) members whose places are not slated for election in the current year. The duties of the committee will be to ascertain whether each current member holding a place slated for election desires to be reelected to a new term; receive all written nominations of non-members; and conduct the election at the annual meeting as prescribed herein.

All nominations for election to the Board of Trustees must be in writing and submitted to a member of the Nomination and Election Committee not later than forty-five (45) days prior to the annual meeting in June. Such nomination shall designate a specific place on the board 1-12 slated for election in the current year of the nomination. Nominees may only stand for election to one place per year as designated on their written nomination. At the annual meeting there shall be no nominations from the floor, and any election of a Trustee conducted outside the process set forth herein shall be null and void.

The names of each nominee shall be printed on a ballot in a manner corresponding to the specific place for which they have been nominated, even if unopposed. Each member of the corporation in attendance at the annual meeting shall sign a meeting registry verifying that they meet the qualifications of a member of the corporation. After signing said registry each member shall be provided a ballot for the election by a member of the Nomination and Election Committee. Each member in attendance and qualified shall only be allowed to cast one ballot and no ballots shall be allowed for members not present and voting at the annual meeting. After the meeting is called to order the Chairman shall instruct the Nomination and Election Committee to collect and secure the ballots. The Committee shall then verify that the number of ballots cast matches the number of signatures on the meeting registry. Any discrepancies shall be resolved prior to counting the ballots. If necessary, the Nomination and Ballot Committee shall destroy the first round of ballots and repeat the balloting process. Once the number of ballots cast matches the number of signatures on the meeting registry the Committee shall tally the votes for each place on the Board and

report the results in writing to the Chairman who shall announce the winners. In order to be elected to a term on the Board each nominee must receive a majority of the votes cast even if running unopposed. Any place for which an unopposed nominee fails to receive a majority of the votes cast shall be considered a vacancy on the Board and filled pursuant to these by-laws regarding vacancies.

In the event there are more than two (2) nominees for any place and no single nominee receives a majority of the votes cast in the initial balloting a run-off shall be conducted between the nominee receiving the most votes and the nominee receiving the second most votes in the initial balloting. Members voting in the run-off election will be provided a blank ballot and will be instructed to write their choice between the two candidates remaining. The Committee shall tally the results of the run-off election and report said results to the Chairman.

If a vacancy occurs for any reason prior to the expiration of the term of office of a Trustee the Board shall select a successor Trustee to complete the unexpired term by the vote of a majority of Trustees present and voting at the next regular business meeting following the creation of the vacancy or at any special meeting called for the purpose of conducting such a vote.

Article V

Officers of the Board of Trustees

The officers of the Corporation shall be as follows: A Chairman of the Board of Trustees; a Vice-Chairman of the Board of Trustees; a Secretary of the Board of Trustees; and a Treasurer of the Board of Trustees. These offices shall be filled by and from the Board of Trustees at the first regular business meeting conducted following the Annual Corporate Meeting in June or at the next most convenient meeting of the Board. The term of each office shall be one year and there shall be no limit to the number of successive terms a Trustee may serve in an office. These officers shall continue to serve in such capacities until their successors are elected and qualified.

The Chairman shall in general supervise the affairs of the Corporation. He shall preside at all meetings of the Board and members.

He may sign, with the Secretary or other person designated by the Board, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized by the proper authority in the Articles of incorporation or designated by the Board of Trustees.

The Vice-Chairman shall have the same duties and powers as the Chairman in the absence of the Chairman or in the event of a vacancy in the office of the Chairman.

The Secretary shall keep the minutes of the meetings of the members and also the meetings of Board of Trustees; shall give all notices required by the provisions of law or these By-Laws, and be custodian of the corporate records and corporate seal.

The Treasurer shall be in charge and custody of and be responsible for all funds of the Corporation; and deposit such funds in the name of the Corporation in such banks as the Board may designate; and in general perform all duties incident to the office of Treasurer.

Article VI

Miscellaneous

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agents or agents of the Corporation and in such manner as the Board of Trustees from time to time shall determine. In the event a lack of such determination by the Board, such instruments shall be signed by the Chairman and countersigned by the Treasurer.

Article VII

Amendments to By-Laws

These By-laws may be altered, amended or repealed and new By-laws adopted by a majority of the Trustees present at any regular meeting with a quorum present, or by a majority present at any special meeting if ten (10) days notice is given in writing that an amendment to the By-laws is intended to be introduced at such meeting. For purposes of written notice herein

required, electronic mail message sent to the proper address provided by the member shall suffice as written notice.

IN WITNESS WHEREOF, we the undersigned, being the Chairman and Secretary of the Board of Trustees of Mobile Christian School, Inc., do hereby certify the foregoing By-Laws were adopted by a majority of the Board of Trustees in a regular meeting held on the 11th day of January, 2011.



Chairman



Secretary