

Possibilities Journey

BY-LAWS

ARTICLE I DIRECTORS

1.1 General Powers. POSSIBILITIES JOURNEY (the "Corporation") shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number. The number of directors of the Corporation shall be not less than three (3) and not more than nine (9). The Senior Pastor of Mount Olivet United Methodist Church, 1500 North Glebe Road, Arlington, VA, 22207, or designee, shall be an ex-officio of the Board of Directors.

1.3 Election and Term. The initial Directors shall elect the initial Board members. The term of service shall be three (3) years, with the ability to be re-elected once (total consecutive term not to exceed six (6) years). One-third of the Board shall be elected each year following the first two years of initial Board member service. Nominations shall be sought from the Board members. No less than two members of the Board shall be members in good standing of Mount Olivet United Methodist Church. A person shall be elected by a simple majority vote of the Board members.

1.4 Removal; Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a two-thirds (2/3)

majority of the remaining directors. A vacancy among the directors, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and may in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

1.5 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held on a date selected by the Board of Directors each year for the purpose of electing officers and carrying on such other business as may properly come before the meeting. The Board of Directors may adopt a schedule of additional meetings which shall be considered regular meetings to be held at such times as the Board of Directors shall designate. Annual and regular meetings of the Board of Directors shall be held at such places, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Board of Directors. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

1.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or any two (2) of the directors of the Corporation and shall be held at such times and such places, either within or without the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

1.7 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than three (3) days before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the

director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

1.8 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.9 Quorum; Voting. A majority of the number of directors fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.10 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other

during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.11 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.12 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

ARTICLE II COMMITTEES OF DIRECTORS

2.1 Committees. The Board of Directors may create one or more committees and may appoint members of the Board to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE III OFFICERS

3.1 Officers. The officers of the Corporation shall be a President, a Secretary/Treasurer, and in the discretion of the Board of Directors, one or more other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person.

3.2 Election; Term. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 Duties of Officers. The President shall be Chief Executive Officer of the Corporation and, if present, shall chair all meetings of the Board of Directors. The President, Secretary, and other officers of the Corporation shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

ARTICLE IV CONFLICTS OF INTERESTS

4.1 Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the director, officer, or employee.

4.2 Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Corporation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Corporation. Relationships and dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation shall not constitute interests under this Article.

4.3 Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee of the Board of Directors for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board of Directors at the first meeting of the Board in each year, or before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Corporation's interest.

4.4 Standards and Procedures.

- (a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists, or can reasonably be construed to exist.
- (b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.
- (c) If deemed appropriate, the Board of Directors may appoint a non-interested person, committee, or subcommittee to investigate alternatives to such proposed contract, transaction, or arrangement.
- (d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Corporation.
- (e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is

present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested director or directors, that (i) the proposed contract, transaction, or arrangement is in the Corporation's best interest and for its own benefit, and (ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Corporation.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

4.5 Corrective and Disciplinary Action. The violation of this conflicts of interests policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.

ARTICLE V MISCELLANEOUS PROVISIONS

5.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

5.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

5.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of a majority of those directors present at any meeting of the Board of Directors, with or without notice of such intended action.

By my signature I hereby certify that these By-laws have been duly ratified on this 12th day of January 2010.

David F. Burke

Printed Name of Secretary

David F. Burke

Signature of Secretary