

BYLAWS

OF CHURCH OF GOD MINISTRIES, INC.

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Article 1 Definitions

For the purposes of these Bylaws, the following definitions will be in force:

- 1.1 **Act:** Indiana Nonprofit Corporation Act of 1991 (as amended).
- 1.2 **Affiliated Agency:** Agency commissioned by Assembly to serve Church in relationship with Church of God Ministries defined by formal Affiliation Agreement.
- 1.3 **American Indian Council of the Church of God:** free-standing agency providing Church of God ministry to American Indian and First Nations communities.
- 1.4 **Assembly:** General Assembly of the Church of God in the United States and Canada.
- 1.5 **Ballot:** A voting instrument that may include, but is not limited to, paper or electronic means.
- 1.6 **Charter:** Constitution and Bylaws of the Church of God General Assembly.
- 1.7 **Church of God:** Professing followers of Jesus Christ, members of the Body of Christ, conforming to faith and practice as understood by light of biblical revelation, in fellowship with one another under the umbrella of the General Assembly of the Church of God in the United States and Canada.
- 1.8 **Church:** Church of God
- 1.9 **Church of God Ministries:** Legally incorporated, non-profit corporation formally called Church of God Ministries, Inc.
- 1.10 **Corporation:** Church of God Ministries, Inc.
- 1.11 **Council:** Ministries Council.
- 1.12 **Endorsed Agency:** Agency commissioned by Assembly to serve Church in relationship with Church of God Ministries defined by formal Covenant.
- 1.13 **Executive Committee:** An Assembly committee of five comprised of the Assembly Chair, Vice Chair, and Secretary, and two elected at-large from the Assembly's membership.
- 1.14 **General Director:** Chief executive officer of Church of God Ministries.
- 1.15 **Hispanic Concilio:** Free-standing agency providing Church of God ministry to Hispanic community in the United States and Canada.

1.16 **Ministries Council:** Board of Directors of Church of God Ministries, chosen by, and accountable to, the Assembly.

1.17 **National Association of the Church of God:** Free-standing agency providing Church of God ministry to African-American community in the United States and Canada.

Article 2 Name, Purpose, Governing Law, and Membership

2.1 The name of this corporation is Church of God Ministries, Inc.

2.2 The purpose of the Corporation shall be to further the ends of the Church of God: unity and holiness, acting on behalf of its General Assembly. As a people embracing Jesus as Lord, the Church of God strives to follow Him, as He defined His ministry in Luke 4:16-21, anointed by the Spirit to: proclaim, heal, free, and restore, while conscious of the risks and costs of so doing.

2.3 The Corporation, established by the Assembly, shall have a Board of Directors, chosen by the Assembly, called the Ministries Council; the Council will act on the Assembly's behalf when it is not in session.

2.4 These Bylaws shall be governed by and construed pursuant to the Indiana Nonprofit Corporation Act of 1991 (as amended). All references in these Bylaws to the Act shall include any statute that may in the future supersede or replace, in whole or in part, the Act.

2.5 For the purposes of the Act, the Corporation shall have no members.

Article 3 Church of God Ministries and General Director

3.1 Church of God Ministries shall be a legally incorporated non-profit corporation acting on the Assembly's behalf, in the pursuit of the Assembly's ends.

3.2 Church of God Ministries shall hold title to all Assembly real assets.

3.3 Church of God Ministries shall be led and managed by a General Director.

3.3.1 The General Director shall be appointed by the Ministries Council, subject to the two-thirds ratification of the General Assembly.

3.3.2 The General Director shall be employed for a six year term; the Ministries Council will define the General Director's terms of employment.

3.3.3 The General Director shall be accountable to the Council.

3.3.4 The General Director may employ staff and will provide oversight to Church of God Ministries.

3.3.5 The General Director shall provide visionary, pastoral, and administrative leadership for Church of God Ministries.

3.3.6 The Council may remove the General Director from office by a two-thirds vote of the whole Council, with or without cause.

Article 4 Ministries Council

- 4.1 The Ministries Council is the governing Board of Directors of Church of God Ministries; it is accountable to the Assembly.
- 4.2 The Ministries Council shall be comprised of twenty-five members: one non-voting member (the General Director) and twenty-four voting members (with terms beginning at the close of the Assembly in which ratification takes place and ending at the close of the Assembly at which ratification for the next four years of the term takes place), as follows:
- 4.2.1 The Chair, Vice Chair, and Secretary of the Assembly.
- 4.2.2 Fifteen members ratified by a two-thirds vote of the Assembly for staggered four year terms, three members each from five geographic regions of the United States, nominated by the Business and Leadership Resource Committee.
- 4.2.3 One member ratified by a two-thirds vote of the Assembly for a four year term, representing Canada, nominated by the Business and Resource Leadership Committee.
- 4.2.4 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the National Association of the Church of God.
- 4.2.5 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the Hispanic Concilio of the Church of God.
- 4.2.6 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by and representing the American Indian Council of the Church of God.
- 4.2.7 One member ratified by a two-thirds vote of the Assembly for a four year term, representing the four Church of God institutions of higher education in the United States and nominated by the four Presidents of those schools.
- 4.2.8 One member ratified by a two-thirds vote of the Assembly for a four year term, nominated by the General Director.
- 4.3 The General Director shall be a twenty-fifth, *ex-officio*, fully-vested, but non-voting, member of the Ministries Council.
- 4.4 No member of the Ministries Council may simultaneously hold a seat on the governing board of any of the Assembly's Endorsed Agencies or Elected Standing Committees, except for the representative of Church of God universities and colleges (see section 4.2.7 above), who may also serve as a member of the university or college governing board he or she serves.
- 4.5 No member of the Ministries Council, with the exception of the General Director, may be an employee of Church of God Ministries.
- 4.6 No member of the Ministries Council, with the exception of the seat reserved for higher education, may be employed by any of the Assembly's Endorsed Agencies.
- 4.7 Vacancies in ratified positions of the Council (due to resignation, inability to serve, or relocation from geographic region chosen to represent), may be filled by the appointment of the Ministries Council; such appointment shall complete the unexpired term; nominations to fill vacancies in seats reserved for the National Association, Hispanic Concilio, American Indian Council, and higher educational institutions, may only be made by the respective constituent partners in ministry the seats represent.
- 4.8 No member of the Ministries Council may serve consecutively more than two full terms, or eight years.

- 4.9 The General Assembly may remove any voting member of the Council by a two-thirds vote.
- 4.10 Ministries Council officers: the Chair of the Assembly shall serve as the Chair of the Council; the Vice Chair of the Assembly shall serve as the Vice Chair of the Council; the Secretary of the Assembly shall serve as the Secretary of the Council.
- 4.11 The Ministries Council will:
- 4.11.1 Establish general policies for Church of God Ministries, doing so in a way congruent with the guiding principles of Policy Governance (enunciated in **Boards That Make a Difference** by John Carver, Josey-Bass Publisher, 2006).
 - 4.11.2 Be responsible for the administration and financing of Church of God Ministries, through its relationship with the General Director.
 - 4.11.3 Propose a Biennial Budget for Church of God Ministries to the General Assembly for its approval.
 - 4.11.4 Develop long-range ministry vision priorities for Church of God Ministries, through its relationship with the General Director.
 - 4.11.5 Identify, call, and employ the General Director of Church of God Ministries, subject to the two-thirds ratification of the Assembly.
 - 4.11.6 Determine the date and location of the Church of God Convention and guarantee that a Convention program is developed, through its relationship with the General Director.
 - 4.11.7 Determine the date and location of the Regular Meeting of the General Assembly.
 - 4.11.8 Review the performance of and hold accountable the General Director.
 - 4.11.9 Annually secure a financial audit of Church of God Ministries.
 - 4.11.10 Establish geographic regions for the purpose of Council and Elected Standing Committee representation, for the United States and Canada.
- 4.12 The Ministries Council may:
- 4.12.1 Enter into contractual agreements as authorized by its Bylaws.
 - 4.12.2 Serve as a forum for the resolution of disputes within the Church of God.
 - 4.12.3 Represent the Assembly and Church in ecumenical affiliations and dialog.
- 4.13 The Ministries Council will meet for Regular Meetings at least twice each year, with at least a five month interval between Regular Meetings; the time and place of the Regular Meeting shall be set by the Chair and General Director together, with at least thirty days' notice (stating time and place) given to Council members.
- 4.13.1 Special Meetings of the Council may be called at any other time by either the Chair or General Director, provided that ten days' notice (stating time, place, and exact purpose of such meeting) is given to Council members.
 - 4.13.2 Notice requirements for any Council meeting may be waived, in writing, by Council members.
 - 4.13.3 Council meetings may be conducted in person or by any other means available, as long as live interaction, consideration of agenda, and dialog is possible and engaged.

4.13.4 The Council may act without meeting if two thirds of its Voting Members take the decision in writing. A consent signed under this section shall have the effect of a meeting vote and may be so described in any document or Council record.

4.14 Thirteen members of the Council will constitute a quorum.

4.15 With the exception of the General Director, no Council member shall receive salary or other remuneration for the performance of his or her Council duties; expenses incurred in the voluntary performance of Council duties may be reimbursed by the Corporation.

Article 5 Corporation and Council Officers

5.1 The Corporation Officers shall also be the Assembly Officers:

5.1.1 Chair: shall preside over all meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council; the Chair shall be the primary link between the Assembly, the Assembly's Executive Committee, and the Ministries Council and the General Director. The Chair shall serve a three-year term, as a fully vested voting member of the Assembly, the Executive Committee, and the Council, following a one-year non-voting term as Chair-Elect. No direct election of the Chair will take place; the seat will be filled by the direct election of the Chair-Elect. No Chair shall serve more than one term as Chair consecutively.

5.1.2 Chair-Elect: shall serve as a non-voting observer of the Executive Committee and Ministries Council for one year, before assuming the role of Chair in the second year after election; the Chair-Elect will agree to serve one year as an intern to the Chair and to serve an immediately subsequent three-year term as the fully-vested, voting Chair; a Chair-Elect shall be chosen in the ballot cycle two years before the incumbent Chair's term is set to end, assuming the post one year after election.

5.1.3 Vice Chair: shall preside over meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council in the event of the Chair's absence or inability to serve. The Vice Chair shall fulfill the responsibilities of the Chair otherwise, if the Chair is unable to serve, until the Chair is able resume the performance of duties. In the event of the Chair's resignation, the Vice Chair will complete the Chair's three year term. In the ordinary course (barring the resignation of the Chair) the Vice Chair shall serve a four-year term as a fully vested voting member of the Assembly, the Executive Committee, and the Council, even when serving in the Chair's absence or inability to serve. The Vice Chair will be a member of both the Assembly's Business and Leadership Resource Committee and the Assembly's Bylaws Committee. In the event of a vacancy, the Assembly's Executive Committee will make the appointment to fill the unexpired term (see Article VI, Section 6.1.3d).

5.1.4 Chair Pro-Tem: shall fulfill the responsibilities of the Chair if both the Chair and Vice Chair are unable to perform the Chair's duties, until one or the other is able to resume the Chair's role. The Chair Pro-Tem will serve a two year term and will be appointed biennially by the Business and Leadership Resource Committee.

5.1.5 Secretary: shall cause a written record of all meetings of the Assembly, the Assembly's Executive Committee, and the Ministries Council to be taken and archived; such records will remain the property of the Assembly and housed by Church of God Ministries. The Secretary shall serve a four-year term as a fully vested voting member of the Assembly, the Executive Committee, and the Council. In the event of a vacancy, the Assembly's Executive Committee will make the appointment to fill the unexpired term (see Article VI, Section 6.1.3d).

5.1.6 The Ministries Council may empower, by a two-thirds vote, the Corporation Officers to designate members of the ChoG Ministries staff to sign Corporation documents on their behalf, such designation shall become effective upon the filing of the written directive on file at ChoG Ministries, signed by Council Chair and General Director.

5.2 All officers must qualify first as members of the Assembly before being considered for election or appointment to Assembly or Council office.

5.3 All terms of office begin at the close of the Assembly meeting in which election has taken place.

5.3.1 The Chair-Elect and Vice Chair shall be elected to staggered terms.

5.3.2 No Assembly officer shall serve more than eight years consecutively in any office or combination of more than one office. No Chair shall serve more than one term as Chair consecutively.

5.4 All candidates for election or appointment to Assembly office shall be proposed by the Assembly's Business and Leadership Resource Committee (see Article 6, Section 6.2).

5.5 Assembly officers may not simultaneously hold Assembly office and serve on the governing board of any of the Assembly's Endorsed Agencies; Assembly officers may hold only one seat on the Ministries Council at one time.

5.6 The Chair shall biennially appoint, to a two year term, a Parliamentarian; such appointment shall be made within fourteen days of the Chair's assumption of duties and ratified by the Assembly's Executive Committee.

5.7 The Chair shall appoint, to a four year term, an Historian; such appointment must be ratified by the Assembly's Executive Committee and the Assembly. The Historian will serve as President of the Church of God Historical Society.

Article 6 Treasurer and Fiscal Year

6.1 A Corporation Treasurer shall be nominated by the General Director and approved by the Ministries Council.

6.2 The Treasurer may be employed by Church of God Ministries.

6.3 The Treasurer shall have custody of Corporation funds and securities, depositing all monies and other valuable effects in the name and to the credit of the Corporation.

6.4 The Treasurer shall not invest or hold operating capital in instruments considered by the standard of a reasonable person to be unnecessarily at risk.

6.5 The Treasurer shall ensure internal control structures and policies are in effect necessary to guarantee the integrity and sound reporting of the Corporation's financial position.

6.6 The Treasurer may be removed from office by a majority vote of the Council and with the consent of the General Director.

6.7 The Corporation's fiscal year shall run concurrently with the calendar year, beginning 01 January and ending 31 December.

Article 7 Indemnification

7.1 The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or agent of the Corporation, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or legal proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding of law not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of members of the Council, who are not at that time parties to the proceeding.

7.2 The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

7.3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

7.4 This Article shall constitute a contract between the Corporation and the indemnified officers, directors, employees, and agents of the Corporation.

Article 8 Amendment

8.1 These Bylaws may be rescinded, amended, and its provisions waived by a two-thirds vote of the Council members, subject to restraints below and in Article 7.

8.2 No provision of these Bylaws may be amended to conflict with the Constitution and Bylaws of the General Assembly of the Church of God or the Corporation's Articles of Incorporation