

BYLAWS of
LIVING WATERS INTERNATIONAL, INC.

I Name and Location

The name of the corporation shall be: Living Waters International, Inc. **Additionally, these bylaws authorize using the doing business as name of: Aid for African Catholic Missions.** Its chief place of business shall be in the county of Langlade, the state of Wisconsin. Its mailing address shall be PO Box 614, Antigo, WI 54409.

II Purpose

The purpose of this corporation is as described in the Articles of Incorporation.

III Membership

There shall be no members.

IV Board of Directors

Section 1 Any individual who contributes at least \$25 (twenty-five dollars) annually to Living Waters International, Inc. is eligible to run for the corporation's Board of Directors.

Section 2 The Board of Directors of the corporation shall have all the powers and duties necessary, incident to or appropriate for the management and administration of the affairs of the corporation.

All powers of the corporation, except those specifically granted or reserved to the contributors by law, or by these Bylaws, shall be vested in the Board of Directors.

Section 3 The Board of Directors shall have the power to adopt these Bylaws as operational until the first corporation meeting, at which time the Bylaws will be adopted by the corporation.

Section 4 At no time shall the Board of Directors consist of less than four and not more than six directors. At the organizational meeting, there shall be elected from the body of such subscribers at least four Directors for a 2 year term, and no more than two Directors for a one year term. Thereafter, a Board of Director shall serve for a 2-year term. The Directors so elected shall constitute the Board of Directors of the corporation until the next succeeding annual meeting.

Section 5 The Directors will elect four officers from among themselves to include Treasurer, Secretary, Vice-President and President. The officers shall be elected by the Board of Directors annually.

Section 6 In the case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining Directors, by a majority vote of the whole thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, or until the election of his successor by the contributors of the corporation. Any Director elected or appointed may be removed by the Board at a duly called meeting whenever in its judgment the best interests of the corporation are served thereby.

Section 7 Three Board of Directors shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure coming before the Board. Directors may attend meetings in person, by telephone, or other electronic method.

Conduct of all meetings of the Board of Directors shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these Bylaws.

A mail, phone, or other electronic method vote of the Board of Directors may be taken and shall be sufficient on any question.

Section 8 Regular meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, shall appoint. Special meetings may be called by the President by giving fifteen days notice to each Director.

Notice of meetings of the Board may be waived in writing, signed by all members of the Board, whether before, at, or after the time of the meeting. Attendance of a member of the Board at any such meeting shall constitute a waiver of notice, unless such attendance is for the purpose of protesting that the meeting was not lawfully called.

Section 9 The Board of Directors shall keep minutes and records of all its proceedings. It shall at all times have available for the annual meeting of contributors and special meetings thereof a list of the names and addresses of the contributors entitled to vote at such meetings.

Section 10 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or any special purpose of the corporation.

Section 11 The Board of Directors shall have power and authority to receive and administer funds and other assets.

Section 12 The President, Vice-President, Secretary, and Treasurer shall constitute the Board of Directors until the first annual meeting. The Executive Committee shall have and exercise such authority as may be delegated to it by the Board of Directors in the management of affairs of the corporation.

Section 13 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

Section 14 The organization's president and treasurer shall prepare the organization's annual budget each year. The budget will be approved at a meeting of the Board of Directors by no later than April 1.

V Meeting of Contributors

Section 1 A contributor to the corporation shall be defined as any individual who makes an annual contribution of at least \$1,000 (thousand dollars) to Living Waters International, Inc.

Section 2 The annual meeting of contributors will be held by April 1 of each year at a place established by the Board of Directors, at which time the Board of Directors shall be elected.

Section 3 At such meetings each contributor shall be entitled to one vote.

Section 4 It shall be the duty of the Secretary to give twenty days notice, in person or by mail, to all contributors, of the annual meeting.

Section 5 The conduct of all meetings of contributors shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these Bylaws.

Section 6 At any meeting of the contributors of the corporation, members present shall be sufficient to constitute a quorum for the transaction of business, and a majority of the votes of such quorum shall be sufficient to elect Directors.

VI Officers

Section 1 The duties of the President, Vice-President, Secretary, and Treasurer shall be such as are usually imposed upon such officials of corporations, and as are required by law, and such as may be assigned to them respectively by the Board of Directors, and as stipulated in Section 2.

Section 2

President's roles and responsibilities

1. Presides over all meetings of the Corporation using Roberts Rules of Order.
2. Prepares meeting agendas for meetings.
3. Responsible for the affairs of the corporation such as, signs corporation documents, maintains mailing addresses and phone numbers, keeps the corporation current on legal requirements.
4. Contact person for communications between other organizations, government, service groups, businesses, etc.
5. Assists the corporation in developing an annual budget.
6. Helps create and carry out the goals of the corporation.

Treasurer's roles and responsibilities

1. To keep accurate and detailed financial records.
2. To prepare and present a report of the corporation's financial transactions and balances for each formally scheduled corporation meeting. If the treasurer is unable to attend a meeting, then a report shall be submitted to the President prior to the meeting.
3. To maintain financial records.
4. All disbursements of \$1000 or more shall require the signature of two directors.

Vice-president's roles and responsibilities

1. Will serve in the absence of the President.

Secretary's roles and responsibilities

1. To maintain a written record of the corporation's meetings, guidelines, and activities.
2. To keep the corporation and its contributors informed and updated on the various activities of the corporation.
3. Assists the President in preparing the agenda and communications.

Section 3 In the case of any vacancy in the officers of the corporation, through death, resignation, disqualification or other cause, the remaining officers, by a majority vote of the whole thereof, may appoint a successor to hold office for the officer whose place shall be vacant.

Section 4 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

VII Prohibitive Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VIII Amendments

These bylaws may be amended, altered, or repealed in any manner not inconsistent with applicable law by a majority vote of the Board at any duly convened meeting of the Board provided advance notice is given notifying all directors that a proposal to amend the bylaws will be considered.

IX Dissolution of Corporation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws were amended and approved at a duly called meeting of the Board of Directors of Living Waters International, Inc. held on October 26, 2011.

Stephen L. Zimmerman, President

Karen G. Prunty, Secretary

Original March 5, 1996