FOURTH AMENDED AND RESTATE D
BYLAWS
OF
THEOLOGIAN IN RESIDENCE PROGRAM,
INC. DBA / WORLD WISDOMS PROJECT /
ADAPTED May 4, 2020
Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned hereby certifies these Amended and Restated Bylaws ("Bylaws") of Theologian in Residence Program, Inc. ("Corporation"), a Colorado Nonprofit Corporation. These Bylaws set forth the provisions of the original Bylaws of the Corporation as originally adopted by the Board of Directors on or about August 31, 1978, as amended by action of the Board of Directors thereafter, and do further restate, integrate and amend the provisions of such Bylaws.

These Amended and Restated Bylaws have been duly adopted, as required by law, by the Board of Directors of the Corporation via written consent. These Bylaws supersede the original Bylaws, as amended, and all amendments and supplements thereto, effective for all purposes as of June 4, 2012.

ARTICLE I
PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 417 W. Mountain Avenue, located in the city of Fort Collins and the county of Larimer Colorado. The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II
MEMBERSHIP

Membership shall consist of the Board of Directors ("Board"). Directors shall be persons at least 18 years of age and of good moral character who will at all times uphold the best interests of the Corporation. Directors shall be elected or appointed as provided herein without regard to race, creed, gender, gender identity, sexual orientation, or national origin.
ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers, Role, Compensation. This Corporation shall have powers to full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly, or, if delegated, under the ultimate direction of the Board. The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the Officers of the Corporation. The Board receives no compensation other than reasonable expenses.

Section 2. Number of Directors. The number of Directors shall be thirteen.

Section 3. Election and Term of Offices of Directors. Except for the initial Directors named by the incorporator, the Directors then in office shall elect their successors upon nomination by a then-serving member of the Board. All Board members shall serve three-year terms, but are eligible for re-election for an indefinite number of terms. Terms shall be staggered as may practically be arranged by the Board by dividing the membership of the Board into two groups, as nearly equal in number as possible, with respect to the time for which they shall severally hold office. Upon the first annual meeting, Directors of the first group first chosen shall hold office for two three years or until the second annual election following their election and Directors of the second group first chosen shall hold office for three years or until the third annual election following their election, so that the term of office for one group of Directors shall expire every other year. After the initial election, each Director shall be elected for a term of two three years. Each Director elected shall hold office until such Director's successor shall be elected.

Annually prior to the Annual meeting, a Directors Selection Committee shall be made up of the Outgoing Board President and two other current board members selected by the Outgoing Board President to determine a list of new board of directors to be chosen for that year at the Annual Meeting to serve two three year terms. The number of new members will be based upon the number of members whose term is ending and who do not wish to serve another two three year term.

New Directors shall be elected by a majority of Directors present at the annual meeting (except in the case of vacancies, which may be elected at any meeting), provided there is a quorum present. Directors so elected shall serve a term beginning on a day determined by the Board of Directors.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies may be filled by the remaining Directors for the unexpired portion of the term. The Board will establish procedures for filling vacancies.
Section 5. Resignations and Removal. Resignations shall be effective upon receipt in writing by the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation, or when delivered verbally by the person resigning, at any meeting of the Board. A two-thirds majority of the Directors then in office may remove any Director at any time for cause. As used herein, "cause" shall include reasonable grounds to believe that the person to be removed has committed a material breach of fiduciary duty, breach of duty of loyalty, or gross negligence or willful misconduct in the conduct of his or her duties to the corporation, or has been found guilty of a crime that is a felony or involves dishonesty, defalcation of a fiduciary duty, or moral turpitude. Notwithstanding the foregoing, the Board may suspend the voting rights and bar attendance of a Director at meetings whenever it finds by a two-thirds majority vote that failure to do so may result in injury or threatened injury to the life, health or safety of any person or damage to property.

Section 6. Regular Meetings. A meeting of the Board of Directors shall be held not less than quarterly or as otherwise determined by resolution of the Board. All official meetings of the Board shall require that each Board member have written notice at least one week in advance.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held within 120 days after the end of each fiscal year. Except in the case of a vacancy, change in Officers and other members of the Board will occur at the annual meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any two Directors, and noticed in accordance with this Section. Notice of any special meeting of the Directors shall be given to each as far in advance as is reasonably practicable under the circumstances, but in any event, not less than twenty-four hours except in the case of an emergency as determined by the President or any two Directors.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at the meeting duly held after the proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to hold the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any who attends the meeting without protesting the lack of adequate notice before the meeting or its commencement.

Section 10. Quorum. A majority of the total number of Directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one fourth of the authorized number of Directors or three Directors, whichever is larger. 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, except as otherwise provided in these Bylaws or in the Colorado Nonprofit Corporation Act. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such a meeting.
Section 11. Voting. All matters to which the Board may officially consent or take action shall be approved by voting. Each member participating when the vote is taken shall cast one vote or shall abstain from voting. Voting by proxy shall not be permitted.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such Directors.

Section 13. Telephone and Electronic Meetings. Directors may participate in a meeting through the use of conference telephone, electronic video screen communications, or other communications equipment so long as (i) all the following apply:

(a) each participating in the meeting can communicate with all of the other Directors concurrently,

(b) each is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) this Corporation verifies that a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a Director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be made by the Directors are actually made by a Director and not by someone who is not entitled to participate as a Director.

Section 14. Standard of Care

(a) General. A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. Individual expectations and duties for Directors are provided as supporting documents to the bylaws. These documents are provided to the Directors upon joining the board.
In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared and presented by:

i. one or more officers or employees of this Corporation whom the Director believes to be reliable and competent as to the matters presented;

ii. counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

iii. a Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such Committee merits confidence;

so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b). Liability to Third Parties. The Directors, Officers, and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation.

(c). Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 15. Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents and to inspect the physical properties of this Corporation.

Section 16. Compensation. Serving on the Board of Directors is a voluntary position and Directors shall not be compensated for their time or effort related to activities of the Board.
Section 17. Director Emeritus of the Board. The Board may honor an individual for their loyalty and work performed on behalf of the Theologian In Residence Program as a Director Emeritus. Any Board member may nominate an individual at any meeting of the Board. A second is required and such individual must receive a majority vote of the Board. A Director Emeritus is always invited to attend Board meetings, but is not required to attend, is not a voting member of the Board, and has no other duties owed to the Board.

ARTICLE IV
COMMITTEES

Section 1. Standing Board Committees. The Board of Directors may, by resolutions adopted by a majority of the Directors, and only of Directors, constitute standing board committees to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the Directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- set the number of Directors within a range specified in these Bylaws; select Directors or remove Directors without cause; fill vacancies on the Board of Directors or any Board Committee;
- amend or repeal these Bylaws or adopt new Bylaws;
- adopt amendments to the Articles of Incorporation of this Corporation;
- amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- create any Board Committees or appoint the members of any Board Committees; or
- approve any merger, reorganization, voluntary dissolution, or disposition of substantially all the assets of this Corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or Non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.
Section 3. Committee Meetings

A. Of Board Committees. Meeting and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committee. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may not adopt rules for the governance of any Board or Advisory Committee that are inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers of the Board of Directors. The Officers of the Board of Directors shall be a President, Vice President, Secretary, Treasurer, and OUTGOING PRESIDENT. The Corporation may also have, at the discretion of the Directors, such other officers and paid staff as may be appointed by the President and confirmed by a majority of the Directors.

The positions of Secretary and Treasurer may be the same individual if approved by the Board of Directors.

The Officers of the Board of Directors shall possess and may exercise during the interval between meetings of the Board of Directors all the powers of the Board of Directors. All proceedings of the Officers of the Board of Directors shall be reported to the Board of Directors at its next meeting and are subject to revision or abrogation by the Board of Directors. Three (3) members of the Officers of the Board of Directors shall constitute a quorum. The Officers of the Board of Directors shall keep written minutes of its proceedings and these minutes shall be kept as regular official documents.

Section 2. Election. Except for the initial Officers of the Board of Directors appointed under Article III, Section 4, all Officers of the Board of Directors shall be elected at its annual meeting by the Board of Directors and each serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

Annually prior to the Annual meeting, a Directors Selection Committee shall be made up of the Outgoing Board President and two other current board members selected by the Outgoing Board President to determine a list of board officers to be chosen for that year at the Annual Meeting to serve one term with the current Vice-President becoming the President.
Section 3. Removal. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with cause, by the Board of Directors or by an Officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by the President, the Secretary or the Board of Directors or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under and contract to which the Officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for the election of that office.

Section 6. President. The President shall preside at all meetings of the Board and shall also perform all duties incident to the Office of President and such other duties as may be assigned by the Board of Directors from time to time. The President may sign, with the Secretary or any other proper officer of the Corporation designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. The President shall convene regularly scheduled board meetings, shall preside or arrange for other Officers of the Board of Directors to preside at each meeting in the following order: Vice President, Secretary, and Treasurer.

Section 7. Vice-President. The Vice-President shall assist the President and shall perform such duties as may be assigned to her or him by the President or by the Board of Directors. In the absence of the President, the Vice-President shall have the powers and perform the duties of the President. (The intention is that the Vice-President shall become the President at the end of the Outgoing President's term to make any transition run smoothly and consistently)

Section 8. Secretary. The Secretary shall be responsible for keeping a full and complete record of the proceedings of the Board of Directors and its committees, shall ensure that all notices are duly given in accordance with the provisions of these bylaws; shall be custodian of the records and of the Seal of the Corporation and shall attest the affixing of the Seal of the Corporation when authorized by the Board of Directors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the President.
Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of this Corporation; shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or the Board of Directors. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board of Directors. With the approval of the Board of Directors, the Treasurer shall be authorized to engage any firm of certified public accountants to perform audits and to assist in the performance of any of the duties incident to the Treasurer's office.

Section 10. Out-going President. The current President after his or her term will serve one year as Out-going President for the transition and consistency of the organization.

ARTICLE VI
CERTAIN TRANSACTIONS

Section 1. Loans. This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that this Corporation may advance money to a Director, Officer of the Board of Directors, or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent the advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the Corporation to engage in, any self-dealing transactions. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its Directors has a material interest, unless the transaction comes within the Colorado Non-Profit Act.

Section 3. Approval. This Corporation may engage in a self-dealing transaction if the transaction is approved and deemed fair and reasonable by a majority of the disinterested Directors and is in accordance with all state and federal laws. This Corporation may also engage in self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into a transaction for its own benefit; (b) the transaction is fair and reasonable to the Corporation at the time; (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstance. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

Where is not reasonably practical to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction
in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the Directors then in office with the vote of any interested Director.
ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1. Right to Indemnify. To the fullest extent allowed by Colo. Rev. Stat. secs. 7-40-104 and 7-55-107(1)(h), as amended, this Corporation shall indemnify and advance expenses (including reasonable attorney's fees) to its Directors, officers, employees, other agents, and persons formerly occupying such positions (the "indemnities"), in connection with any claim, cause of action, proceeding, or liability (collectively, "claims") arising from or in connection with the performance of their fiduciary duties for the Corporation. The Directors and Officers of the Corporation shall have no personal liability for such claims, except that, this provision shall not eliminate or limit the liability of a Director or Officer for: Any breach of the Director's or member's duty of loyalty to the Corporation or its members or stockholders; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or any transaction from which the Director or Officer knowingly derived an improper personal benefit. No Director or Officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Director or Officer was personally involved in the situation giving rise to the litigation or unless such Director or Officer committed a criminal offense in connection with such situation. The protection afforded in this subsection (2) shall not restrict other common-law protections and rights that a Director or Officer may have.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any indemnity seeking indemnification, if it shall appear to the Board (by majority vote of its Directors) that the indemnity may be entitled to indemnification under this Article, the Board shall promptly authorize indemnification in accordance with section 1 of this Article. Provided, however, that if, as a result of any final judgment, award or court order, or any settlement agreement entered into or enforceable against said indemnity, it shall be determined that the facts giving rise to the claim(s) do not support an indemnification under section 1, then the Board shall have the right to recover from the indemnity, his assigns, insurers, or estate, reimbursement of all amounts advanced, incurred or paid with respect to such claims, with interest at the highest rate provided by law, together with costs of suit, reasonable attorney's fees, and any and all other relief as may be provided by law. Notwithstanding the foregoing the Board shall not recover any amounts paid by an insurer unless such insurer waives, relinquishes or is legally barred from recovering such amounts from the Board.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expense incurred by or on behalf of an indemnity under section 1 of this Article in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances and;

(b) before any advance is made, the indemnity submits a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the indemnity is entitled to indemnification for the expenses under this Article.
The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any indemnity against any liability asserted against or incurred by the indemnity in such capacity or arising out of the indemnities' status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

ARTICLE VIII
GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This Corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in the Corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this Corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this Corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes express in this Corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require the grantees furnish a period accounting to show that the funds granted by this Corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determine by resolution of the Board of Directors in particular cases, this Corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this Corporation from solicitations for specific grants shall be regarded as for the use of this Corporation and not for any particular organization or individual mentioned in the solicitation.
ARTICLE IX
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall end each year on June 30.

Section 2. Accounts, Contracts, Notes and Checks.

(a) Expenditures, contracts, and instruments. All checks, orders for the payment of money, notes, and other instruments of the Corporation under $500.00 shall be signed or endorsed by an Officer of the Corporation and all checks in the amount of $500.00 or greater which have not been previously approved shall require the signatures or endorsement of two officer of the Corporation. All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time.

(b) Funds. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other Officer or Officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

(c) Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Annual Report to Directors. Within 120 days after the end of this Corporation's fiscal year, the Treasurer shall furnish a written report to all Directors of this corporation containing the following information:

(a) the assets and liabilities, including the trust funds of this Corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
(c) the revenue or receipts of this Corporation, both unrestricted and purposes, for the fiscal year; the expense or disbursements of this Corporation, for both general and restricted purposes, for the fiscal year; and

(d) any transaction during the previous fiscal year involving more than $10,000 between this Corporation (or its parent or subsidiaries, if any) and any of its Directors or officers (or the Directors or Officers of its parent or subsidiaries, if any) of this Corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interests, and which transactions in the aggregate involve more than $25,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any Director or Officer of this Corporation. For each transaction, the report must disclose the names of the interested persons involved in such transactions, stating such person's relationship to this Corporation, the nature of such person's interest in the transaction and, where practicable, the value of the interest.

In addition, the Treasurer shall furnish monthly to the Vice-President a complete Bank Reconciliation of any account maintained by the Corporation.

The foregoing report shall be accompanied by any report thereon an independent accountants or, if there is no such report, the certificate of an authorized Officer of this Corporation that such statements were prepared without an audit from the books and records of this Corporation.

Section 4. Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Section 5. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the Directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the Directors then in office or the unanimous written consent of the Directors shall be required to adopt a bylaw amendment.

Section 6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Colorado Nonprofit Corporation Act as then in effect shall apply.
ARTICLE X
CONFLICT OF INTEREST

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE XI
Definitions

Section 1. Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
Article XII
Procedures

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

CERTIFICATE OF PRESIDENT

WILLIAM J. KNEELAND the undersigned, certify that I am presently the duly elected and acting President of Theologian In Residence Program, Inc., a Colorado nonprofit corporation, doing business as World Wisdoms Project and that the above Amended and Restated Bylaws were approved and adopted by the Directors on May 4, 2020.


_________________________________
President