

- he shall invite other Board members to preside at his request.
- b) call all meetings of the Board of Directors;
  - c) be the chief executive officer of the corporation and have general control of the business of the corporation. He may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may, from time to time, be prescribed by the Board of Directors; and
  - d) delegate the authority to perform the above-named duties as he deems appropriate and in the event of a vacancy in the office of Chairman of the Board or General Secretary for any reason the office shall be filled by the most senior trustee until the next annual meeting or whenever his or her successor is elected.
- 6.4) President.** The President shall:
- a) represent the corporation to the public and be responsible for a public relations program;
  - b) develop and implement an annual membership renewal program;
  - c) be responsible for communications among the membership of the corporation including publication of a quarterly magazine titled A Gathering of Godly Affection and such other correspondence and communication as the board may authorize or direct; and
  - d) perform such other duties as may be assigned to him by the Board of Directors.
- 6.5) Executive Vice President.** The Executive Vice President shall:
- a) perform the duties and exercise the powers of the President in the event of absence or disability of the President; and
  - b) perform such other duties as may be prescribed by the Board of Directors.
- 6.6) Vice President.** The Vice President shall:
- a) perform such other duties as may be prescribed by the Board of Directors.
- 6.7) Secretary.** The Secretary shall:
- a) attend all meetings of the Board of Directors and the executive committee;
  - b) keep in the minute book proper minutes of the proceedings of all such meetings;
  - c) give all required notices;
  - d) be responsible for the safe-keeping of the corporate records; and
  - e) perform such other duties as may be assigned to him by the Board of Directors.
- 6.8) Treasurer.** The Treasurer shall:
- a) have responsibility for all funds of the corporation;
  - b) keep and render accurate account of all receipts and disbursements;
  - c) deposit all monies in the name of the corporation as directed by the Board of Directors;
  - d) have the power to endorse for deposit all instruments received by the corporation;
  - e) perform such other duties as may, from time to time, be prescribed by the Board of Directors; and
  - f) delegate the authority hereby vested in him as he deems appropriate to professional staff over which he monitors and acts with responsible management.
- 6.9) General Secretary.** The General Secretary shall:
- a) be responsible for the administrative duties of the corporation; and
  - b) perform duties as assigned to him by the Board of Directors.
- 6.10) Removal.** Any officer may be removed by the Board of Directors or the Board of Trustees when, in its judgment, the best interest of the corporation may be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer.
- 6.11) Other Officers.** Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such other offices as the Board of Directors may, from time to time, prescribe.
- Article VII - Committees**
- 7.1) Executive Committee.** The Board of Directors may, by action of a majority of the entire Board, designate two or more of its members as an Executive Committee which, to the extent determined by the resolution of the board, shall have and exercise the authority of the Board in the management of the business of the corporation. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting.
- 7.2) Meetings.** The chairman of the board shall call such meetings of the executive committee as he deems necessary.
- 7.3) Vote.** Each member of the Executive Committee shall have one (1) vote.
- 7.4) Powers.** The Executive Committee shall, between meetings of the Board of Directors, have the power to transact all business of the corporation within the policies established by the Board of Directors.
- 7.5) Quorum.** A quorum of the Executive Committee shall consist of one-half (1/2) of its members.
- 7.6) Credentials Committee.** The directors shall establish a Credentials Committee of no less than three individuals to pass on nominations for membership and the granting of credentials. Members of the credentials committee shall be appointed by the Chairman of the Board subject to ratification by the Board of Directors. Term of office and taking action shall be determined by the Board of Directors and the Credentials Committee from time to time.
- 7.7) Other Committees.** The directors may establish additional committees. Committee members and chairmen shall be appointed by the Chairman of the Board subject to ratification by the Board of Directors.
- Article VIII—Employees**
- 8.1) Employees.** The corporation may employ such employees as the General Secretary deems necessary as long as the costs are within the approved budget. The authority to hire and fire office staff and ministry staff is the responsibility of the General Secretary and other office managers to which he delegates said authority for specified budgeted areas of service.
- Article IX – Fiscal Year**
- 9.1) Fiscal Year.** The fiscal year of the corporation shall end on the last day of December of each year.
- Article X—Execution of Contracts**
- 10.1) Contracts.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Except as otherwise provided in these By-Laws and except as from time to time authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.
- Article XI—Amendment to Articles and Bylaws.**
- 11.1) Amendments to Articles and By-Laws.** Only the trustees shall have the authority to amend the

Articles of Incorporation and By-Laws; and may do so only at any special meeting of the trustees called to consider the subject and no other, provided that notice of any such proposed amendment to the Articles shall have been given to all trustees in the written notice of meetings provided for by the chairperson of the Board of Trustees. Amendments to Articles and By-Laws shall require a seventy-five percent (75%) majority vote.

**Article XII—Deposits**

**12.1) Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution. For the purpose of such deposit, any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the corporation.

**Article XIII—Indemnification**

**13.1) Indemnification.** The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A as now enacted or hereafter amended.

**13.2) Conflicts of Interest.** The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director

**13.3) Standard of Conduct.** Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Article XIV—Payment of Annual Dues**

**14.1) Payment of Annual Dues.** Payment of annual dues from members shall be accepted in full payment only. No partial payments shall be accepted and no renewal seals or membership cards shall be issued for the new year until full payment is received except where the General Secretary has waived the annual dues on the basis of hardship.

**Article XV—Distribution of Membership Rosters**

**15.1) Distribution of Membership Rosters.** No rosters of all members, either church, individual or other class of membership, shall be distributed to members or non-members. Total numbers of church membership or individual membership shall be distributed to members upon request by members. Members who wish to communicate with the membership may do so through the IMF Newsletter's classified section or a display ad subject to current newsletter advertising policy. A limited roster of members residing in two states may be distributed to members who request them provided that one of the states be the state of residency of the member requesting the roster and the second state be contingent to the state of residency of said member.

**Article XVI – Board Recruitment**

Board members will actively seek appropriate independent or denominational leaders who would agree to serve on our Board of Reference.

**Article XVII – Deputized Fundraising**

Require that all full-time ministry staff, with the exception of the General Secretary, must raise a minimum of fifty percent (50%) of their total compensation. New staff members shall be given an eighteen (18) month period to reach their compensation goals. Compensation goals must be approved by the General Secretary. If in the judgment of the General Secretary it is to the benefit of the association, he may extend the period as he deems appropriate.

**Article XVIII – Missionaries and Ministry Staff Salaries**

Employee salaries shall be set by the General Secretary at rates appropriate to the skills required, the local market demand, and the desire of the employee, with the exception of his own compensation package which must be set and approved by the Board of Directors. Salaries must be set by reference to consideration other than an amount of money a minister or a deputized fundraiser collects.

**Article XIX – Oversight**

The Board of Directors shall be responsible for recruiting, hiring, and evaluating the replacement of the General Secretary, and for the overall governance of the organization as defined in these By-Laws.

**Article XX – Control and Distribution of Funds**

Regular and full disclosure commitment to donors that the organization's full control and distribution of funds through such means as newsletters, published literature and donor receipts.

**Article XXI – Set Annual Fees**

The Board of Directors shall set the annual membership fee as well as any other business fees.

**Article XXII – Membership and Credentials Committee**

The Board of Directors shall appoint persons who serve on the Membership and Credentials Committee subject always to Article 7.6. The Board of Directors may remove them for cause or at will.

**Article XXIII – Basic Responsibilities**

The ten basic responsibilities of the IMF Board of Directors include the following:  
Know the organization's vision, mission, purpose, statement of faith and statement of core values.

Perform the duties of board membership responsibilities and conform to the level of competence expected from board members in the duties of care, loyalty and obedience as they apply to non-profit board members. Suggest possible nominees to be recommended to the Board of Trustees for future membership on the Board of Directors who are persons of faith, achievement and distinction and who can make significant contributions to the work of the Board and the organization's progress.

Board members must be in agreement with the Statement of Faith, the Statement of Core Values, the Code of Ethics, the Discipline Policy, the Apostle's Creed and be a member of the organization as a layman, clergy person, or associate member.

Support the organization with meaningful annual financial participation and/or raise meaningful funds for the organization annually.

Avoid prejudiced judgments on the basis of information received from employees and urge those with grievances to follow established policies and procedures through their supervisors. (All matters of potential significance should be called to the attention of the General Secretary and the Board of Director's leadership as appropriate.)

Follow trends in our field of ministry.

Bring good will and a sense of humor to the Board's deliberation.

**Article XIV – Compliance and Covenant Agreement**

**24.1)** All members of the Board of Directors must be members of the Fellowship and shall comply with the Board of Directors member responsibilities and endorse the Board of Directors' Covenant Agreement.

# By-Laws of International Ministerial Fellowship®



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## Restated By-Laws of International Ministerial Fellowship December 29, 2005

### Article I - Offices

**1.1) Offices.** The principal office of the corporation at the time of adoption of these Restated By-Laws is located in the City of Fridley, County of Anoka, Minnesota. The corporation may have offices at such other places either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

### Article II – Mission, Vision and Motto Statements

**2.1) The vision statement** of International Ministerial Fellowship is, “Our vision is to turn lost people into Christ-centered disciples.”

**2.2) The mission statement** of International Ministerial Fellowship is, “Our mission is to glorify Christ, make Christ known and to be used by Him as a support team to those called to Christian service.

**2.3) The motto statement** of International Ministerial Fellowship is, “To love, serve, encourage and help enable those who are called to serve in front-line Christian ministry.

### Article III—Board of Directors

**3.1) General Powers.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

**3.2) Members of the Board.** The Board of Directors shall ascribe to the Statement of Faith, as written in the Articles of Incorporation, Statement of Boundary Stones (Core Values), the Apostle’s Creed, and Discipline Policy, copies of which are attached to these By-Laws and made a part of this document (Attachment One). The Board of Directors shall consist of those persons currently named as Directors of the Board, a copy of which is attached to these By-Laws and hereby made a part of this document (Attachment Two). Commencing with the first annual meeting of the corporation following adoption of these Restated By-Laws and every one year thereafter the trustees shall determine the number of directors to be elected.

### 3.3) Election and Term of Office.

- a) Prior to each annual meeting at which directors are to be elected, the trustees shall set the number of directors to be elected. The Board of Trustees shall then solicit nominations for candidates for the Board of Directors from each of the member churches. Each member church shall have the opportunity to nominate one or more candidates, the number to be set by the trustees, provided that each church member shall be entitled to nominate the same number of candidates.
- b) At each annual meeting at which directors are elected, or any special called meetings for that purpose only, each director to be elected or re-elected shall be elected by the majority vote of all of the Board of Trustees, provided that no person who is not nominated as a candidate by a member church may not be elected until at least one-half (½) the positions on the Board of Directors have been filled by candidates nominated by member churches.
- c) Should the number of directors elected be less than the number set by the Board of Trustees, the Board of Trustees reserves the right to elect additional members to the Board of Directors during the one-year term at the special meeting called to consider the subject and no other, subject always to paragraph b) of Section 3.3 of Article III of these By-Laws.
- d) Directors shall serve for a term of one (1) year, except for any member who is elected after the term has begun. Member or members elected after a one-year term has begun, shall serve only for the remaining time in the current term and shall hold office until successors are elected and qualified. In the event of a vacancy, whether by death, resignation or removal, the Chairman of the Board may appoint a successor to complete the term of office of the departing director, subject always to paragraph b) of Section 3.3 of Article III of these By-Laws.
- e) Resignation: A member of the Board of Directors may resign by formal written notice to the Chairman of the Board of Directors.
- f) Removal. A member of the Board of Directors may be removed on recommendation of the Chairman of the Council of Trustees by a majority vote of the council of trustees should the member of the Board of Directors be found in violation of the Statement of Faith, the Core Values, Apostles’ Creed, the Discipline Policy or other good and sufficient cause or at will of the Board of Trustees by a majority three-fourths (3/4) vote.

**3.4) General Powers.** The business, property and affairs of the corporation shall be managed by the Board of Directors. Except as otherwise limited by the Articles and By-Laws, the Board will have all powers that may be exercised by the corporation.

**3.5) Schedule of Meetings.** The annual meeting of the Board of Directors shall be held for the purpose of election of all officers unless as otherwise stated in these By-Laws and the transaction of any other business coming before it. The Chairman of the Board may call such additional meetings as he deems appropriate. Meetings may be held in person or by conference telephone. Meetings shall be held in such place, within or without the State of Minnesota, as a majority of the Board of Directors shall determine.

**3.6) Notice of Meetings.** The secretary shall give to each director written notice of the time and place of each meeting at least five (5) days prior to the date thereof. Notice in each case shall specify the time and place of the meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. The written notice of any annual or special meeting of the Board of Directors may, but need not, specify the business to be transacted.

**3.7) Consent to Meetings.** The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these By-Laws if a quorum be present and if, either before or after the meeting, each of the directors not present thereat shall give a waiver of notice as provided in Section 3.5. All such waivers of notice shall be made a part of the minutes of said meeting.

**3.8) Quorum.** A quorum of the Board of Directors shall consist of one-half (½) of the directors in office. A director is deemed present in person if he is a party to a conference telephone conversation of the directors in which each director attending can hear each of the others. If a quorum is not present at a meeting, those directors present may adjourn the meeting until such time as a quorum may be present.

**3.9) Voting.** Each member of the Board of Directors shall have one (1) vote. Issues shall be passed by a majority vote of those present, except for the termination of any director or removal of any officer which action shall require the approval of two-thirds (2/3) of those present and voting.

**3.10) Action without Meeting.** An action required or permitted to be taken at the Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all of the directors must be notified immediately of the content and effective date. Any such written action shall be filed with the

Minutes of the corporation.

**3.11) Compensation.** No director shall receive any compensation for his services as a director unless such compensation is authorized by resolution of the Board of Directors. Directors may be reimbursed for any expense of attendance at meetings of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

### Article IV - Board of Trustees

**4.1) Board of Trustees.** The Board of Trustees shall, as of the date of adoption of these Restated By-Laws, consist of those individuals named in the Roster of Board of Trustees and their seniority shall be ranked by the order in which their names are listed. Said Roster is hereto attached and made a part of these By-Laws (Attachment Three). The Board of Trustees thereafter shall determine from time to time if additional trustees shall be elected. There shall be at least one trustee but there shall be no maximum number thereof.

**4.2) Term of Office.** The members of the Board of Trustees shall serve indefinitely. In the event of a vacancy, whether by death, resignation or removal, the senior trustee shall appoint a successor to the departing member. A trustee can be removed from office only by a unanimous vote of the trustees present and voting at a duly called meeting, which specified in the notice of meeting the issue of removal of such trustee, excluding there from the vote of the subject trustee.

**4.3) Schedule of Meetings of the Trustees.** The annual meeting of the trustees shall be held within the last quarter of each calendar year for the purpose of the transaction of all business properly coming before it and the election of the Board of Directors. No person or persons other than the chairperson of the Board of Trustees shall be permitted to call any special meetings of the Board of Trustees. Meetings may be held in person or by conference telephone. Meetings shall be held at such places, within or without the State of Minnesota, as a majority of the trustees shall determine.

**4.4) Notice of Meetings.** The Secretary shall give to each trustee written notice of the time and place of each meeting at least five (5) days prior to the date thereof. Notice in each case shall specify the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objection to the transaction of business because the meeting is not lawfully called or convened. Except as hereinafter provided with respect to any proposed amendment to these By-Laws, the written notice of any annual or special meeting of the trustee may, but need not, specify the business to be transacted.

**4.5) Consent to Meetings.** The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these By-Laws if a quorum be present and if, either before or after the meeting, each of the trustees not present thereat shall give a waiver of notice. All such waivers of notice shall be made a part of the minutes of said meeting.

**4.6) A quorum for any meeting shall consist of one-half (1/2) of the Trustees.** A trustee is deemed present in person if he is a party to a conference telephone conversation of the trustees in which each trustee attending can hear each of the others. If a quorum is not present at a meeting, those trustees present may adjourn the meeting until such time as a quorum may be present. At such reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting which was adjourned.

**4.7) Each trustee shall have one (1) vote.** At all meetings of the trustees issues shall be passed by a majority vote of those present, except for amendments to these By-Laws or the Articles of Incorporation which action shall require the approval of two-thirds (2/3) of all trustees whether or not in attendance. Removal of any trustees shall require a unanimous vote of the trustees present in accordance with Section 4.5. The votes shall be decided by the vote of the senior trustee. The “senior trustee” shall be that trustee, elected as the chairperson by the Board of Trustees. The seniority of the remaining members of the Board of Trustees shall be ranked in the order they are listed in the most recent Minutes of the Trustees where their seniority is ranked by Resolution. Their seniority shall be established by the order in which they are listed in the resolution electing them as trustees. In the event of a tie vote at which the senior trustee is not present, the issue shall be carried over to the next subsequent meeting. If the senior trustee is not present at the meeting then the most senior of those trustees present shall preside, but shall not have the power to break a tie vote.

**4.8) Action Without Meeting.** Any action which might be taken at a meeting of the trustees may be validly taken without a meeting in accordance with the Articles if all the trustees shall sign a consent in writing to such action. Any such consent shall be filed with the secretary of the corporation.

**4.9) Compensation.** No trustees shall receive any compensation for his services as a trustee unless said compensation is authorized by resolution of the Board of Directors. Trustees may be reimbursed for any expenses of attendance at meetings of the board. Nothing herein contained shall be construed to preclude any trustees from serving the corporation in any other capacity and receiving compensation therefor.

### Article V - Members

**5.1) Members.** The corporation shall have five classes of non-voting members, except as otherwise permitted by the Bylaws, whose qualifications and election are as follows:

- a) **Individual Members.** The individual members shall consist of those individual members listed on the roster of the corporation (Attachment Four) as of the date of adoption of these Restated By-Laws and such additional individuals as are admitted to membership pursuant to these Restated By-Laws. Individual members may be polled on matters submitted to them by the Board of Directors, but the polls shall not be binding and the individual members shall not otherwise have a vote. Said roster of individual members of the corporation is attached and hereby made a part of these restated By-Laws.
- b) **Member Churches.** Member churches shall consist of those churches listed on the roster of the corporation as of the date of adoption of these Restated By-Laws. Member churches shall have the right to nominate candidates for the Board of Directors and may be polled from time to time on matters submitted to them by the Board of Directors, but such polls shall not be binding and the church members shall not otherwise have a vote. Said roster of church members of the corporation is attached and hereby made a part of these By-Laws (Attachment Five).
- c) **Trustee Members.** The trustee members, or Board of Trustees, who along with the Board of Directors shall be the only voting members of the corporation shall, as of the date of the adoption of these Restated By-Laws, consist of the trustees listed on the roster of trustees of the corporation as of the date of adoption of these Restated By-Laws. Said attached roster of trustees is hereby made a part of these By-Laws (Attachment Six).
- d) **Para-church organizations** may become members as long as they agree with our Statement of Faith, Core Values, the Apostle’s Creed and Discipline Policy. Their annual membership fee shall be no less than the annual fee of an individual member, and they shall have no nominating or voting privileges.
- e) **Board of Elders members.** The Board of Elders shall consist of those persons listed on the roster

of the elders of this corporation as of the date of the adoption of these restated By-Laws. Said attached roster of Elders is hereby made a part of these restated By-Laws (Attachment Seven). Elders shall be appointed by action of the Board of Directors and may be removed by simple majority vote of the Board of Directors. The Board of Elders shall rule on all Biblical, theological and spiritual issues referred to it by the Board of Directors. Ruling shall be by simple majority vote of members. Said ruling may be vetoed by the Board of Directors by a seventy-five percent (75%) vote of members of the Board of Directors made within ninety (90) days after the Board of Directors has received written notice from the Board of Elders. All rulings by the Board of Elders and the Board of Directors must be in agreement with the International Ministerial Fellowship’s By-Laws, Statement of Faith, Core Values, the Apostles’ Creed, and Discipline Policy.

Board of Elders serve until such time as they become members of other IMF boards with exceptions as stated in these By-Laws or may remain Elders in perpetuity. The chairperson of the Board of Elders must be a member of the Board of Directors and shall be appointed by the Board of Directors and shall not be limited in term of office.

### 5.2) Eligibility.

- a) Church membership shall be restricted to churches located within the United States of America, subscribing to the Statement of Faith, the Core Values, the Apostle’s Creed, and the Discipline Policy contained in the Articles of Incorporation and By-Laws of this corporation and meeting the criteria for said membership as established and otherwise revised from time to time by the Board of Directors.
- b) Individual membership shall be restricted to Certified Christian Workers, Certified Lay Pastors, Commissioned to Preach, Special Ministry Licensed in Fine Arts, Worship, Pastoral Care, Church Planting, Chaplaincy, and Licensed Ministers and Ordained Ministers of the Gospel as well as Associate Members meeting the criteria for said memberships and credentials as established and revised from time to time by the Board of Directors. Special Ministry License may be given in the area of Fine Arts, Worship, Biblical Counseling or Chaplaincy and other appropriate areas of ministry as defined by the membership and Credentialing Committee and ratified by the Board of Directors’ resolution.
- c) The Board of Directors shall establish the criteria whereby individuals and churches may be approved for membership as long as said criteria does not conflict with the eligibility requirements as defined in the Articles of Incorporation and By-Laws.

**5.3) Qualification for Individual Members.** Each individual member shall sign an application agree ment and membership agreement in form provided by this corporation and further shall agree in writing that:

- a) they have accepted Jesus Christ as Lord and Savior;
- b) they accept the Bible written and undivided as their guide for faith and practice and are in agreement with the Statement of Faith, the Statement of Core Values, Code of Ethics and Discipline Policy and the Apostle’s Creed;
- c) they have a spiritual call to Christian ministry or service;
- d) they commit themselves to a life of spiritual growth and service;
- e) they will evidence their call to Christian ministry as enabled by the Holy Spirit;
- f) they will faithfully and consistently support the Fellowship with their membership fee and offerings as led by the Spirit of God;
- g) they must be recognized by their Christian peers as having demonstrated the call to Christian ministry in their life, work and service; and
- h) to meet other criteria as determined by the Board of Directors and Credentials Committee.
- i) no formal degree (neither secular nor religious) shall be made a criteria for membership or credentialing for clergy persons.

**5.4) Resignation.** Any church, para-church or other member organization or individual member may withdraw on written notice to the Board of Directors.

**5.5) Termination.** The membership of any church, para-church, evangelistic association or other member organization or individual member of the corporation may be terminated by a two-thirds (2/3) vote of the directors at any meeting, should subject member be found in violation of the eligibility or qualification standards set forth above or for other good and sufficient cause. Termination hereunder shall be effective immediately.

**5.6) Membership Dues.** The Board of Directors shall establish annual membership dues and may revise such amount from time to time. Failure to pay membership dues in a timely manner shall be grounds for termination of membership. Payment or render of payment of dues shall not be a guarantee of continued membership in good standing. All classes of membership must meet the same general requirements of membership.

**5.7) Meetings.** Meetings of the church and individual members shall be held from time to time at such time and place, within or without the State of Minnesota, as shall be designated by the Board of Directors.

**5.8) Authority.** Nothing in this Article V shall be construed to create any relationship or grant any authority to any member not expressly created or granted hereby. No member, solely because they are a member, shall be deemed an employee, agent or representative of this corporation authorized in any manner to bind this corporation to any act or obligation.

### Article VI - Officers

**6.1) Identification.** The officers of the Board of Directors shall be a Chairman of the Board, President, Executive Vice President, one or more Vice Presidents, a General Secretary, a Corporate Secretary, a Corporate Treasurer, and such other officers as may, from time to time, be elected to the Board of Directors. Officers must be a member of the Board of Directors. Any of the offices or functions of the officers may be held or exercised by the same person.

**6.2) Term.** All officers except that of Chairman of the Board are elected to two (2) year terms. Officers may be re-elected to the same offices. At the first meeting of a newly elected Board of Directors, and at each meeting, every two years thereafter, the board shall elect officers. In the event that any officer other than the Chairman of the Board shall cease to be a member of the Board of Directors, such person’s term shall end simultaneously with the end of their term as a member of the Board of Directors. Upon the resignation or termination of any officer, the Chairman of the Board may appoint a successor officer to fill such vacant office for the remainder of the term.

**6.3) Chairman of the Board.** The Chairman of the Board, whose term of office shall be five (5) years must be a trustee, and shall:

- a) preside at all meetings of the Board of Directors and of the Executive Committee except where