

**AMENDED AND RESTATED BYLAWS
OF
20 LITERS**

(a Michigan non-profit corporation)

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. The name of the organization shall be 20 LITERS.

Section 2. Purpose.

(a) The purpose of this organization is to create awareness, activists, and funding to provide access to clean water through simple cost-effective solutions, especially to those living in poverty.

(b) The organization is organized and shall be operated exclusively for charitable, scientific, education and religious purposes within the meaning of Section 105(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any future federal tax laws. In furtherance, and only in furtherance, of these enumerated purposes and subject to the limitations provided herein, the Corporation may engage in any lawful activity. The principal purpose of the Corporation will be to receive and administer funds for the aforementioned purposes.

**ARTICLE II
OFFICES**

Section 1. Offices. The principal office and registered agent for the transaction of business of the organization is to be continually maintained in the City of Grandville, Kent County, Michigan.

Branch or subordinated offices may, at any time, be established by the Board of Directors at any place or places where the organization is qualified to operate.

**ARTICLE III
DIRECTORS**

Section 1. Powers. The Corporation shall be organized on a directorship basis according to Michigan law. The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by the Bylaws directed or required.

ARTICLE IV
NUMBER AND QUALIFICATION OF DIRECTORS

Section 1. Number of Directors. The number of Directors which shall constitute the whole Board shall be not less than three (3) members nor more than twelve (12) members. Each Director shall hold office until the next annual meeting of the Board of Directors and until his or her Successor shall have been duly elected and qualified.

Section 2. Nomination and Election. Any member of the Board of Directors may nominate one or more new Directors. At each meeting of the Directors for the election of new or successor Directors, the nominees receiving the greatest number of votes shall be elected as Directors. In electing new Directors, Directors shall consider a nominee's maturity, judgment, standing in the community, mental and physical health, and ability to benefit the Corporation in the discharge of his or her responsibilities as a Director.

Section 3. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors shall be filled in the same manner described in Section 2 of this Article IV.

Section 4. Compensation of Directors. No compensation shall be paid to Directors as such for their services, but expenses of attendance at regular and special meetings may be paid by the Corporation.

Section 5. Resignation. Any Director may resign at any time and such resignation shall take effect upon receipt thereof by the Corporation, or such subsequent time as set forth in the notice of resignation.

Section 6. Removal. The Board of Directors of the Corporation shall have the power to remove a member of the Board of Directors, with or without cause, through an affirmative vote of a majority of current Directors. Additionally, Mars Hill Bible Church, a Michigan non-profit corporation shall have the power to remove a member of the Board of Directors at any time with or without cause.

ARTICLE V
MEETING OF DIRECTORS

Section 1. Places of Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Michigan.

Section 2. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Michigan, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chairperson of the Board, the Vice Chairperson, the President, or by any

two (2) Directors on two (2) days' written notice to each Director, either personally, by mail or by facsimile. The person or persons authorized to call such special meeting of the Board may fix any place as the place for holding any special meeting of the Board.

Section 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or facsimile to each Director at their address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail and sealed in an envelope so addressed with postage thereon prepaid. Any Director may waive notice of such meeting, except for a Director who attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board provided, that if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting, from time to time, without further notice. 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 of otherwise provided by law or by the Articles of Incorporation or by the Bylaws.

Section 6. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, before or after the action, a written consent thereto is signed by all members of the Board and such written consent is filed with the Minutes or proceedings of the Board. Such consent shall have the same effect as a vote of the Board for all purposes.

Section 7. Meeting by Telephone or Similar Equipment. The Board of Directors may participate in a meeting of such Board or committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting and hear each other and participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE VI **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a Chairperson of the Board of Directors, a Vice Chairperson, a Secretary, a Treasurer and a President.

Section 2. Appointment. Immediately following each annual meeting of the Board of Directors, the Board of Directors shall meet and appoint the officers of the Corporation. Any two (2) or more offices may not be held by the same person, except the offices of the President and Secretary. The term of office of each officer shall be for three (3) years or until their successors

are duly appointed and qualified. Any officer may be removed by the Board of Directors for cause or without cause. Any officer may resign their office at any time, and such resignation shall take effect upon receipt of written notice thereof by the Corporation, unless otherwise specified in the resignation. If any office becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 3. Chairperson of the Board. The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors. He or she shall have such other duties and powers as may be imposed or given by the Board.

Section 4. Vice Chairperson. The Vice Chairperson shall have such other duties and powers as may be imposed or given by the Board. In case of the absence or inability to act of the Chairperson of the Board, the duties of their office shall, unless otherwise specified by the Bylaws, be performed by the Vice Chairperson, unless and until the Board shall otherwise direct and, when so acting, the duly authorized Vice Chairperson shall have all the powers of and be subject to the restrictions upon the Chairperson of the Board.

Section 5. Secretary. The Secretary shall cause to be maintained Minutes of all meetings of the Board of Directors and shall keep a record of all votes at such meetings. The Secretary shall give or see to the giving of notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6. Treasurer. The Treasurer shall ensure the custody of the corporate funds and securities, except as otherwise provided by the Board and shall cause to be kept full and accurate accounts of receipts and disbursements in the books belonging to the Corporation and shall ensure the deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse funds of the Corporation as may be ordered by the Board. The books kept by the Treasurer shall at all times be open to the inspection of any member of the Corporation. The Treasurer shall ensure the rendering of such statements of all accounts to the Board of Directors and President as they may require and they shall ensure a full report is made at each annual meeting of the Board of Directors. He or she may be required to give bond for the faithful discharge of their duties in such form as the Board of Directors may require, the expense of such bond to be paid by the Corporation.

Section 7. President. The President shall be the chief executive officer (or equivalent position, regardless of title) of the Corporation. He or she shall not have the power to vote as a member of the Board of Directors except in the sole instance of resolving a tied vote among a quorum of an even number of Directors. He or she shall have final authority, subject to the control of the Board of Directors, over the general policy and business of the Corporation and shall have the general control and management of the business and affairs of the Corporation. The President shall have the power, subject to the control of the Board of Directors, to appoint or discharge and to prescribe the duties and to fix the compensation of such agents and employees of the Corporation as they may deem necessary. He or she shall make and sign bonds, mortgages and other contracts and agreements in the name of and on behalf of the Corporation, except when they or the Board of Directors, by resolution, instructs the same to be done by some other officer or agent. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall

perform all other duties as necessary or appropriate to their office; subject, however, to their right and the right of the Directors to delegate any specific powers to any other officer or officers of the Corporation.

Section 8. Assistant Secretaries and Treasurers. There may be elected one or more Assistant Secretaries and Assistant Treasurers who may, in the absence, disability or nonfeasance of the Secretary or Treasurer, perform the duties and exercise the powers of such persons respectively.

Section 9. Other Officers. All other officers as may from time to time be appointed by the Board of Directors pursuant to this Article, shall perform such duties and exercise such authority as the Board of Directors or the President shall prescribe.

Section 10. Absence of Officer. In the case of absence of any officer or for any other reason that the Board may deem sufficient, the President or the Board may delegate for the time being, the powers or duties of such officer to any other officer or to any Director.

ARTICLE VII **COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more Directors and, to the extent provided in said resolution and not restricted by law, shall have the authority of the Board of Directors in the management of the Corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or them by law.

Section 2. Other Committees. Other committees not having the authority of the Board of Directors in the Corporation may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of each such committee need not be a member of the Corporation or a member of the Board of Directors; provided, however, that each such committee shall have at least one (1) member who is a Director or officer of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation or until their successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee.

Section 4. Committee Chairperson. One (1) member of each committee shall be appointed Chairperson by the President of the Corporation or the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall consist of a quorum and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

ARTICLE VIII **INTERESTED OFFICERS AND DIRECTORS**

Section 1. Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers or have a financial interest shall be voided or voidable solely for this reason or solely because the Director or officers is present at, or participates in, the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because their votes are counted for such purpose of:

(a) The material facts, as to his or her relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Directors or the committee and the Board or committee, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of disinterested Directors or committee members even though the disinterested Directors be left without a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the members.

ARTICLE IX **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Indemnification of Directors and Officers: Claims by Third Parties. The Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a Director or officer (the "Indemnitee") who was or is a party or who is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his or her conduct was

unlawful. The termination of any action, suite or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification of Directors and Officers: Claims Brought by or in Right of the Corporation. The Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a director or officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees), and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the Indemnitee has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expense which the court considered proper.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 and 2 above shall be paid by the Corporation, promptly after request by the Indemnitee in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the Indemnitee on whose behalf advances are made, shall not be required to be secured and shall be accepted without reference to financial ability to pay. In the event the Corporation fails to advance such a expenses as required hereunder within thirty (30) days of the request therefore, the Indemnitee shall be entitled also to collect interest thereon at the rate of eight percent (8%) per annum from the date of the request.

Section 4. Approval of Indemnification. An indemnification under Section 1 or 2 hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard or conduct set forth in Sections 1 and 2. This determination shall be made in one of the following ways, as designated by the Indemnitee in his or her sole discretion:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suite or proceeding;

(b) If the quorum described in Sub-Paragraph (a) above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action; provided, the committee shall consist of not less than two (2) disinterested directors;

(c) By independent legal counsel in a written opinion.

Upon written request by the Indemnitee for indemnification (which request shall designate a method of determination described above), the Corporation shall, at its expense, take all actions necessary to make the determination (utilizing the method of determination designated by the Indemnitee) as expeditiously as possible but within not later than one hundred eighty (180) days after such request. The Indemnitee shall have the right to petition a court of appropriate jurisdiction: (i) to make the determination if the Corporation fails to do so within the time allotted; or (ii) to review the determination if the determination denies indemnification in whole or part.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to specific incidences.

Section 2. Checks, Drafts, Etc. All checks, drafts or other 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 agent of the Corporation and in such manner as shall, from time to time, be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the Chairperson of the Board, the President or the Vice Chairperson of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, the Chairperson of the Board or the President may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

ARTICLE XI
BOOKS AND RECORDS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors and shall keep such books and records at the principal office of the Corporation. All books and records of the Corporation may be inspected by any member of the Board of Directors, their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII
ENDOWMENT FUND

Section 1. Organization. The Board of Directors may create a committee for the establishment and management of an endowment fund. The committee shall be composed of at least one (1) member of the Board of Directors.

Section 2. Operation and Purpose. The property, affairs and business of the endowment fund shall be kept separate and apart from any other operating fund of the Corporation and shall be managed by the endowment fund committee. The endowment fund committee shall establish operating guidelines for the management and distribution of funds entrusted to it consistent with the tax-exempt purposes of the Corporation.

Section 3. Funds Received and Disbursed. The endowment fund committee shall have the full power to accept, manage and disburse any restricted or otherwise designated gifts or donations which are given to either the endowment fund directly or to the Corporation for restricted purposes. The endowment fund committee shall have the full power to invest and reinvest any and all funds for the endowment fund and to take any necessary action on behalf of the endowment funds. The committee shall use the income and such principal as allowed by the terms of the designated gift for those purposes agreed to between the endowment fund committee and the donor.

Section 4. Conditions of Gift. If a gift or other contribution is accepted with the conditions or restriction upon use of principal and/or income, the endowment fund committee shall, subject to applicable Internal Revenue Service guidelines, be obligated to abide by such terms and conditions once accepted. However, no such funds or gifts shall be managed which are not allowed pursuant to the Corporation's tax exempt purpose. No distribution shall be made which shall be inconsistent with the applicable provisions of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of June of each year.

ARTICLE XIV
DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the assets shall be distributed to Mars Hill Bible Church, a Michigan non-profit corporation.

ARTICLE XV
AMENDMENTS TO BYLAWS

Section 1. General Amendments. Except as provided in Section 2 of this Article XV, these Bylaws may be amended, altered, changed, added to or repealed by any regular or special meeting of the Board of Directors by the affirmative vote of the majority thereof.

Section 2. Amendments Affecting Mars Hill Bible Church. Any amendment, alteration, change, addition or repeal to Section 2 of Article 1, Section 6 of Article IV, or Article XIV of these Bylaws shall require written approval of Mars Hill Bible Church, a Michigan non-profit corporation, and approval of the Board of Directors by the affirmative vote of the majority thereof.

Adopted On September 1, 2010
Revised on February 11, 2016
Revised on August 16, 2017