

BY-LAWS OF HAITI MISSION, INC.

ARTICLE I.

OFFICERS

Section 1. The officers of HAITI MISSION, INC. shall be a President, Secretary and Treasurer. The Board of Directors may combine the offices of Secretary and Treasurer in a single person, in which case this person shall be referred to as the Secretary-Treasurer of the Corporation.

The officers shall be elected by the Board of Directors. Officers may serve as Directors and Directors may serve as Officers.

President: The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the members and directors and have general and active management of the business of the corporation.

Secretary: The Secretary shall give notice of and attend all meetings of the Board of Directors and all meetings of the members and shall keep minutes of all proceedings and records of all votes. He or she shall have custody of the corporate seal, if any.

Treasurer: The Treasurer shall have charge of all funds of the Corporation and of its disbursements under the direction of the President and the Board of Directors and shall keep records of all receipts and disbursements.

Section 2. The Board may appoint such other officers and agents as it shall deem necessary, and fix their terms, and duties and powers.

Section 3. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the President or the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If any office becomes vacant for any reason, the vacancy shall be filled by an appointment by the President or by the majority of the entire Board of Directors.

Section 4. In the event that an officer is absent or disabled for a prolonged period, or for any other reason that the Board may deem sufficient, the Board may by majority vote delegate any of the powers or duties of such office to any other officer or to any director.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of the Corporation, and may exercise all powers of the Corporation, except as otherwise provided by law or in the articles of incorporation.

Section 2. Regular or Special meetings of the Board of Directors or members shall be held at such time, frequency, and place as the directors may determine. Notice of any special meeting shall not be required to be given to any director or member who waives notice, whether before, at, or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 3. Indemnity. The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the Corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the Corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted. The foregoing right of indemnification shall not be exclusive of other rights to which a director or officer may be entitled as a matter of law.

Section 4. Vacancies. Any vacancy in the Board of Directors shall be filled for the un-expired portion of the term by a majority vote of the remaining directors, though less than a quorum.

Section 5. Removal. Any Director may be removed for cause at any time by the of members holding in the aggregate at least a majority of the outstanding shares of the Corporation at a special meeting of the members called for that purpose, and may be removed for cause by action of the Board.

Section 6. Telephone and Email Meetings. The Board of Directors and members may meet by telephone conference call, email, or similar means of communication, as set forth in R.S. 12:81C(10).

ARTICLE III

COMMITTEES

Section 1. The President may appoint such committees as he deems necessary, subject to the approval of the Board of Directors.

Section 2. The chairman of each committee shall make a written report to the Board of Directors whenever requested by the Board.

ARTICLE IV

MEMBER MEETINGS

Section 1. The annual meeting of the Corporation shall be held at any place and on any date as directed by the Board.

Section 2. Special meetings of the Corporation may be called at any time by the President, or at the request of a majority of the Board of Directors.

Section 3. Immediately following the adjournments of the annual meeting of the Corporation, the newly-elected directors can meet at the same location.

Section 4. Not less than five days prior to any meeting of the Corporation, a notice of such meeting shall be mailed or emailed to each member at his last known post office or email address. The notice for any special meeting shall state the purpose of the meeting. Such notice may be waived.

Section 5. At any meeting of the members, each member shall have one vote.

ARTICLE V

NON-STOCK NON-PROFIT MEMBERSHIP BASIS

The corporation shall be operated on a non-stock basis and shall at all times conduct itself as a non-profit corporation so as to qualify under the provisions of Sections 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

AMENDMENTS

These by-laws may be altered or amended or repealed by majority vote of the Board of Directors of Members.

THUS DONE AND ADOPTED BY HAITI MISSION, INC.
ON THE 29th day of March, 2017.

BY: signed on original on file
LLOYD DUPLANTIS
PRESIDENT
HAITI MISSION, INC.

Thus done and adopted by unanimous vote of the Board of Directors and members of Haiti Mission, Inc., at a Special Meeting on the 29th day of March, 2017.

BY: signed on original on file
FAIE DUPLANTIS
SECRETARY
HAITI MISSION, INC.

Constitution of Haiti Mission, Inc.

Haiti Mission, Inc. has as its primary focus a commitment to provide

basic humanitarian aid to the villages of Numero Deux and Ravine Saab which comprise the Church Parish of Our Lady of the Assumption in the Diocese of Jeremie. The first and foremost goal is to provide potable water within 500 feet of every family in this area.

Other projected activities include initiatives in the fields of education, health, improved housing, and other basic material needs. A long range vision is to help the villagers to establish independent economic development by providing them with agricultural business opportunities utilizing their own native resources, which may include no-interest business loans and vocational skills that will "enable them to lead a worthy life on the material, social, cultural, and spiritual level." (Pope Paul VI, Gaudium et Spes #67)

Haiti Mission, Inc. is a faith-based organization dedicated to humanitarian aid which includes training, educating and supporting spiritual, physical and economic growth and development on the local, national and international level.