

For the Be Ministries Council

Report of the Bylaws Committee

2006 January 28

Marion, Ohio
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To: Be Ministries Council
Marion, Ohio

The members of the Bylaws Committee, established by this Council on 2005 October 24, produced the attached document, a draft of "Bylaws for Be Ministries, Inc.", as directed. The revised document incorporates previous changes, in addition to those directed at the 2006 January 08 Council meeting. Minor changes to word spelling and grammar were made from the document as presented previously. Most changes are highlighted by double underlined text.

Grant Arthur Powell, as Chairman of Bylaws Committee

Committee members:

Dan Campbel
Suzi Christian, formerly known as Suzi Snyder
Ron Cary
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Bylaws for Be Ministries, Inc.

1. Purpose of these Bylaws

This document, Bylaws for Be Ministries, Inc., prescribes the manner in which the business of Be Ministries, Inc., a non-profit corporation operating pursuant to a charter issued by the Secretary of the State of Ohio on 01 December, A. D. 2004, shall be conducted.

2. Permitted activities

Be Ministries, Inc. is organized exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(C)(3). In furtherance of the purpose stated in the charter document, the organization shall undertake, but not necessarily limit itself to,

- (a) perfecting the saints,
- (b) doing the work of the ministry,
- (c) licensing and overseeing ministers of the gospel, and
- (d) engaging in activities which are necessary, suitable, or convenient for the accomplishment of those purposes.

3. Membership

A. Voluntary Association

The work of Be Ministries, Inc. is performed by individuals who voluntarily give of their time, talents, other intangible property, and tangible property.

B. Membership

There shall be no membership in Be Ministries, Inc.

4. Leadership

A. Spiritual leader

There shall be one spiritual leader of Be Ministries who shall always be a male. In these bylaws he is referred to by the term "Leader".

B. Leader not to be paid

The Leader shall not be paid any tangible sum from any Be Ministries monies for his service as Leader.

C. Removal of leader

(1) The Leader may be removed from his position only by a unanimous vote of all other members of the Council, all those other members present and voting. Removal may be for cause only, including but not limited to an inability to faithfully discharge his duties due to health related causes, resignation for reassignment according to how God has led him, bringing reproach upon this ministry, or commission of a shameful act in defiance of God's written word.

(2) In the event that the Council does not choose to remove the Leader from his position, it may require him to take a sabbatical. During the time of this sabbatical, the Leader shall go away from this ministry.

(3) In the event that the Leader or any other member of this Council requests a sabbatical for any reason, this Council may grant it rather than remove him from office. The leader shall have the power to appoint a person to fulfill the duties of the person until the end of the sabbatical.

D. Succession of leadership

In the event that a Leader must be replaced, the Council shall have sole responsibility to appoint whomsoever it deems proper. Nothing in these Bylaws shall be construed to forbid the appointment of one who was previously removed as Leader to that position at another time.

5. Council

A. Business transaction

The business of the organization shall be conducted by a Council.

B. Composition of Council

The Council shall be composed of the Leader and individuals chosen by the Leader. Only the Leader has authority to appoint and to remove any member of the Council; it is invested in him alone.

C. Officers and duties

The officers of the Council shall be Leader, Chairman, Secretary, Treasurer, and Sentinel.

(1) Leader

The Leader is the head of the Council.

(2) Chairman

(a) The Chairman of the Council shall preside over all meetings of the Council.

(b) He shall be the sole individual to whom the Leader looks for answers concerning the business of this organization.

(c) He shall monitor other members of the Council to insure that they are performing their duties.

(3) Secretary

(a) The Secretary shall record Minutes of the Council meetings.

(b) The Secretary shall cause to be posted a current list of Council members and committee Chairmen.

(c) The Secretary shall give notice of committee meetings.

(4) Treasurer

(a) The Treasurer shall chair a Financial Committee which shall be composed of individuals to assist him in the performance of his duties.

(b) He shall receive all moneys given to Be Ministries, Inc.

(c) He shall disburse moneys to pay the just debts of Be Ministries, Inc. with the approval of the Council.

(d) He shall prepare a monthly financial report and present it to the Council.

(5) Sentinel

The Sentinel is responsible for handling the physical arrangements of Council meetings.

D. Meetings

(1) Regular meeting

The Council shall meet at least monthly. It may meet more often. The time and place for each regular Council meeting shall be fixed by the Council at each of its meetings.

(2) Special meetings

(a) Who may call a special meeting

A special meeting may be called by any member of the Council upon notice to all other members of the Council, so far as is practical. Only the business for which the meeting is called shall be discussed or transacted at such special meeting. Nothing in this provision shall be construed to prohibit a special meeting to be called for the consideration of more than one item of business, as long as every item to be considered is stated in the notice given for the special meeting.

(b) How special meeting notice may be given

Notice of a special Council meeting may be given by announcement, through the bulletin, or by a telephone call. The initiator of a special meeting shall cause the method of giving the notice and when it was given to be recorded in the Minutes of the special meeting.

(c) Quorum

The presence of a majority of Council members constitutes a quorum for the transaction of business.

E. Wives

Wives of Council members are encouraged to attend.

F. Committees

The Council shall establish committees from time to time for special purposes.

(1) Each committee shall be chaired by a member of the Council chosen by the Council.

(2) Membership of each committee shall be appointed by the Council.

G. Meetings to be open

All Council meetings shall be conducted in the open unless the Council votes to have a closed session.

6. Parliamentary Procedure

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern Council meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special orders this Council may adopt.

7. Dissolution of corporation

A. How done

This corporation may be dissolved upon an affirmative vote of two-thirds (2/3) of the Council members present at a meeting called for that purpose, or pursuant to any applicable law.

B. Disposition of property

(1) Notice to creditors and claimants

Public notice shall be given in accordance with applicable law.

(2) Pay just debts

The Council shall approve payments of just debts when presented pursuant to dissolution of this corporation.

(3) Disposition of tangible property

The Council shall determine the disposition of tangible property in accordance with applicable law.

(4) Disposition of intangible property

The Council shall determine the disposition of intangible property in accordance with applicable law.

8. Amendments to Bylaws

These bylaws may be amended at any meeting, by a two-thirds vote of the Council, provided that the amendment has been submitted in writing at the previous meeting. No amendment to these Bylaws shall be of effect if the Leader was not present at the meeting at which the vote on the amendment was taken, unless the Leader shall have ratified such amendment at a later time, such time being not later than ninety (90) days after the vote to amend was taken.

9. Miscellaneous

A. Headings in bylaws

Headings are not part of these Bylaws and are provided only for the convenience of the reader.

B. Severability of parts

(1) If any part of these bylaws shall be determined to be illegal or unenforceable, then it shall not

negate any other remaining provision.

(2) If any part of these Bylaws conflicts with any other part of these Bylaws, the part of these Bylaws first enumerated shall govern, except as otherwise stated.

C. Meanings of words

(1) Unless otherwise stated, words used in these Bylaws are to be understood to denote their ordinary meanings at the time of the writing of this document. Terms of art are not intended to be used herein. Derivatives of the defined words shall be interpreted in light of the meaning given to the word defined.

(2) *Husband* means the male spouse of a marriage.

(3) *Marriage* means two human beings, one of which is a male and the other of which is a female, who have united together as husband and wife, and who agree to live together and do live together as spouses. Marriage never contemplates the union of two human beings of the same sex.

(4) *Married* means two human beings who have united in marriage.

(5) *Spouse* means a person of the opposite sex to the person to whom the person is united in marriage.

(6) *Wife* means the female spouse of a marriage.

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