

International Ministerial Fellowship®

Organizational Polity Manual



“Serving Those Who Serve Others”®

January 1, 2019

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These documents are intended to provide general information regarding basic organizational polity and procedures for International Ministerial Fellowship (IMF).

IMF reserves the right to amend, modify, and waive the contents herein as necessary, with or without notice.

IMF is a member of the Evangelical Council for Financial Accountability, the National Association of Evangelicals, and the National Association of Evangelicals Chaplains' Commission.

International Ministerial Fellowship (IMF) is an association of churches, clergypersons and laypersons who labor together across denominational lines for the propagation of the Gospel, missions, church planting and works of charity. With an emphasis on the centrality of Christ and the person and work of the Holy Spirit, we serve as a support organization for those who serve in front-line Christian ministries around the world.

IMF offers a full variety of support services to those serving in churches, mission fields, evangelistic outreaches, military and civilian chaplaincy, and those who labor in workplace ministry and para-church organizations. It is a Mission Sending Agency with 108 missionaries, and provides Ecclesiastical Endorsement to active military and civilian chaplains. IMF is a member of ECFA, NAE, NAECC, NCMFAF and ECVAC.

IMF sees itself as a good team player in the Body of Christ. With approximately 1,300 members in 50 states and 38 foreign countries, it serves independent ministers both in denominational settings and independent churches and ministry organizations.

While most of our clergy members are seminary or Bible College graduates, we do not believe that God limits His call only to those fortunate to have completed graduate theological studies. Other members have established a clear record of ministry experience while being trained in the local church or by theological education by extension. All of our ministers are encouraged to “study to show thyself approved unto God a workman that needeth not be ashamed, rightly handling the word of Truth” (2 Timothy 2:15, NIV). We believe this requires study and prayerful meditation on God’s written Word (the Holy Bible) as led by the Holy Spirit, in addition to extra-biblical educational courses, degree programs and life experiences available to the individual. All our members are encouraged to make biblical and extra biblical study a lifetime process.

We also believe in the priesthood of all believers and that every believer is a witness. However, as an organization we provide many support services and opportunities for fellowship and continuing education and training. Moreover, we roster the following credentialed layworkers and clergy persons: Christian Worker, Lay Pastor, Commissioned Minister, Special Ministry License, Licensed Minister, Ordained Minister and Associate Membership (non-credentialed) as appropriate to those we believe have a special call or gift to share with the Body of Christ (Ephesians 4:11) and who have evidenced through biblical and theological study, Christian ministry and life experience, appropriate qualifications for Christian ministry.

Our Membership and Rostering Review Board (MRRB) is careful to review each applicant’s qualifications and documentation to determine an appropriate response and membership. Our members are both professional clergy and layworkers. This is in no way meant to devalue or detract from the validity of the priesthood of all believers or our responsibility as a witness in Christ’s Church.

With many things happening in the religious world today, some Bible-believing ministers may feel disenfranchised. IMF is a safe place for those who desire to teach the Scriptures as led by the Holy Spirit while having accountability as professional Christian leaders. IMF requires accountability and is accountable, with a Board of Directors, including outside Board members representing academic and theological achievement, financial accountability, business leadership and social concern for the poor and those less fortunate than ourselves.

We are not a theological debating society, yet our Statement of Faith is clearly orthodox Christianity and our Core Values are clearly defined. We believe in a living and loving Lord and the power of the Holy Spirit to lead and guide Christ’s Church today.

We invite inquiry if we can be of service to those serving others through biblical Christian service. That’s who we are and what we do — by God’s grace.

**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
INTERNATIONAL MINISTERIAL FELLOWSHIP**

The undersigned, being of full age, for the purposes of forming a nonprofit corporation under Chapter 317A of the Minnesota Statutes, as amended, hereby adopts the following Restated Articles of Incorporation:

Article 1 - Name

- 1.1) The name of the corporation shall be International Ministerial Fellowship.

Article 2 - Purposes

- 2.1) The purposes of the corporation are to engage in, assist and contribute to the support of exclusively religious, charitable, or educational activities and projects.
- 2.2) In support of such purposes, the main activities of the corporation shall include:
 - a) To establish an association and fellowship of churches, ministers and Christian workers of common belief in the Gospel of Jesus Christ for mutual support and communication;
 - b) To perform services which churches cannot easily provide for themselves;
 - c) To ordain, license and commission ministers of the Gospel to perform religious worship and administer sacerdotal functions;
 - d) To certify Christian workers and Lay Pastors to serve in domestic and foreign fields;
 - e) To provide housing to IMF ministry guests and staff including, but not limited to, ministry clergy, missionaries, chaplains, and other members of the Fellowship, as needed, in connection with their participation in IMF programs and services;
 - f) To spread and propagate the Gospel of Jesus Christ by establishing or aiding educational institutions or organizations which subscribe to, teach and attempt to convey the Gospel of Jesus Christ;
 - g) To transmit and propagate the Gospel of Jesus Christ by television and radio broadcasts, sale of books, records, pamphlets and other items;
 - h) To propagate the Gospel of Jesus Christ by such other educational, religious or charitable activities as may be appropriate from time to time; and
 - i) To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment of any of the foregoing purposes.

Article 3 - Statement of Faith

- 3.1) This corporation shall at all times during its existence adhere strictly to a statement of faith as follows:

This Fellowship accepts the Bible, wholly and undivided, as the revealed will of God, the all-sufficient rule for faith and practice; and for all the purposes of maintaining spiritual unity adopts the following statement of fundamental truths:

- a) We believe the Bible to be the divinely inspired, undivided, infallible, authoritative Word of God. (*Matthew 4:4; 1 Thessalonians 2:13; Hebrews 4:12; Romans 15:4; 1 Peter 1:23; 2 Peter 1:20-21; 2 Timothy 3:14-17*)
- b) We believe that there is one God eternally existent in three persons: Father, Son and Holy Spirit. (*Matthew 28:19; Luke 3:22; Matthew 11:27; John 10:37-38; John 14:8-11; 1 John 5:7*)
- c) We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and redemptive death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory. (*John 1:1; John 20:28; Matthew 1:23; 1 Peter 1:18-19; Romans 5:8; Ephesians 2:13; Acts 4:33; Luke 24:50-53; Acts 1:11; John 4:46-54; 2 Corinthians 5:21; 1 John 2:2; 1 Thessalonians 4:16-18; John 5:1-9; John 9:1-7; John 20:30-31; John 21:25; Matthew 28:1-8; Mark 16:1-13; Luke 24:1-12; John 20:1-18*)
- d) We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is biblically essential. (*John 3:3-8; Hebrews 7:25; 1 Peter 1:18-23; Titus 3:5; James 1:18; 1 Peter 1:1-3; 1 John 1:7-9; 1 John 5:1-4*)
- e) We believe in the present ministry of the Holy Spirit by whose indwelling and empowerment the Christian is enabled to live a Godly life and through whom the Spiritual enablements are operational in the Church today. (*John 7:39; John 14:15-18; John 16:7-15; Joel 2:28-29; Acts 2:17-21; Romans 12:6-8*)
- f) We believe that God has provided to desiring believers an endowment of Spiritual power for the evangelization of the lost. (*Acts 1:4-5, 8; Acts 2:1-4, 38-39; Acts 10:44-46; Ephesians 4:11-12; Acts 19:1-6; 1 Corinthians 12:1-11; Romans 8:26-27*)
- g) We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation. (*Matthew 25:31-33; Mark 9:43-47; John 5:25-29; Acts 17:30-31; 2 Thessalonians 1:5-10; Revelation 20:4-6, 11-15*)
- h) We believe in the Spiritual unity of believers in our Lord Jesus Christ. (*Romans 15:5; Ephesians 4:3; Philippians 2:1-5; 1 Corinthians 12:14-27; John 17:22-26; Colossians 3:12-15; Hebrews 10:23-25; Ephesians 4:11-13*)

- i) We believe that God has established marriage as a lifelong, exclusive relationship between one natural born man and one natural born woman and that all intimate sexual activity outside the marriage relationship, whether heterosexual, homosexual, or otherwise, is immoral and therefore sin (*Genesis 2:24-25; Exodus 20:14, 17; Leviticus 18:22-23; Matthew 19:4-6, 9; Romans 1:18-31; 1 Corinthians 6:9-10, 15-20; 1 Timothy 1:8-11; Jude 7*). We believe that God created the human race male and female and that all conduct with the intent to adopt a gender other than one's birth gender is immoral and therefore sin (*Genesis 1:27; Deuteronomy 22:5; Psalm 139:13-16; 1 Corinthians 6:19*).

Article 4 - Authority

- 4.1) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), including donations, gifts, grants, contributions or loans to or for the use of benefit of other corporations, organizations, foundations, individuals, institutions or governmental bodies, but subject always to the provisions of Section 4.3 hereof.
- 4.2) In furtherance of such purposes, the corporation shall have authority, subject only to Section 4.3 hereof:
 - a) To pursue its purposes and conduct and carry on any and all lawful business or activities in connection therewith or incidental thereto, or any part thereof, in the State of Minnesota, or in any other state, territory or possession of the United States;
 - b) To do any and all acts and things and carry on and conduct all other activities consistent with the purposes set forth above as may be necessary or advisable, suitable, convenient, useful, or expedient in connection with, or incidental to the accomplishment of any such purposes, to the full extent permitted by the laws of the State of Minnesota.
- 4.3) Notwithstanding any other provisions of these Articles of Incorporation:
 - a) All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized.
 - b) No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, and similar payments or distributions made for the purposes for which this corporation was organized, in furtherance of the purposes of the corporation).

- c) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.
- d) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Article 5 - Nonprofit Corporation

- 5.1) The Corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members.
- 5.2) This Corporation is a nonprofit corporation governed by Chapter 317A of the Minnesota Statutes.

Article 6 - Duration

- 6.1) The duration of the corporation shall be perpetual.

Article 7 - Registered Office

- 7.1) The address of the registered office of the corporation is 2477 Shadywood Road, Excelsior, MN 55331.

Article 8 - Directors

- 8.1) The management of the corporation shall be vested in a board of directors. The number of directors shall be fixed by the By-Laws of the corporation, and may be altered by amending the By-Laws, but shall never be less than required by law.
- 8.2) The terms of office of the directors, other than the members of the first board of directors, shall be fixed by the By-Laws of the corporation, and may be altered by amending the By-Laws.
- 8.3) Any action, other than an action requiring membership approval, 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 directors must be notified of the text of the written action prior to the signing by any of the directors.

Article 9 - Membership

- 9.1) The conditions and terms of and the qualifications for membership in the corporation shall be provided in the By-Laws.

Article 10 - Distribution on Liquidation or Dissolution

10.1) In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such manner as the Board of Trustees as defined in the By-Laws shall by majority vote, determine, either exclusively for the purposes for which the corporation is formed or consistent with such purposes, to such organization or organizations organized and operated for those purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code in effect at the adoption of these Restated Articles of Incorporation, or the corresponding provision of any future United States internal revenue law. No voluntary liquidation, dissolution or winding up of the corporation shall be effected except by duly authorized acts of the Board of Trustees.

Article 11 - Amendment of Articles

11.1) These Articles may be amended in the manner now or hereafter prescribed by law subject to any provisions of the By-Laws respecting amendment of the Articles.

Amended and Restated Bylaws of International Ministerial Fellowship

Article I – Offices

- 1.1) **Offices.** The principal office of International Ministerial Fellowship (the “Corporation” or “Fellowship”) at the time of adoption of these Amended and Restated Bylaws is located at 2477 Shadywood Road, Excelsior, MN 55331, County of Hennepin, State of Minnesota. The Corporation may have offices at such other places either within or outside of the State of Minnesota, as the Board of Directors and Chairperson of the Board of Directors may jointly from time to time determine.

Article II – Vision, Mission, Motto and Slogan 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 front-line 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.”
- 2.4) The slogan statement of International Ministerial Fellowship is, “Serving Those Who Serve Others.”

Article III – Board of Directors

- 3.1) **General Powers.** The business and affairs of the Corporation shall be managed by or operate 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 Amended and Restated Articles of Incorporation, the Apostles’ Creed, the Christian rites of Water Baptism, the Eucharist (Lord’s Supper), Christian marriage, funerals and the printed Word of God (the Bible); Statement of Boundary Stones (Core Values), Covenant of Ethics, Standard of Conduct, and Discipline Policy, copies of which are placed in the files of the Corporation and kept at the Corporation’s registered office. The Board of Directors shall consist of those persons currently named as Directors. The term lengths and number of Directors of this Corporation shall be set by the Board of Trustees. Directors shall be designated or elected as set forth in Section 3.3 below.
- 3.3) **Classification, Qualification, Designation, Election and Term of Office**
- a) The Directors shall be classified as provided in this Section 3.3 and shall be elected or designated for such terms and subject to such qualification requirements as set forth herein. Unless stated otherwise below, each elected Director shall serve the term indicated for each position and may be re-elected to that office after completing the term and requirements of their office. Each Director with the exception of certain Vice Presidents as designated in these Amended and Restated Bylaws shall be full voting

members of the Board of Directors, except for the General Secretary, as specified in Section 6.1 below. If two or more offices are held by the same person, that person shall have only one vote as a Director. The fulfillment of a partial term as appointed by the Chairperson of the Board of Trustees shall not be considered a full term.

- i) Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be a permanent member of the Board of Trustees. The individual serving as Chairperson of the Board of Directors shall also hold a permanent seat on the Board of Directors, until the Chairperson elects to resign or is removed by the Board of Trustees as stated in these Amended and Restated Bylaws.
- ii) President. The individual elected as President shall serve as President for a three-year term as long as he remains on the Board of Directors. The President may be re-elected for a second and a third term as President before being required to take a year out of the office. However, he may be elected to another seat (office or position) provided the individual qualifies.
- iii) Corporate Secretary. The individual named as Corporate Secretary of the Board of Directors shall serve a three-year term as Corporate Secretary so long as the individual remains a member of the Board of Directors. The individual may be re-elected for additional terms in office.
- iv) Corporate Treasurer. The individual named as Corporate Treasurer of the Board of Directors shall serve a three-year term as Treasurer so long as the individual remains a member of the Board of Directors. The individual may be re-elected for additional terms.
- v) Co-Founders. A single and permanent Board of Directors seat shall be preserved for one of the Co-Founders of the Corporation which shall initially be held by Pastor Frank Masserano and shall be maintained by Pastor Masserano (Co-Founder) indefinitely until he resigns or is removed pursuant to the procedures for his/her removal as specified in these Amended and Restated Bylaws (Article VII, Section 7.10). The Co-Founders shall have one vote and shall have no term limits. Frank Masserano's title shall be Co-Founder and Planned Giving Representative. In the event Frank Masserano is unable or unwilling to serve as a Director, the Co-Founders seat and voting privilege shall be filled and exercised by Co-Founder Carol Masserano. In their assigned roles, they shall cooperate with the General Overseer to the fullest extent practical, coordinating work activities with the General Overseer's management plan. It is the intent of the Board of Trustees that Frank Masserano remain active and involved on a part-time or retainer basis as long as he is able to serve the Corporation. The terms and conditions of the part-time or retainer employment arrangement shall be outlined in a written agreement between the Board of Directors of IMF and the Co-Founders.

- vi) General Overseer. The General Overseer is a position of employment requiring the approval of the Board of Directors. The person employed by the Board of Directors as the General Overseer shall serve on the Board of Director so long as the individual remains employed as the General Overseer. The General Overseer shall be a voting member of the Board of Directors and shall have one vote. The General Overseer has the authority to hire and fire at-will any employee, except the Co-Founders, who serve at the pleasure of the Board of Directors by written agreement.

The General Overseer is authorized to negotiate agreements, contracts, purchases of services and products at a cost to the Corporation not to exceed the limits established in the annual corporate budget as approved in advance by the Board of Directors. Moreover, at no time during the fiscal year shall the operational expenses exceed the CORE corporate income (i.e., total income less designated income) except for capital expense(s) approved by the Finance Committee for which there is in reserve accounts (saving accounts) sufficient funds to pay for the capital expense(s) if required.

The General Overseer is charged with the responsibility of operating the Corporation within the financial boundaries as provided by its net cash flow to the Corporation and the limits of its savings accounts. Real property (facilities and properties owned by IMF) can only be sold or pledged as collateral for loans after a review and approval vote by all members of the Board of Directors is obtained.

The General Overseer's employment may be terminated upon recommendation of the Chairperson of the Board of Directors and seventy-five percent (75%) vote of the Board of Directors. Terms of employment shall be established by the Board of Directors.

- vii) General Secretary. The General Secretary is a position of employment requiring the approval of the General Overseer and the Board of Directors. The individual selected as General Secretary shall serve on the Board of Directors so long as the individual remains employed as the General Secretary. The General Secretary shall be a non-voting member on the Board of Directors or any committee(s) of the Board on which he serves. He shall serve at the pleasure of the General Overseer.
- viii) Chairperson of the Board of Elders. The individual appointed by the Chairman of the Board of Directors as Chairperson of the Board of Elders shall serve in that office for a three-year term as long as he remains a member of the Board of Directors and may be re-elected for additional terms.
- ix) Vice President of Missions. An individual may be elected as Vice President of Missions and serve a three-year term in that office for as long as he remains on the Board of Directors. The individual may be re-elected for additional terms.

- x) Alliance of Churches Representative. One member of the Board of Directors shall be elected by the Board of Trustees from among nominees of the Alliance Church members of this Corporation to serve as the representative for the Alliance Churches on the Board of Directors. Such Director must be a Senior or Lead Pastor of an Alliance Church and shall serve for a three-year term in that office as long as he remains on the Board of Directors and may be re-elected for additional terms.
 - xi) General Membership Representatives. Such Directors shall be elected from among the nominations from the general membership of the Corporation and elected by the Board of Trustees. Such Directors may be re-elected for additional terms.
 - xii) Outside Directors. No more than 40% of the Board of Directors shall be elected by the Board of Trustees from among individuals who are not members of the Corporation. Such directors shall serve for a term on the Board of Directors, the length of which shall be established by the Board of Trustees, and may be re-elected for additional terms.
- b) Prior to each annual meeting of the Board of Trustees at which Directors are to be elected, the Chairperson of the Board of Trustees shall solicit nominations from the Alliance Churches for candidates for the Board of Directors including a designated nomination for the Alliance Church Representative seat on the Board of Directors.
 - c) At each annual meeting of the Board of Trustees 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 any person who is not nominated as a candidate by an Alliance Church may not be elected until at least one-half of the positions on the Board of Directors have been filled by candidates nominated by a member church of the Alliance Churches as represented by its Senior or Lead Pastor.
 - d) Should the number of Directors elected from nominated candidates be less than the number provided by this Section 3.3, the Board of Trustees will have the right to elect additional members to the Board of Directors at a special meeting called to consider that subject, and no other, subject always to Section 3.3(c) above.
 - e) In the event of a vacancy, whether by death, resignation or removal, the Chairperson of the Board of Trustees may appoint a successor to complete the term of office of the departing Director, subject always to Section 3.3(c) above.
 - f) A member of the Board of Directors may resign by formal written notice to the Chairperson of the Board of Directors.
 - g) An elected member of the Board of Directors may be removed by majority vote of the Board of Trustees where such member is found in violation of the IMF Statement of Faith, Apostles' Creed, the Christian rites of Water Baptism, the Eucharist (Lord's Supper), Christian marriage, funerals and

the printed Word of God (the Bible); Core Values, Covenant of Ethics, Standard of Conduct, as per the provisions of the Discipline Policy, or other good and sufficient cause or where the will of the Board of Trustees is exercised for any reason or no reason by a majority three-fourths (3/4) vote.

- 3.4) **General Powers.** The business, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Except as otherwise limited by the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, the Board of Directors will have all lawful 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 Offices unless otherwise stated in these Amended and Restated Bylaws and the transaction of any other business coming before it. The Chairperson of the Board of Directors may set the date of the annual meeting and call such additional meetings as he deems appropriate. Meetings may be held in person or by telephonic conference. Meetings in person shall be held in such place, within or without the State of Minnesota, as a majority of the Board of Directors shall determine with the approval of the Chairperson.
- 3.6) **Notice of Meetings.** The Chairperson or 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, except in “cases of emergency” where the giving of such five (5) days’ notice is not practical. 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 except as otherwise stated in these Amended and Restated Bylaws.
- 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 Amended and Restated Bylaws if a quorum is 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 3.6. 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 (1/2) of the Directors in office. A Director is deemed present in person if he/she is a party to a telephonic conference 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 except as otherwise stated in these Amended and Restated Bylaws. Issues shall be

passed by a majority vote of those present, except for the 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 of Directors 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 of Directors at which all Directors were present. 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 reasonable expense of attendance at meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.
- 3.12) **Board of Elders.** Former Board of Directors members who are best able as spiritual elders and Bible scholars, with spiritual gifts who are able to consider and evaluate issues pertaining to Biblical, theological, spiritual and moral issues may be candidates for the Board of Elders as determined by the Board of Directors from time to time. Elders must have served as a Director and must be in good standing with the Corporation. Qualifying candidates shall be elected to the Board of Elders by the Board of Directors. No term limits shall apply to membership and Elders may be removed pursuant to the same methods specified for removing Directors in these Amended and Restated Bylaws.

Article IV – Ecclesiastical Powers

- 4.1) **Ecclesiastical Powers.** The Board of Trustees shall hold all ecclesiastical powers necessary to interpret and apply all Biblical doctrine for the establishment, oversight and management of the Corporation, its officers and members.

Article V – Board of Trustees

- 5.1) **Board of Trustees.** The Board of Trustees shall, as of the date of adoption of these Amended and Restated Bylaws, 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 as approved by the Board of Trustees in the most recent Board of Trustees meeting in which Trustees were ranked. The Board of Trustees thereafter shall determine from time to time if additional Trustees shall be elected. There shall be at least five Trustees and no more than sixteen (16).

Additional Trustees may be elected to the Board of Trustees by nominations of the Chairperson and election by the Board of Trustees with seventy-five percent (75%) vote of the Trustees.

- 5.2) **Term of Office.** The members of the Board of Trustees shall serve indefinitely, except for the Chairperson and Co-Founder who shall be permanent members of the Board of Trustees. In the event of a vacancy, whether by

death, resignation or removal, the senior Trustee shall appoint a successor for the departing member in order to ensure a minimum number of five (5) Trustees. A Trustee can be removed from office only by a unanimous vote of the Trustees present and voting at a duly called meeting, which specifies in the notice of meeting the issue that prompt the action for removal of such Trustee. The Trustee subject to removal will not have a vote.

- 5.3) **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, when required, 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 telephonic conference. Meetings in person shall be held at such places, within or without the State of Minnesota, as a majority of the Trustees shall determine, subject to the approval of the Chairperson of the Board of Trustees.
- 5.4) **Notice of Meetings.** The Chairperson of the Board of Trustees 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, except in “cases of emergency” where the giving of such five (5) days’ notice is not practical. 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 provided herein, with respect to any proposed amendment to these Amended and Restated Bylaws, the written notice of any annual or special meeting of the Board of Trustees may, but need not, specify the business to be transacted.
- 5.5) **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 Amended and Restated Bylaws if a quorum is 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.
- 5.6) **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 telephonic conference 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.
- 5.7) **Each Trustee shall have one (1) vote.** Matters subject to vote by the Board of Trustees shall be passed by a majority vote of those present, except for amendments to these Amended and Restated Bylaws or the Amended and Restated Articles of Incorporation which action shall require the approval

of three-fourths (3/4) of all Trustees whether or not in attendance. Each Trustee shall be entitled to one (1) vote each. Removal of any Trustees shall require a unanimous vote of the Trustees present and voting as prescribed in these Amended and Restated Bylaws. Tie 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. 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.

- 5.8) **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 Amended and Restated Bylaws if all the Trustees shall sign a written consent to such action. Any such consent shall be filed with the Secretary of the Corporation.
- 5.9) **Compensation.** No Trustee 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 reasonable expenses of attendance at meetings of the Board of Trustees. Nothing herein contained shall be construed to preclude any Trustees from serving the Corporation in any other capacity and receiving compensation therefor.

Article VI – Members

- 6.1) **Members.** The Corporation shall have two classes of voting members which shall consist of the Board of Trustees and Board of Directors.
- a) **Trustee Members.** The Trustee members, or Board of Trustees, shall be voting members of the Corporation, as of the date of the adoption of these Amended and Restated Bylaws and shall consist of the Trustees listed on the roster of Trustees of the Corporation as of the date of adoption of these Amended and Restated Bylaws.
- b) **Board Members.** The Director members of the Board of Directors shall be voting members of the Corporation, with the following exceptions:
- i. The General Secretary (COO) shall not be a voting member.
 - ii. Certain Vice Presidents as established by the Board of Directors, including all employees of the Corporation, shall not be voting members of the Corporation except as otherwise provided in these Amended and Restated Bylaws.
 - iii. Alliance Churches, as represented by their Senior or Lead Pastors, are non-voting members of the Corporation. Their representative holding a designated seat on the Board of Directors shall be a voting member of the Board.

- iv. The Directors of the Board of Directors shall consist of the Directors listed on the Roster of the Directors of the Corporation as determined and updated by the annual election.

All members of the Board of Trustees and the Board of Directors shall attest to the International Ministerial Fellowship's Amended and Restated Articles of Incorporation, Amended and Restated Bylaws, Statement of Faith, the Apostles' Creed, Core Values, Covenant of Ethics, Standard of Conduct and Discipline Policy.

- c) The Board of Elders shall serve until such time as they become members of other IMF Boards, with exceptions as stated in these Amended and Restated Bylaws providing for them to remain Elders, at their option, in perpetuity.
- d) Alliance Churches. The Senior or Lead Pastors of the Alliance Churches shall nominate during an election year, in advance of the annual meeting of the Board of Trustees, candidates for membership on the Board of Directors. No less than fifty percent (50%) of the members of the Board of Directors must be nominated by Alliance Churches and elected by the Board of Trustees prior to any additional Trustees being elected by the Board of Trustees. A list of current Alliance Churches is maintained and kept at the Corporation's registered office. Alliance Church members shall be accepted pursuant to the Church Membership Policy Manual as approved by the Board of Directors.
- e) Individual Membership. A list of current members of the Fellowship, which are non-voting members, is maintained and kept at the registered office of the Corporation. Individual Members shall be accepted pursuant to the Individual Membership Acceptance Policy Manual as amended from time to time with the approval of the Board of Directors and shall be kept at the registered office of the Corporation.

- 6.2 **Authority.** Nothing in this Article VI 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 who is authorized to act, obligate or bind this Corporation in any manner.

Article VII – Offices

- 7.1 **Identification.** The Offices of the Board of Directors shall be a Chairperson, President, General Overseer, a General Secretary, a Corporate Secretary, a Corporate Treasurer, Co-Founders, and such other Offices as may, from time to time be established. Each officer, excepting all Vice Presidents, must be a member of the Board of Directors. Staff members may not serve as members of the Board of Directors except for a Co-Founder, the General Overseer and General Secretary (non-voting member), but may be appointed as Vice Presidents of the Corporation. Vice Presidents who are not members of the Board of Directors shall have no voting rights. Any of the offices or functions of the offices may be held or exercised by the same person, but such person shall have one (1) vote.

- 7.2) **Term.** All Offices except that of Chairperson, the Co-Founders, the General Overseer, and the General Secretary are elected to three (3) year terms. At the first meeting of a newly elected Board of Directors, and at each meeting, every three years thereafter, the Board of Directors shall elect Offices to include President, Secretary, Treasurer and other appropriate offices according to the terms of these Amended and Restated Bylaws. In the event that any Office, other than the Chairperson and Co-Founder, shall cease to be a member of the Board of Directors, such person's term shall end as of the effective date determined by the Board of Directors. Upon the resignation or termination from any Office, the Chairperson of the Board of Trustees may appoint a successor to fill such vacant office for the remainder of the term.
- 7.3) **Chairperson of the Board.** The Chairperson of the Board of Directors must be a member of the Board of Trustees, and shall serve indefinitely as a member of the Board of Directors for as long as the individual holds that office and shall:
- a) Preside at all meetings of the Board of Directors, Executive Committee, and Finance Committee, except where he shall invite in writing other Board members to preside at his request.
 - b) Call all meetings of the Board of Directors, Executive Committee, and Finance Committee, except when he shall invite in writing other Board members to preside at his request.
 - c) Ensure the Corporation operates within the financial boundaries as provided by its net cash flow and the limits of its savings accounts. Real property (facilities owned by IMF) can only be sold or pledged as collateral for loans upon the approval vote by all Board of Directors members, including the Chairperson. Resolutions to reconsider these matters may only be moved or advanced by the Chairperson to the Board of Directors for consideration.
 - d) Is authorized and must sign all deeds, mortgages, loan and financing agreements and contracts encumbering the Corporation.
 - e) Counsel and advise the General Overseer.
 - f) Work with the General Overseer in planning Board of Directors meeting agendas and provide support and counsel to the General Overseer in his role as primary leader of IMF (see Section 7.5).
- 7.4) **President.** The President shall:
- a) Report to the General Overseer.
 - b) Be a Senior or Lead Pastor, currently or previously, or retired Senior or Lead Pastor of an established local congregation;
 - c) Serve as the titular head and a principle representative of the Corporation to the public and advise the General Overseer regarding member recruitment, public relations activities and program development. He may be provided a monthly/annual stipend for his services as approved by the Board of Directors;

- d) Be a spiritual leader and example before the Board of Directors and IMF membership.
- e) Advise and assist in an annual membership recruitment program;
- f) Write an opening article for each periodic issue of the A Gathering of Godly Affection magazine, speak at Ministry events, including Partner Luncheons, provide a weekly devotional blog, and preach and teach representing IMF as appropriate and circumstances warrant;
- g) Provide training programs for the General Overseer, IMF churches and other mutual relationships as opportunities develop; and
- h) Perform such other duties as may be assigned to him by the Board of Directors.

7.5) **General Overseer.** The General Overseer shall:

- a) Report to the Board of Directors through the Chairperson of the Board.
- b) Provide day to day control, management and oversight over all operations of IMF except as otherwise prescribed in these Amended and Restated Bylaws.
- c) Function as the Primary Leader of the Corporation and have general control of the business of the Corporation as prescribed in Article 3, Section 3.3, Paragraph a) 6 of these Amended and Restated Bylaws.
- d) He shall perform all duties incident to the office of General Overseer and such other duties as may, from time to time, be prescribed by the Board of Directors.
- e) Delegate the authority to perform the above-named duties as deemed appropriate and in the event of a vacancy in the office of Chairperson of the Board of Directors or General Secretary for any reason, the office shall be filled by the General Overseer or, in his absence, the most senior Trustee until the next annual meeting or whenever his or her successor is elected;
- f) Provide counsel to the Board of Directors and the Board of Elders;
- g) Recruit, select or recommend candidates for the General Secretary's position (Chief Operating Officer) and provide oversight and direction to the General Secretary;
- h) Recommend candidates to the Board of Trustees, Board of Directors and Board of Elders; and
- i) Be a vision-caster for the Corporation and primary manager of the Corporation;
- j) Be a fundraiser for the Corporation.

7.6) **General Secretary.** The General Secretary shall:

- a) Be the Chief Operations Officer (COO) of the Corporation, administering and directing the day-to-day operations of the Corporation under the oversight and control of the General Overseer. He shall not be a voting member of the Board of Directors. He is an employee of IMF and his

term on the Board of Directors shall cease at whatever time he ceases to be General Secretary. The General Secretary shall be hired by the Board of Directors upon recommendation of the General Overseer and reports directly to the General Overseer. The General Overseer may terminate the General Secretary at-will;

- b) Be a spiritual leader and an example to the Board of Directors and the IMF membership;
- c) Perform other duties and responsibilities as assigned to him by the General Overseer and/or the Board of Directors.
- d) In the absence of a General Secretary, the responsibilities of the General Secretary shall be the responsibility of the General Overseer.

7. **Vice Presidents.** Each Vice President shall:

- a) Perform such other duties and responsibilities as may be assigned by the Board of Directors.

7.8) **Corporate Secretary.** The Corporate 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 and responsibilities as may be assigned to him by the Board of Directors.

7.9) **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 and responsibilities as may, from time to time, be assigned by the Board of Directors; and
- f) Delegate the authority vested in him as he deems appropriate to professional staff over which he monitors and acts with responsible management.

7.10) **Removal.** Any elected Officer or Director may be removed by the Board of Trustees when, in its judgment, the best interest of the Corporation may be served thereby as provided for in these Amended and Restated Bylaws. This does not apply to the Co-Founders whose removal shall only occur when he/she is convicted of a crime (felony) involving moral turpitude which is not consistent with Biblical truths or he/she is declared permanently disabled base

on the certified written opinion of three (3) qualified medical doctors. In any instance where such vote is for the removal of the Co-Founders, a four-fifth (4/5) vote of approval shall be required for his/her removal. Such removal shall be without prejudice to the contract rights, if any, of such individual.

- 7.11) **Other Offices.** Any other Offices appointed by the Board of Directors shall perform such duties and responsibilities and be accountable for such other offices as the Board of Directors may, from time to time, prescribe.

Article VIII – Committees

- 8.1) **Executive Committee.** The Board of Directors may, by action of a majority of the entire Board of Directors, designate three or more of its members as an Executive Committee which, to the extent determined by the resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The Chairperson of the Board of Directors must be a member of the Executive Committee. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall maintain minutes of each meeting.
- 8.2) **Meetings.** The Chairperson of the Board of Directors shall call such meetings of the Executive Committee as he deems necessary.
- 8.3) **Vote.** Each member of the Executive Committee shall have one (1) vote.
- 8.4) **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.
- 8.5) **Quorum.** A quorum of the Executive Committee shall consist of all of its members.
- 8.6) **Membership, Rostering and Review Board.** The Board of Directors shall establish a Membership, Rostering and Review Board (MRRB) of no less than three IMF Member Christian Ministers to review and approve qualifying applications for membership and the granting of roosting credentials.
- a) Members of the MRRB shall be appointed by the Chairperson of the Board of Directors subject to ratification by the Board of Directors. The terms of office shall be determined by the Board of Directors.
 - b) The General Overseer shall establish an Individual Membership Rostering (Credentials) Policy Manual which shall be maintained and updated from time to time by the General Overseer and subject to approval of the Board of Directors.
 - c) The MRRB shall possess and exercise all ecclesiastical powers required to exercise its responsibilities in doctrine and Biblical requirements, and to perform its ecclesiastical responsibilities according to Biblical requirements for all qualifying applicants desiring to become ministers of the Gospel of Jesus Christ.
- 8.7) **Other Committees.** The Board of Directors may establish additional committees. Committee members and Chairpersons of Committees shall be

appointed by the Chairperson of the Board of Directors subject to ratification by the Board of Directors.

Article IX – Employees

9.1) **Employees.** The Corporation may employ such employees as the General Overseer deems necessary as long as corporate cash flow is adequate and the costs are within the approved budget. The authority to hire and fire office staff and ministry staff is the responsibility of the General Overseer, except as otherwise described in these Amended and Restated Bylaws. The General Overseer's employment shall be under the sole authority of the Board of Directors. The General Overseer has the authority to terminate the employment of any at-will employee, except the Co-Founders, Frank and Carol Masserano, whose employment and terms of employment shall be on a part-time basis effective March 1, 2019 (in consultation with the General Overseer), and as outlined in an approved written agreement with the Board of Directors.

Article X – Fiscal Year

10.1) **Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December of each year.

Article XI – Execution of Contracts

11.1) **Contracts.** The Board of Directors, except as otherwise provided in these Amended and Restated Bylaws, may authorize any Office or Offices, 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 Amended and Restated Bylaws and except as from time to time authorized by the Board of Directors, no office, 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 except as otherwise authorized by these Amended and Restated Bylaws.

Article XII – Amendment to Articles and Bylaws

12.1) **Amendments to Articles and Bylaws.** Only the Board of Trustees shall have the authority to amend or change the Amended and Restated Articles of Incorporation and these Amended and Restated Bylaws dated 12/19/18; and may do so only at a special meeting of the Board of Trustees called to consider the subject and no other, provided that notice of any such proposed amendment to the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws 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 the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws shall require a seventy-five (75%) percent majority vote for approval.

Article XIII – Deposits

13.1) **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 XIV – Indemnification

- 14.1) **Indemnification.** The Corporation shall indemnify its Directors, Officers, agents and representatives for their expenses and liabilities to the fullest extent permitted by Minnesota law as now enacted or hereafter amended; provided, however, that every request or claim for such indemnification shall be limited or capped at the policy limits contained in the Officer and Director Liability Insurance Policy of the Corporation. The Corporation shall purchase and maintain Officer and Director Liability Insurance.
- 14.2) **Conflicts of Interest.** The Corporation shall not enter into contracts or transactions between the Corporation or a related Corporation and a Director except as fully disclosed in advance and approved by the Board of Directors.
- 14.3) **Standard of Conduct.** Each Director and Office shall discharge his or her duties as a Director or Office in good faith, in a manner which the Director or Office 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 or as otherwise provided in these Amended and Restated Bylaws.

Article XV – Payment of Annual Dues

- 15.1) **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 Overseer has waived the annual dues on the basis of hardship or the awarding of a Retirement annual fee or a Lifetime Membership. Members who fail to respond to the annual renewal but continue to support the Corporation with financial gifts may be transferred to a Donor status or may be offered a Retirement fee (one-half of their current annual membership fee).

Article XVI – Membership Roster and Ministerial Roster Definitions

- 16.1) **Membership Roster and Ministerial Roster Definitions.** A membership roster shall be maintained at all times by the Corporation including current membership status and ministerial roster definitions (credential levels).
- 16.2) Ministerial roster definitions (level of roster credentials) shall be stated as appropriate to organizational requirements, ministerial authorization of ecclesiastical (sacerdotal) approval, and membership roster standards. The Standing Policy Manual of the Corporation shall define the levels of rostering and clearly state those various levels to which the organization authorizes member ministers to perform ecclesiastical (sacerdotal) functions. Those policies shall be established by the General Overseer and upon approval by the Board of Directors shall be published in the Organization's Standing Policy Manual and its public forums.

- 16.3) The Membership and Rostering Review Board (MRRB) mentioned earlier in these Amended and Restated Bylaws, shall review all applicants and issue membership and the appropriate rostering levels and ecclesiastical authority to qualifying member ministers.
- 16.4) Records of membership approval and rostering levels of ecclesiastical function shall be recorded and maintained in the records of the Corporation. Certificates shall be issued to members in good standing. Renewal of membership and appropriate rostering shall be provided to all qualifying members.
- 16.5) **Chaplain's Ecclesiastical Authorization Board (Approval and Endorsement).** There shall be an Ecclesiastical Endorsement Authorization Board (EEAB) appointed by the Chairperson of the Board and ratified by the Board of Directors. The EEAB shall be authorized to evaluate IMF members desiring to serve as military or civilian chaplains upon careful review of necessary qualifications and upon approval by eighty percent (80%) of the EEAB.

Article XVII – Distribution of Membership Rosters

- 17.1) **Distribution of Membership Rosters.** No rosters of all members, either church, individual or other class of membership, shall be distributed to general members or non-members except as described below. Total numbers of church membership or individual membership shall be distributed to members only upon written request by members (limited roster only). 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 XVIII – Board of Reference

- 18.1) The Board of Reference shall consist of non-members who are recognized religious leaders who endorse and recommend membership in International Ministerial Fellowship and its unique services to independent ministers of the Body of Christ who are qualifying, Bible-believing ministers of the Gospel.

Article XIX – Deputized Raising of Support

- 19.1) The Corporation may encourage certain ministry staff, with the exception of the General Overseer, to raise a portion of their total compensation through deputized fundraising. Compensation goals must be approved by the General Overseer and the Board of Directors or Finance Committee.

Article XX – Missionaries and Ministry Staff Salaries

- 20.1) Employee salaries shall be set by the General Overseer and approved by the Finance Committee at rates appropriate to the skills required, the local market demand, and the desire of the employee, with the exception of the General Overseer's own compensation package which must be set and approved by the Board of Directors or a Financial Committee appointed by the Board of

Directors. Salaries shall be set by reference to considerations other than an amount of money a minister or a deputized fundraiser may collect for the Corporation.

Article XXI – Oversight

- 21.1) The Board of Directors shall be responsible for recruiting, hiring, termination (as appropriate) and any replacement of the General Overseer, and for the overall governance of the organization as defined in these Amended and Restated Bylaws.

Article XXII – Control and Distribution of Funds

- 22.1) There shall be regular and full disclosure commitment to donors, that IMF has full control of and authority to distribute funds as authorized through these Amended and Restated Bylaws and shall be published through information and receipts provided to donor(s).

Article XXIII – Set Annual Fees

- 23.1) The Board of Directors shall set all membership fees as well as any other business fees.

Article XXIV – Membership and Rostering Review Board

- 24.1) The Board of Directors shall appoint persons who serve on the Membership and Rostering Review Board, subject always to Article 8.6. The Board of Directors may remove any appointed person for cause or at-will.

Article XXV – Basic Responsibilities

- 25.1) The basic responsibilities of the IMF Board of Directors include the following:
- a) Attest to the organization's Responsibilities and Ethics Code, including Slogan, Vision, Mission, Purpose; Statement of Faith, Apostles' Creed, Statement of Core Values (Boundary Stones), Code of Ethics, Standard of Conduct and the Discipline Policy of the Corporation.
 - b) Perform the duties and responsibilities of Board membership as a prudent person and conform to the level of competence expected from Board members with respect to duties of care, loyalty and obedience as they apply to non-profit board members.
 - c) Suggest and/or recommend possible nominees to the Board of Directors who are persons of faith, achievement and distinction and who can make significant contributions to the work of the Board of Directors and the Corporation's progress.
 - d) Support the organization with meaningful annual financial or personal participation and/or raise meaningful funds for the organization annually.
 - e) 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 Overseer and the Board of Director's leadership as appropriate.)

- f) Follow trends in our field of ministry.
- g) Bring goodwill and a sense of humor to the Board of Directors deliberations.

Article XXVI – Equal Employment Opportunity

26.1) International Ministerial Fellowship makes employment-related decisions on the basis of Scripture, as interpreted by the IMF Board of Directors and ministry needs. IMF maintains the right, with regard to job appointments and other employment matters, to uphold IMF's interpretation of Scriptural directives related to, among other issues, religious belief, sex (gender) and sexual activity. IMF also seeks to employ and promote the best qualified individuals from the workforce in a manner which does not discriminate because of race, color, age, national origin, veteran status, disability or any other protected grounds under applicable equal employment opportunity laws from which IMF or certain employment positions are not exempt.

Article XXVII – Ad Hoc Committees

27.1) All ad hoc committees established by the Board of Directors shall cease to exist upon the accomplishment of their stated purpose or twelve (12) calendar months after their establishment by the Board of Directors, whichever comes first.

Article XXVIII – Compliance and Covenant Agreement

28.1) All members of the Board of Directors shall comply with the Board of Director's member responsibilities and requirements as set forth in these Amended and Restated Bylaws.

Article XXIX – Biblical Ideal of the Basic Family

29.1) IMF holds and shall continue to hold to the biblical ideal of the basic family as one natural born man and one natural born woman, married by law in accordance with all biblical injunctions; and all offspring of such couple, biological or adopted, with the extended family being comprised of the various relatives of blood and marriage resulting from the lawful union of a natural born man and natural born woman. (Genesis 2:24-25; Exodus 20:14; Leviticus 18:22; Matthew 19:4-6, 9; Romans 1:25-28)

Article XXX – Biblical Gender

30.1) IMF holds and shall continue to hold to the Biblical standard that all conduct with the intent to adopt a gender other than one's birth gender is immoral and therefore sin. Genesis 12:7; Deuteronomy 22:5; 1 Corinthians 2:19)

Article XXXI – Leadership Team and Ministers

31.1) IMF and all of its leadership team and ministers hold and shall continue to hold the above-described Biblical ideals in doctrine and example, publicly defending the family as the most critical social institution ordained by God. (Genesis 2:24-25; Exodus 20:14; Leviticus 18:22; Matthew 19:4-6, 9; Romans 1:25-28; Genesis 12:7; Deuteronomy 22:5; 1 Corinthians 2:19)

Article XXXII – Additional Governance Documents

- 32.1) Additional governance documents shall be further defined in the IMF Standing Policy Manual listed under Attachments 19 through 27, revision date December 22, 2015. Said attachments may not be changed or edited without a resolution by the Board of Trustees. (Genesis 1:26-27, 2:7, 15-25; Exodus 20:12; Psalm 139:13-16; Isaiah 44:24; Jeremiah 1:5; Matthew 5:16, 15:4, 18-20, 18:15-20; Mark 12:28-31; Luke 1:31-44, 6:31; Acts 3:19-21; Romans 1:16-32, 10:9-10; 1 Corinthians 5:6, 6:1-11, 18, 7:2-5; 2 Corinthians 2:7-8, 6:14; Galatians 6:1; Ephesians 5:21-25; Philippians 2:14-16; Colossians 3:17; 1 Thessalonians 5:22; 2 Thessalonians 3:6; 1 Timothy 5:20; Titus 3:10-11; Hebrews 13:4, 14; 2 John 7-11)

Article XXXIII – Dissolution of the Corporation

- 33.1) Only the Board of Trustees shall have the authority to dissolve the Corporation upon recommendation of the Chairperson of the Board of Trustees and a majority vote of seventy-five percent (75%) of all Board of Trustees members, whether or not they are present at the meeting.

IMF STATEMENT OF FAITH

- a) We believe the Bible to be divinely inspired, undivided, infallible, authoritative Word of God. (*Matthew 4:4; 1 Thessalonians 2:13; Hebrews 4:12; Romans 15:4; 1 Peter 1:23; 2 Peter 1:20-21; 2 Timothy 3:14-17*)
- b) We believe that there is one God eternally existent in three persons: Father, Son and Holy Spirit. (*Matthew 28:19; Luke 3:22; Matthew 11:27; John 10:37-38; John 14:8-11; 1 John 5:7*)
- c) We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and redemptive death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father and in His personal return in power and glory. (*John 1:1; John 20:28; Matthew 1:23; 1 Peter 1:18-19; Romans 5:8; Ephesians 2:13; Acts 4:33; Luke 24:50-53; Acts 1:11; John 4:46-54; 2 Corinthians 5:21; 1 John 2:2; 1 Thessalonians 4:16-18; John 5:1-9; John 9: 1-7; John 20:30-31; John 21:25; Matthew 28:1-8; Mark 16:1-13; Luke 24:1-12; John 20:1-18*)
- d) We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is biblically essential. (*John 3:3-8; Hebrews 7:25; 1 Peter 1:18-23; Titus 3:5; James 1:18; 1 Peter 1:1-3; 1 John 1:7-9; 1 John 5:1-4*)
- e) We believe in the present ministry of the Holy Spirit by whose indwelling and empowerment the Christian is enabled to live a Godly life and through whom the Spiritual enablements are operational in the Church today. (*John 7:39; John 14:15-18; John 16:7-15; Joel 2:28-29; Acts 2:17-21; Romans 12:6-8*)
- f) We believe that God has provided to desiring believers an enduement of Spiritual power for the evangelization of the lost. (*Acts 1:4-5, 8; Acts 2:1-4, 38-39; Acts 10:44-46; Ephesians 4:11-12; Acts 19:1-6; 1 Corinthians 12:1-11; Romans 8:26-27*)
- g) We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation. (*Matthew 25:31-33; Mark 9:43-47; John 5:25-29; Acts 17:30-31; 2 Thessalonians 1:5-10; Revelation 20:4-6, 11-15*)
- h) We believe in the Spiritual unity of believers in our Lord Jesus Christ. (*Romans 15:5; Ephesians 4:3; Philippians 2:1-5; 1 Corinthians 12:14-27; John 17:22-26; Colossians 3:12-15; Hebrews 10:23-25; Ephesians 4:11-13*)
- i) We believe that God has established marriage as a lifelong, exclusive relationship between one natural born man and one natural born woman and that all intimate sexual activity outside the marriage relationship, whether heterosexual, homosexual, or otherwise, is immoral and therefore sin (*Genesis 2:24-25; Exodus 20:14, 17; Leviticus 18:22-23; Matthew 19:4-6, 9; Romans 1:18-31; 1 Corinthians 6:9-10, 15-20; 1 Timothy 1:8-11; Jude 7*). We believe that God created the human race male and female and that all conduct with the intent to adopt a gender other than one's birth gender is immoral and therefore sin (*Genesis 1:27; Deuteronomy 22:5; Psalm 139:13-16; 1 Corinthians 6:19*)

THE APOSTLES' CREED

I believe in God, the Father almighty, creator of heaven and earth.

I believe in Jesus Christ, his only Son, our Lord. He was conceived by the power of the Holy Spirit and born of the Virgin Mary.

He suffered under Pontius Pilate, was crucified, died, and was buried. He descended into hell. On the third day he rose again.

He ascended into heaven, and is seated at the right hand of the Father. He will come again to judge the living and the dead.

I believe in the Holy Spirit, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting.

Amen.

IMF BOUNDARY STONES (CORE VALUES)

1. For any organization, ministry flows out of relationships---our relationship with God and others. Without relationships there can be no ensuing evangelism, discipleship, accountability, ministry or fellowship. (*Exodus 20:1-17; Exodus 34:6-7; Psalm 31:23; Psalm 103:8; Psalm 119:97-98; Psalm 145:8; Proverbs 10:12; Joel 2:13; Jonah 4:2; Micah 6:8; Matthew 5:34-44; Matthew 19:19; Mark 12:33; Luke 6:27; Luke 10:27; John 13:34-35; John 15:12-13, 17; Acts 4:32; Acts 11:27-30; Romans 12:10; Romans 13:8-14; 1 Corinthians 13:1-13; 1 Corinthians 16:14; Galatians 5:13-14; Galatians 6:9; Ephesians 4:13; Philippians 2:1-4; 1 Thessalonians 4:9-10; 1 Thessalonians 5:11; Hebrews 13:1-3; James 4:11-12; 1 Peter 1:22; 1 Peter 2:17; 1 John 1:1-10; 1 John 2:1-29; 1 John 3:1-24; 1 Peter 2:21; 1 Peter 3:8-9; 1 John 1:7-8*)
2. We believe that the authority of the Church is in the “gathered” church. Jesus said, “When two or three are ‘gathered’ in my name there am I in the midst of them.” We take our marching orders from the Holy Spirit which is in our midst and therefore do not look to Bishops or Archbishops as having authority over the headship of Christ’s Spirit in the local church. While we may recognize Bishops consecrated and elevated by their own churches and organizations, we do not believe in apostolic succession. (*Daniel 12:3; Acts 6:1-7; Acts 20:28; Romans 8:16-17; Romans 12:1-21; Romans 13:1-6; 2 Corinthians 12:1-21; 2 Corinthians 13:1-13; Ephesians 4:11-16; 1 Timothy 3:1-13; 1 Timothy 4:6-8; Hebrews 13:17; 1 Peter 5:1-11; John 16:13*)
3. We believe that God will provide to desiring believers an empowerment of the Holy Spirit for the evangelization of the lost and the operation of spiritual empowerments in the Church today. (*Luke 24:45-49; John 14:15-21; Acts 1:4-8; Acts 2:1-4; Acts 11:15-16; Acts 19:6; Romans 8:16-17; 1 Corinthians 2:10-16; Ephesians 3:5; 2 Timothy 1:7; Acts 2:17-18*)
4. We believe in unity, not uniformity. Unity in essentials, freedom in non essentials and charity in all things. (*Proverbs 17:9; Acts 17:29; Acts 20:35; Romans 8:37; Romans 12:9-21; Romans 16:17-20; 1 Corinthians 9:22-23; 1 Corinthians 11; 1 Corinthians 10:23-11:1; 1 Corinthians 12:12; 1 Corinthians 13:1-13; 2 Corinthians 2:5-10; 2 Corinthians 3:17; Galatians 6:15; Philippians 2:1-4; Colossians 2:2-3; Colossians 3:14; 1 Peter 4:8-11; 1 John 4:7-21; 1 Corinthians 10:23-33*)
5. We believe in the koinonia or fellowship between true believers and a spirit of love taking preference over a spirit of dominancy, division and discord caused by pride or arguments over endless genealogies or doctrines that are not central to orthodox salvation issues. (*Proverbs 17:19; Romans 3:1-31; Romans 5:1-5; Romans 16:17-19; 1 Corinthians 1:10; 2 Corinthians 13:11; Galatians 2:15-16; Galatians 5:6; Ephesians 4:1-6; 1 Timothy 2:8; 2 Timothy 2:23-26; Titus 3:9-11; Hebrews 12:14-17; James 1:19-25; 1 Peter 3:8; 1 Timothy 1:4*)
6. We believe it is the Church’s apostolic commission to take the good news of the Gospel to every tribe and tongue. We support church planting, missions and works of charity. (*Matthew 28:18-20; Mark 16:15-20; Acts 20:24; Romans 11:29; 2 Corinthians 5:11-6:2; 2 Corinthians 6; 2 Corinthians 9:14; Galatians 6:9-10;*

Colossians 1:28; Colossians 4:2-6; 2 Timothy 4:2-5; Hebrews 3:12-14; Hebrews 6:1-3; James 5:20; Colossians 1:25-29; 2 Timothy 1:8)

7. IMF is not a fellowship based primarily on the teaching of apologetics although we are a confessional faith group that believes in orthodox Christianity as defined in our Statement of Faith, the Apostles' Creed and our statement of Core Values. It is a Fellowship of recognition, relationship, affirmation, affection, service, encouragements, helps and true thanksgiving to God for those who seek to answer God's call to Christian ministry and service. (*Daniel 9:4; Acts 2:38-39; Acts 3:19-26; Acts 13:38-39; Acts 16:31; Acts 17:3; Romans 10:8-10; 1 Corinthians 7:20-24; 1 Corinthians 15:3-8; 1 Corinthians 15:58; 2 Corinthians 3:6; 2 Corinthians 5:17-21; Galatians 5:13; Colossians 3:17; 2 Thessalonians 1:11-12; 2 Timothy 4:5; Titus 2:1; Hebrews 10:23-25; James 1:25-27; 1 Peter 1:13-16; 1 Corinthians 7:20-24*)
8. We do not believe that a seminary or bible school degree is a requirement for ministry. However, we believe it is biblically imperative that we study to show ourselves approved unto God as workmen who need not to be ashamed rightly dividing the Word of truth. Many of our leaders and members hold earned Seminary and Bible College degrees. Our goal is to reveal Christ to believers and unbelievers in act, disposition, state, thought and will. (*Proverbs 9:9-12; Acts 26:22; Romans 8:1-2; Romans 10:1-4; Romans 15:4; 1 Corinthians 1:17-31; 1 Corinthians 4:1-16; 2 Corinthians 10:17; Ephesians 1:17; Ephesians 4:11-16; 2 Timothy 2:14-26*)
9. We do not believe that knowledge by itself can ever take the place of a personal encounter with the Holy Spirit of God and a personal relationship with Jesus Christ. We spend a life time "theologizing" our biblical and extra biblical knowledge and our personal spiritual experiences with those moments of understanding that come when the Holy Spirit teaches us through divine revelation. St. Paul reminds us that, "the Spirit searcheth all things, yea the deep things of God." (*Zechariah 4:6; John 7:16-17; John 14:17; Romans 8:27; 1 Corinthians 2:9-12*)
10. We believe in accountability. Candidates for membership and credentials in IMF must have their ministries recognized and recommended to us by the senior pastor(s) of an established congregation(s), as well as other recognized church officers, ministers, ministries and/or lay leaders in the local church. (*Proverbs 13:10, 18, 20; Proverbs 15:31-33; Proverbs 27:6, 17*)
11. We believe we are called to humility and that pride is deceitful and separates us from God and our fellow man. We believe we are called to servanthood and to service as a love slave in the household of God. Can a servant be greater than his master? Jesus said, "By this shall all men know that you are my disciples, if you love one another." (*Matthew 18:4; Matthew 23:12; Proverbs 3:34; Proverbs 16:18-19; Proverbs 22:4; James 4:6, 10; Philippians 2:3-11; John 13:14-16, 35; Mark 9:35*)
12. We believe that compassion and forgiveness are better than rightness and justice. Justice has caused more harm than injustice when we have demanded our rights, rather than choosing to "lay them down." We believe in grace, but not "cheap" grace. It is free, but it costs us everything. We believe in hope, but not "cheap"

hope. Not promises for material wealth, lazy living, or a life without trials and tribulation, but the promise of the Father that in our weakness His strength is made complete and that we are made overcomers in Him. He will never leave us or forsake us. He is the rewarder of those who diligently seek Him. He will supply all of our needs according to His riches in glory by Christ Jesus. (*2 Corinthians 8:9; Luke 7:13; Mark 6:34; Luke 23:34; Colossians 3:13; Romans 12:14, 17, 19-21; Ephesians 2:4-5, 8-10; Ephesians 4:32; Romans 6:1-2; 2 Corinthians 12:9; Hebrews 13:5; Philippians 4:19*)

13. We believe in building up, not tearing down. We believe in working hard, but without it being burdensome. (*Jeremiah 24:6; Ephesians 4:15-16, 29, 32; Hebrews 10:24-25; Colossians 3:16-17; Colossians 3:23-24; Galatians 6:1-2; James 5:16; Proverbs 12:25*)
14. We believe in accepting a seat at the foot of the table while preferring our brothers and sisters and lifting them up . . .”if you do it to the least of these my brethren . . . you have done it unto me.” God is in the promotion business. Let Him take care of it. (*Luke 14:7-11; Matthew 25:31-46*)
15. We believe that a kind word spoken in love, an encouraging word even when the blemishes of new birth and the dirt, dust and stuff of this world is readily seen in the lives of one of these young ones whom we seek to encourage and mentor in Christian ministry is never an abdication of truth or a lack of responsibility but a word fitly spoken in faith, seeing those things which are not yet, but are the substance of things hoped for. . . and we believe that it is seed sown in good soil which will not return void. (*Matthew 13:18-23; Hebrews 11:1; 1 Corinthians 9:19-22*)
16. We do not believe we live to ourselves, but that we are a part of a bigger family--real family . . . the family of, “our Father which art in heaven . . .” Others are not far from the kingdom, they need someone to invite them to “have dinner” with the Savior. John’s Revelation tells us, “Behold, I stand at the door, and knock: if any man hear my voice, and open the door, I will come in to him, and will sup with him, and he with me.” St. Matthew reminds us of Jesus’ own words, “Come unto me, all ye that labor and are heavy laden, and I will give you rest. Take my yoke upon you, and learn of me: for I am meek and lowly in heart: and ye shall find rest for your souls. For my yoke is easy and my burden is light.” (*Matthew 12:46-50; Mark 3:32-35; Luke 8:19-21; Revelation 3:20; Matthew 11:28-30*)
17. We believe in open communion in the administration of the Lord’s Supper to all true believers. (*1 Corinthians 11:27-30*)
18. We believe in water baptism for all believers in obedience to Christ’s commandment and in covenantal dedications or baptism of children as an act of faith and commitment by the parent(s) and the congregation to raise the child in the love and admonition of the Lord praying and trusting that when they become of an age of accountability they will of their own free will confirm their personal faith in Jesus Christ as their Savior and Lord. We believe that water baptism in and of itself does not save a child or an adult, but rather the grace of God experienced through the conviction of sin by the Holy Spirit in one’s life

and godly sorrow for sins committed, the turning away from sin and the turning toward God and by placing one's faith solely in Christ as Savior and Lord. Water Baptism in faith is a means of grace. (*1 Samuel 1:24-28; Acts 2:38; Romans 6:1-6; Ephesians 2:4-9; Ephesians 6:1-4*)

19. We believe in recognizing the gifts and calling of God in the lives of women as well as men. We do not believe that either a man or a woman should be "puffed up" in pride and seek to take a dominant position one over the other, but that the gifts and calling of each one will make room for themselves and when valid will be recognized and affirmed by the Body. (*Joel 2:28-29; Proverbs 16:18; Luke 2:36-37; 1 Corinthians 12:11; Ephesians 4:8-12; James 4:10-11*)
20. We believe in being faithful . . . and in recognizing and dealing with our imperfections. Our walk with God is a progressive process and our ministries are progressive too. The Father will not allow us to wait until we are fully grown to begin helping with the harvest. Spiritual growth will often be somewhat parallel to ministry growth. (*John 4:35-38; Hebrews 6:1-6; 2 Peter 1:5-8; 2 Peter 3:17-18*)
21. Sometimes one runs ahead or one lags behind. But we have no choice to turn away and leave our calling. We try by God's grace to be faithful . . . not in our strength, but His . . . not in our failure, in His forgiveness, not in our rebellion, in His long suffering, in His disciplining and in our brokenness and spiritual healing and somehow through it all God redefines and brings good out of it and is glorified. (*Zechariah 4:6; Romans 11:29; 1 Corinthians 10:13; 1 Corinthians 1:26-29; Hebrews 3:1-6*)
22. We believe in loving, serving, encouraging and helping to enable. When we become more of a burden than a blessing we have lost our mandate and we have no spiritual authority to continue. (*2 Chronicles 35:1-2; Matthew 5:13-16; Romans 6:5-8; Galatians 5:13-16; 2 Timothy 2:24-26; Revelation 2:2-5*)
23. We do not believe in quitting. We do not believe in giving up as we grow older, we learn to release power and position, to become available to God for our next assignment as our health and mental competency allow, but always doing what we can. Always working, always witnessing, always serving, always reading God's Word and praying for ourselves and others until our ultimate and final assignment is complete. St. Luke wrote of King David, "After he had served the purpose of God in his generation, he fell asleep and was laid among his fathers." (NASB) The key word is "served." (*Luke 2:36-37; Acts 2:42-46; 1 Corinthians 15:58; 2 Timothy 4:5-8; Revelation 2:10; 2 Timothy 4:6-8*)

CONSTRUCTIVE DISCIPLINE POLICY

Section 1

Discipline is an exercise of scriptural authority for which the Church is responsible. The aims of discipline are that God may be honored, that the purity and welfare of the Christian ministry may be maintained, and that those under discipline may be brought to repentance and restoration.

Discipline is to be administered for the restoration of any member, fully providing for the protection of the spiritual welfare of the Fellowship. It is to be redemptive in nature as well as corrective and is to be exercised as under a dispensation of mercy.

Section 2

Violations of any rules of the Fellowship, of any rules set forth in the Articles of Incorporation or By-Laws or violation of any Biblical standards, upon which all of the following violations are based, may give cause to discipline up to and including disfellowship or removal from membership of the Fellowship. Violations giving rise to discipline include, but are not limited to, the following:

- a) General inefficiency as a member of the Fellowship.
- b) A failure to represent the Evangelical Christian testimony correctly.
- c) A contentious or non-cooperative spirit.
- d) An assumption of dictatorial authority over any activity of the Church or Fellowship.
- e) Rebellion: An arbitrary rejection of the IMF leadership's counsel.
- f) A habit of running into debt which brings reproach upon the Fellowship.
- g) Any moral failure involving sexual misconduct.
- h) Any moral or ethical failure other than sexual misconduct.
- i) Theft, stealing or the taking of another's property or service.
- j) Participation in or support of any homosexual or lesbian relationship.
- k) Failure to remit dues and fees as required.
- l) Fighting or involvement in physical conflict of any kind except for self-defense or the defense of others in immediate danger.
- m) Pedophile behavior.

Section 3

It is the intent of the Board of Directors that the procedures for the administration of disciplinary action be fair and reasonable and that all relevant facts be considered. The rules for disciplinary action are as follows:

- 1) Any charges presented against an IMF member must be supported in writing by two or more witnesses or made by criminal complaint. Any charges, other than those made by criminal complaint must be signed by the one(s) bringing the accusation to settle the matter locally.

A Constructive Discipline Committee may be appointed by the Chairman of the Board of Directors to investigate said charges and attempt to settle the matter locally.

- 2) The decision of the Constructive Discipline Committee shall be final, subject only to ratification by the Board of Directors. If the Chairman of the Board does not choose to appoint a separate Constructive Discipline Committee, the charges shall be referred directly to the Board of Directors, which is empowered to take final action and revoke credentials within the authority as described in the Articles of Incorporation and By-Laws.

Section 4

It is our belief that the Scriptures give a clear pattern to follow (Galatians 6:1; 2 Thessalonians 3:14, 15; and Matthew 18:15-17) with genuine compassion and positive actions whenever possible designed to assist in the restoration process for a member who has been wounded by sin or other error.

Section 5

Disciplinary action should be taken in private by the Constructive Discipline Committee or Board of Directors. Results of discipline may be communicated to all other IMF members (the “church particular”) and even the worldwide Body of Christ. Charges considered for possible discipline shall only be proceeded within a confrontational setting with the complainant facing the allegedly offending IMF member in the presence of the Constructive Discipline Committee. At such settings, both complainant and alleged offender may bring up to two Christians of their choice to participate. Failure of the alleged offender to attend and participate shall be grounds for removal for rebellion.

Section 6

Upon receiving discipline from the Constructive Discipline Committee or Board of Directors, a member may not apply for a letter of transfer or recommendation while under discipline. If a member refuses to be disciplined by the appropriate authority and gross negligence or disobedience to the Fellowship doctrine or tenants has been proven, that member may be disfellowshipped and their name dropped from the membership role (II Thessalonians 3:11-15; I Corinthians 5:9-13).

Section 7

If a member continues to fellowship with one who has been disfellowshipped from IMF, that member may be disciplined by the appropriate authority and if fellowship continues between the disciplined member and the disfellowshipped one, the disciplined member may also be disfellowshipped.

Section 8

All members understand that all disputes are to be resolved by internal church procedures. Therefore, each member fully waives any and all rights of every kind to be heard by any administrative agency and/or court of law and/or equity.

HEARING GUIDELINES

1. The Constructive Discipline Committee (The Committee) shall have the power to hold Prehearing Conferences to settle, simplify, determine, or strike any of the issues involved in the forthcoming discipline hearing, or to consider other matters that may facilitate the expeditious disposition of a disciplinary hearing.
2. The Committee shall preside at the discipline hearing and shall rule on the admission and exclusion of evidence and all questions of procedure and shall have all powers related to the conduct of a fair, expeditious and impartial hearing.
3. The parties to the discipline hearing are entitled to be heard, to present evidence, to present the testimony of its witnesses (two per party limit), but the rules of evidence applicable in a court of law and/or equity need not be observed. Upon request of any party to the discipline hearing or upon request of The Committee, the testimony of witnesses shall be given under oath. The Committee or Chair of The Committee may administer oaths to witnesses appearing or testifying at the discipline hearing. The Committee shall have the power to limit and regulate the number, timing, form and length of the parties' written or oral presentation at the discipline hearing.
4. The Committee has the power to preserve and enforce order in the discipline hearing before them. When confronted with a discourteous, unruly or uncooperative party or witness, The Committee may, among other things, adjourn the discipline hearing, take only written evidence and testimony, exclude the witness, or if the offending person is one of the parties to the discipline hearing, terminate the discipline hearing with prejudice, after rendering a determination in favor of the other, cooperative party.
5. If The Committee intends to base a determination upon information not obtained at the discipline hearing, such information shall be disclosed to all parties to the discipline hearing and the parties shall be given the opportunity to challenge and controvert such information.
6. The Committee shall have the power to order that the discipline hearing be conducted in stages whenever the number of parties is large or the issues are numerous and complex. Also, The Committee may, as it deems appropriate, consolidate charges for the purpose of expediting the discipline hearing where the allegations are similar in nature.
7. All documentary and other evidence received by The Committee shall be retained for at least a period of seven (7) years.

HEARING PROCESS

The Constructive Discipline Hearing Process contains five specific steps:

1. Scheduling Hearing

For the purpose of scheduling the Constructive Discipline Hearing, the parties will be asked to agree to the exchange of information, evidence, and witness information, as well as discuss and plan for any requests for additional information from the other party for purposes of preparing for the Constructive Discipline Hearing.

2. Preliminary Hearings

In the event there are specific issues that need to be determined in advance of the Constructive Discipline Hearing, such as the exchange of documents and other pertinent information, a preliminary hearing may be scheduled at the request of the parties, subject to the discretion of the Constructive Discipline Committee. The purpose of the preliminary hearing is to expedite the Constructive Discipline Hearing. These hearings may be conducted by telephonic conference.

3. Procedural Rules of the Hearing

Parties are required to provide The Committee with the names and addresses of their witnesses (will be held in confidence). The parties need to send this information at least 10 days (date received) prior to the scheduled hearing by email or US mail. The hearing process will be as follows:

- a. The Chair will call the Constructive Discipline Hearing to order and open in prayer.
- b. The Chair will introduce himself or herself and other members of The Committee.
- c. The Chair of The Committee commences the formal part of the hearing with an explanation of the agenda and ground rules for the conduct of the hearing.
- d. The Chair will administer the oath to all witnesses.
- e. The Committee may have all witnesses, except the party whose complaint is being heard, excluded from the hearing room. The alleged offender may remain in the room to face his accusers. All witnesses are not to discuss the case during the pendency of the proceedings. For every charge, the complainant and the accused party will each have 20 minutes to make their presentation, including any statements made by witnesses.
- f. The Constructive Discipline Hearing may be recorded by audio and/or video.
- g. Each party has the right to have an attorney present and confer with their attorney but such attorney will not have the right to directly participate in the proceedings.

- h. The rules of evidence for civil proceedings will generally not apply in the Constructive Discipline Hearing.
- i. Opening Statements (Storytelling) – The parties are permitted to give The Committee a summary of the information they want to present for the purpose of apprising The Committee of the issues in question and to summarize the evidence that the party intends to offer during their presentation. Each party will be allowed 5 minutes to present their opening statement.
- j. Presentation of Information – The parties are permitted to present the testimony of witnesses (two per party limit) and provide documents or other physical evidence, which they want The Committee to consider in making its decision (20 minutes presentation limit per party). This information may be presented by the party in a narrative form, or by a party by asking questions of their own witness(es). The information, whether in the form of written, oral, or physical evidence provided is subject to The Committee’s determination that it is reliable and relevant. This step usually permits the party or parties filing the complaint(s) to present their information first, with the accused party having the opportunity to respond. The order of presentations is subject to the discretion of The Committee. The Committee may also ask questions of the parties and their witnesses in an effort to obtain all necessary and relevant facts.
- k. Closing Summary of Scriptural Standards – After both parties have presented their information, The Committee may, at its discretion, give each party 5 minutes to present the scriptural standards they believe The Committee should consider in conjunction with the facts to decide the case. In the alternative, The Committee may, at its discretion, ask the parties to provide this information in the form of written position papers, summarizing the scriptural standards they believe should be applied, and explain in summary form why they believe the scriptural standards, when applied to the information, should result in the position or result they desire.

4. Decision

As the final step of the Constructive Discipline Hearing (excluding reconsideration, discussed below), The Committee will render a decision. The decision will be issued in writing, usually within thirty (30) days after the close of the Constructive Discipline Hearing. The Committee, at its discretion, may provide the reasoning by which the decision was reached. The decision of The Committee is final and legally binding and enforceable by a court of law, subject only to the ratification of the IMF Board of Directors.

5. Post Constructive Discipline Hearing Steps: Request for Reconsideration (Reopening a Hearing)

A hearing may be reopened by the IMF Board of Directors in its discretion for good cause. A party may request the IMF Board of Directors to reconsider a decision within twenty (20) days after the decision is received by the parties. A request for reconsideration is appropriate only when The Committee:

- a. Has deviated from these rules or from the Constructive Discipline Policy;
- b. Has made a decision outside the meritorious charge(s) presented to The Committee by the complainants; or
- c. Has made a miscalculation or a material or significant mistake.

The request, which must be sent to the Chair of the IMF Board of Directors to the other party or parties, shall set forth in writing the reasons for which reconsideration is sought, including a specific statement(s) of the claimed mistake, prejudice, or harm.

Finally, the decision of the IMF Board of Directors is final and legally binding and enforceable by a court of law.

MANDATORY PRE-HEARING MEDIATION PROCESS

MATTHEW 18:15-16

Before the complainant(s) to any dispute is (are) entitled to a Constructive Discipline Hearing, the parties must first attempt “in good faith” to resolve their dispute by confidential mediation pursuant to the mediation process outlined below, except for matters involving criminal charges and/or criminal prosecution. The mediation process is designed to promote constructive dialogue and encourage a voluntary settlement of the parties’ differences.

No complaint(s) shall be scheduled for a Constructive Discipline Hearing without proof of commencement and completion of the mediation proceedings. Mediation shall be completed at least 60 days prior to a Constructive Discipline Hearing.

DEFINITION OF MEDIATION

Mediation is a process in which two or more people involved in a dispute meet in a private, confidential setting and, with the help of a neutral person (a mediator), to work out a solution to their problem. It is an informal and non-adversarial process designed to assist the parties in reaching a mutually acceptable and voluntary agreement.

The parties discuss the dispute with each other, under the direction and guidance of the mediator to:

- Seek an understanding of each other’s positions and interests,
- Explore and address each party’s contribution to the dispute,
- Lead to personal reconciliation, and
- Explore and evaluate solutions to the dispute.

The parties may be represented by an attorney; however, the attorney for each party is only permitted to provide advice and counsel to his/her client and may not serve as the party’s advocate or spokesperson in the mediation. Hence, the parties themselves must be the primary speakers in the mediation process.

During mediation, the parties retain control over the final outcome, and the Mediator act only as facilitator. Agreements reached through mediation must be documented into a legal contract or memorandum of agreement.

Discussion and conclusions of mediation proceedings are confidential, and are treated as settlement negotiations and are not admissible for any purpose in a court of law and/or equity, except for the purpose of enforcing any legal contract or Memorandum of Agreement reached in the mediation process.

The parties are encouraged to involve their pastor(s) and/or church leader(s) as spiritual advisors and encouragers. Such participation, however, is not for the purpose of acting as an advocate for the party or be the party's spokesperson.

SELECTION OF MEDIATOR

The mediator shall be selected from the IMF Panel of Mediators. If the parties cannot agree promptly on a mediator, they will notify IMF of their need for assistance in selecting a mediator, informing IMF of any preferences as to matters such as candidates' mediation style, subject matter expertise and geographic location.

IMF will submit to the parties the names of not less than three candidates, with their resumes and hourly rates. If the parties are unable to agree on a candidate from the list within seven days following receipt of the list, each party will, within 10 days following receipt of the list, send to IMF the list of candidates ranked in descending order of preference. The candidate with the lowest combined score will be appointed as the mediator by IMF. In the event of a tie, IMF will select one of the mediators to break the tie.

AUTHORITY OF MEDIATOR

The mediator has the authority to set the time, place, manner, duration of mediation, and retainer required to be paid equally by both parties before mediation will commence. The mediator also has the right to terminate mediation.

ATTENDANCE

The parties shall personally attend mediation sessions, unless leave is granted by the mediator to appear telephonically. The mediator shall have authority to require other persons to attend.

DECLARATION OF COMPLETION

Within seven (7) days of completion of mediation, a declaration of completion shall be filed with the Mediation Coordinator at IMF. The parties shall be advised by the mediator of the results of mediation in writing. The mediator shall advise the Mediation Coordinator at IMF whether or not an agreement has been reached on some or all of the issues.

SANCTIONS

The parties shall mediate in good faith. Sanctions may be imposed by the Mediator against a party found not to have participated in mediation in good faith, including, but not limited to all costs of mediation, attorney fees, and other costs.

COMPENSATION FOR MEDIATOR(S)

The Mediator shall be compensated for time expended in connection with the mediation at the rate of not more than \$125 an hour, plus reasonable travel and other out-of-pocket expenses, if applicable. The Mediator's fee shall be shared equally by the parties. No part of the mediator's fee or expenses shall be paid by or become the responsibility of IMF; nor shall the mediator seek to hold IMF responsible for the payment of the mediator's fee and expenses under any circumstances.

MEDIATION PROCESS

The mediation process follows a schedule of six distinct steps. The acronym GOSPEL is used to describe the process:

Greeting and Ground Rules

This phase sets the tone for the mediation by covering the planned schedule and agenda of the mediation, along with explaining and agreeing to the ground rules for conduct during the mediation.

Opening Statements

Opening statements provide the parties with an opportunity to briefly summarize the issues, that they believe need to be addressed to resolve the dispute.

Story Telling

This step gives each party the opportunity to explain and provide the details of their understanding of the issues and position in more detail. Often this is the first time a party has had an opportunity to tell their story in full and to be heard. Additionally, a party may explain and address issues and actions God has revealed and for which parties may need to take responsibility. Pursuant to Mathew 7: 3-5, we are called to start with our own wrongs or actions, before attempting to identify and address the wrongs of the other person.

The goal of this phase is to offer the parties, advisors and mediators an opportunity to gather and clarify information. The mediator and other parties will be able to ask questions to clarify their understanding. The mediator shall set the time(s) allotted for each party to state their case and for the other party to respond.

Parties are encouraged to not ignore hurts that have occurred and which have damaged the relationship, unless those offenses can be overlooked without further discussion or clarification. Parties are asked to do more than speak in generalities, but to be specific with examples so that the underlying issues of the dispute can be fully understood and clearly addressed.

Problem Identification

Following a sharing of information by the parties, and discussion of the same, the mediator will work with the parties to clearly define issues (the question(s) the parties want to have answered so they can resolve the dispute) and the interests (the reasons which motivate or underlie each party's desired position or outcome) of the parties.

Explore Solutions

The mediator's work with the parties to brainstorm possible solutions to the problems identified, and to evaluate the suggested solutions reasonably and objectively.

Lead to Agreement

The mediator facilitates and help the parties arrive at an agreement that settles their dispute(s), focusing on both steps for reconciliation and resolving the material or substantive issues. The parties then must construct a written document to memorialize their agreements, which represents total resolution of their dispute.

The above steps in the mediation process are the general sequence for the mediation. Each step, however, may require different lengths of time, and there may situations where new facts and additional story telling may be identified during the problem identification or exploring solutions steps, requiring a revisiting of a prior step.

During the course of the mediation, the mediator may meet with the parties separately in a private meeting (referred to as a caucus). These private meetings may occur before the mediation begins, as a time of coaching and helping the party prepare for the mediation, or during the course of the mediation.

GROUND RULES FOR MEDIATION

The parties **must** agree to be bound by and observe the following ground rules:

1. The parties agree to take turns speaking in the time allotted and not interrupt each other.
2. The parties agree to call each other by first names, not "he" or "she."
3. The parties agree to not blame, attack, or engage in put-downs and will only ask questions of each other for the purposes of gaining clarity and understanding.
4. The parties agree to stay away from establishing hard positions and will express themselves in terms of their personal needs and interests and the outcomes they wish to realize.
5. The parties agree to listen respectfully and sincerely try to understand the other person's needs and interests.

6. The parties recognize that, even if the other party does not agree with their position(s), they are entitled to their own perspective.
7. The parties agree not to dwell on things that did not work in the past, but instead will focus on the future that both parties would like to create.
8. The parties agree to make a conscious, sincere effort to refrain from unproductive arguing, venting, or narration, and agree to use the time in mediation to work toward getting a fair and constructive agreement, if possible.
9. The parties agree to speak up if something is not working for them in mediation.
10. The parties agree to request a break when they need to.
11. While in mediation and the required Constructive Discipline Process, the parties agree to refrain from adversarial legal proceedings (except in the case where the required mediation does not result in an agreement).
12. The parties agree to alert the mediator if they feel he/she is not being impartial.

SETTLEMENT

If a settlement is reached, a Memorandum of Agreement must be prepared and signed by the parties before the mediation session is concluded. Thereafter, a signed copy of the Memorandum of Agreement shall be forwarded to the Office of the General Secretary of IMF within five (5) days after the settlement is achieved and the Memorandum of Agreement is signed by the parties. If litigation is pending, the Memorandum of Agreement may provide that the parties will request dismissal of the case(s). The parties also may request the court to enter the Memorandum of Agreement as a consent judgment.

FAILURE TO AGREE

If a resolution is not reached, the mediator(s) will discuss with the parties the possibility of their agreeing on binding arbitration or another form of Alternative Dispute Resolution. If the parties agree in principle, the mediator may offer to assist them in structuring a binding arbitration procedure designed to result in a prompt, economical process. The mediator will not serve as arbitrator, unless all parties agree. If the mediation process and/or binding arbitration does not fully resolve the dispute, the remaining matters will be subject to the Constructive Discipline Process which will be instituted within sixty (60) days.

CONFIDENTIALITY

The entire mediation process is confidential unless agreed among all the parties or required to disclose by law. The parties and the mediator shall not disclose any information regarding the process (including pre-process exchanges and

agreements), contents (including written and oral information), settlement terms or outcome of the proceeding to any person who is not associated with participants in the process, including any judicial officer, unless required to do so by a court of law. If litigation is pending, the participants may, however, advise the court of the schedule and overall status of the mediation for purposes of litigation management. Any written settlement agreement resulting from the mediation may be disclosed for purposes of enforcement.

All offers, promises, conduct and statements, whether oral or written, made in the course of the mediation proceeding(s) by any of the parties, their agents, employees, experts and attorneys, and by the mediator are confidential. Such offers, promises, conduct and statements are privileged under any applicable mediation privilege and are inadmissible and not discoverable for any purpose, including impeachment in litigation between the parties. However, evidence that is otherwise admissible or discoverable shall not be rendered inadmissible or non-discoverable solely as a result of its presentation or use during the mediation.

The parties to the mediation agree the mediator and any documents and information in the mediator's possession will not be subpoenaed in any investigation, action or proceeding, and both parties will oppose any effort to have the mediator or documents subpoenaed. The mediator will promptly advise the parties of any attempt to compel him/her to divulge information received in mediation.

I, _____, do hereby agree to voluntarily participate in this phase of the Constructive Discipline Program of IMF and will make a good faith effort throughout the course of the IMF MANDATORY PRE-HEARING MEDIATION PROCESS to fully resolve all issues of conflict and disagreement between myself and the other party or parties to the dispute.

Complainant (Date)

Respondent (Date)

STANDARD OF CONDUCT

The standards of conduct in lifestyle and morality of staff, volunteers, directors and members of International Ministerial Fellowship must be in conformity with standards as set out in the Bible (Old Testament and New Testaments) as interpreted and applied by the IMF Board of Directors.

In particular, but without limiting the generality of the following, the conduct outlined below is deemed not to be in conformity with Biblical standards as interpreted by the Board of Directors.

- Engaging in pre-marital sexual relationships;
- Engaging in extra-marital sexual relationships;
- Engaging in homosexual, bisexual or transgendered activity, or promoting/supporting homosexual, bisexual or transgendered activity or organizations;
- Engaging in a common-law relationship;
- Willfully or intentionally viewing pornographic material;
- Engaging in sexual assault or harassment;
- Substance abuse of non-medical drugs
- Excessive use of alcoholic beverages;
- Engaging in addictive gambling activities;
- Engaging in lying or deceptive behavior;
- Adherence to or participating in sectarian, cult and occult organizations and practices;
- Support of or participation in abortions or abortion-related activities;
- Engaging in racist conduct or expressing racist viewpoints;
- Use of profane or blasphemous language;
- Engaging in any behavior contrary to the Criminal Code, except in cases where the Criminal Code is in express opposition of Biblical text.

While the preceding list is not exhaustive, it does outline areas of conduct deemed inconsistent with Christian conduct and Biblical standards as expressed in the Old Testament and the New Testament and outlined in published official documents of International Ministerial Fellowship.

CODE OF ETHICS

Each member of IMF will agree to the following ethical standards in all aspects of life and ministry.

I will:

- Maintain high standards of moral, financial and business integrity in all my life and ministries in order that the work of the Lord not be put to shame;
- Actively pursue relationships and fellowship with the other ministries and churches within my locality, state, and nation, in accordance with the commands of Holy Scripture;
- Respect each person's differences in doctrine, style, and personality as they follow the Lord Jesus;
- Maintain a teachable spirit, and a willingness to learn from other leaders in the Fellowship;
- Speak only in an edifying manner regarding other ministers and ministries of the Body of Christ;
- Have no part, directly or indirectly, in contributing to a church split;
- Not establish nor seek to establish any other ministry within five (5) miles of the location of any church in which I have served as a member, volunteer staff or paid staff unless I have permission in writing from the Senior Pastor. I will have no part whatsoever in attracting or seeking to attract any member or attender of my previous church to be a part of my new ministry. If there is a problem, speak to IMF representatives. Circumstances and demographic differences may vary and need consideration.
- Support and give my loyalty to any pastor under whom I serve. If I cannot provide this commitment of support and loyalty, I will advise the pastor of that fact stating my reason(s) in a Christ-like manner and withdraw from the local church and seek to affiliate with another local church in which I can join in good conscience;
- Follow the process as commanded in Scripture (Matthew 18:15-20 and I Cor. 6:1-8) when faced with a brother or sister in violation of this code or other biblical or moral standards;
- I have read the Articles of Incorporation, By-Laws and Constructive Discipline Policy of International Ministerial Fellowship and agree to abide by them.

INTERNATIONAL MINISTERIAL FELLOWSHIP NOMINATION OF BOARD MEMBERS

International Ministerial Fellowship (IMF) is an association of churches, ministers, chaplains, missionaries and para-church leaders. It was organized in 1958, incorporated in 1960 and reincorporated in 1985 (as a Minnesota non-profit).

It is a staff run evangelical church association under the leadership of its Board of Directors. A Board of Trustees elects the Board of Directors, which sets all policy and hires the General Secretary (who functions much like an Executive Director, but with a greater emphasis and commitment to servanthood). IMF is a servant organization with a goal to love, serve, encourage and help enable those who serve in front line Christian ministries. This includes churches, ministers, chaplains, missionaries and other ministry leaders.

Our By-Laws require that no less than 50% of our Board of Directors must be nominated by our Member churches. Individual members are also authorized to nominate candidates for serving on the Board.

In order to insure our churches have a voice on the Board of Directors, there is a permanent seat that **MUST** be filled by a Senior Pastor of a Member Church. Often more than one seat is filled by a Senior Pastor. Church nominations go first to the Board of Directors and then are forwarded with recommendations to the Board of Trustees, which elects the Board of Directors. Trustees do not set policy or hire the General Secretary.

For each election term, Member churches receive a nominating ballot to be completed with instructions on how to nominate and submit ballot's for candidates.

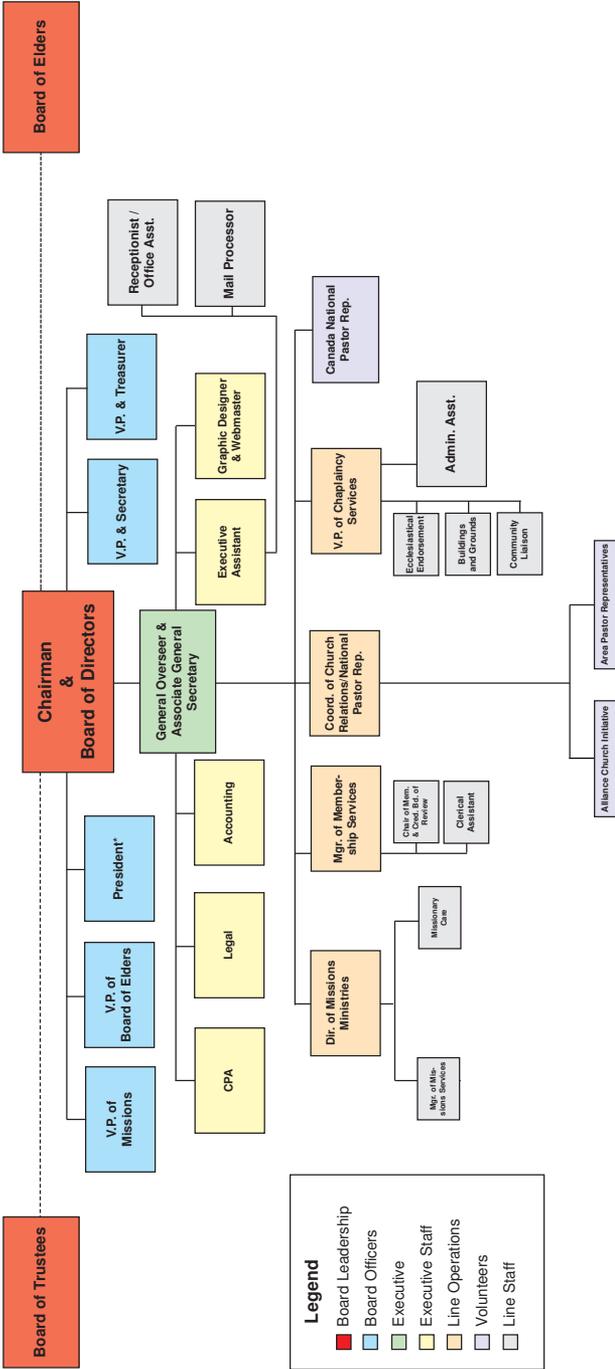
Individual members are also mailed ballots and instructions on nominating candidates for Board consideration. Instructions are included on how to submit a nomination of an individual.

The Trustees elect from nominations it receives. It also sets the number of Directors and the term of qualifying Directors.

Our President is a volunteer and is the titular head of the Fellowship. He is the public face of the organization and usually a Senior Pastor (or retired) of an established congregation with years in successful ministry. He also chairs our Alliance Church's executive leadership team under the direction of our General Secretary and policies set by the Board of Directos.

Every church is highly valued and has the opportunity to speak into the Alliance Church Initiative program through its Leadership Teams and at our seasonal Gatherings (conferences).

International Ministerial Fellowship Organizational Chart



Legend

- Board Leadership
- Board Officers
- Executive
- Executive Staff
- Line Operations
- Volunteers
- Line Staff

* **Note:**
 Our President's office is a volunteer position. He must be a successful pastor who has the availability and willingness to visit pastored churches in the field. For the most part, the President of the IMF has no line responsibilities, he is often the public face of the ministry and he serves a public relations function, our most important volunteer role. He may serve up to (3) three-year terms. (The terms for and his are not intended to be gender-specific.)



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NAE | National Association of
Evangelicals



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