

# **Full Gospel Business Men's Fellowship in America**

## **Bylaws of the Fellowship, as amended<sup>1</sup>**

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<sup>1</sup> The first two sentences of the second paragraph were amended by the National Council of Chapter Delegates on May 22, 2010; the purpose of which was to broaden the kind of proxy holders a Chapter may use. The last two sentences of the second paragraph of Section 7.3 were added by the National Council of Chapter Delegates on April 12, 2007; the purpose of which was to give the proxy holders more discretion after the first two votes.

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# Full Gospel Business Men's Fellowship in America

## Bylaws of the Fellowship, as amended

### **PREAMBLE**

**We Pray.** In the name of The Father and of The Son and of The Holy Spirit, may these Bylaws be anointed and blessed to promote and to build the Kingdom of God through the work of the Fellowship in accordance with the Vision delivered to Demos Shakarian in December, 1952.

**Overall Principles.** All principles, objectives, and activities of this Fellowship shall be based upon the fundamental principle of "Righteousness with God." and such rule of personal conduct shall agree with the "Word of God" and with Godly, Biblical principles and examples.

**Honoring Our Founder's Purpose.** When the Full Gospel Business Men's Fellowship International was brought into being by the five original Full Gospel Businessmen in 1953, it was their purpose to keep their organization simple and democratic and the machinery for its operation at a minimum. To achieve this, they conceived of an organization consisting of a central office and local chapters -- chapters affiliated with the central office, but autonomous in operation. This statement of purpose has been attached to every revision of the Bylaws since 1953, except the 1991 International Bylaws, and we hereby make the original statement of purpose a principal part of the Bylaws of the **Full Gospel Business Men's Fellowship in America**.

### **ARTICLE I OFFICES**

**Section 1.1 Registered Office.** A registered office shall be maintained by **Full Gospel Business Men's Fellowship in America** (hereinafter this "Fellowship") in the State of Oregon or at any other location within the United States as the National Council of Directors from time to time shall designate. The registered office may, but need not, be the same as the principal place of business of this Fellowship.

**Section 1.2 Other Offices.** This Fellowship may also have offices at such other locations both within and without the State of Oregon as the National Council of Directors may from time to time determine or the business of this Fellowship may require.

### **ARTICLE II AFFILIATION WITH INTERNATIONAL OFFICE**

**Section 2.1 Intent to Affiliate.** It is the intent of the National Directors of this Fellowship to affiliate with the **Full Gospel Business Men's Fellowship International** at such time as it qualifies and becomes a member of the **Evangelical Council of Financial Accountability**.

**Section 2.2 Conditions Precedent to Affiliation.** Conditions precedent to affiliation shall include, but shall not be limited to, documented evidence as to all of the following:

1. That all meetings of the International Board of Directors are conducted according to 'Roberts Rules of Order', latest edition, with an experienced, nonpartisan parliamentarian present at the meeting.
2. That voting for International Officers and International Directors shall be conducted by secret ballot and that International Directors and International Delegates in their respective venues shall be allowed to request a secret ballot on any other matter at any time in accordance with 'Roberts Rules of Order', latest edition.
3. That International Directors, who represent the United States, in order to participate in and to vote at a meeting of the International Board of Directors, shall have been ratified by secret ballot, including mail ballots, by majority vote by the voting delegates from the United States.
4. That there is a binding Agreement that a Directory of all International Directors and National Presidents shall be published biennially; said Directory shall be available ninety days prior to the World Convention.

### **ARTICLE III MATTERS AFFECTING ORGANIZATIONAL STRUCTURE**

**Section 3.1 Supreme Authority.** Supreme Authority over this Fellowship and all its activities is vested in the Lord Jesus Christ and exercised by the Holy Spirit. This truth must be recognized and practiced and each chapter and national leader must look to the Holy Spirit for direction and guidance. In the words of the Holy Spirit as delivered to our founder, Demos Shakarian, *"I do not want a big centralized organization. . . . Of course, come together on occasion to inspire and encourage each other, to light a fire bright enough for many to see. But for your day-in, year-out work, I want you small, local, sensitive to Me. I do not want uniformity. I will never come to two men or two places in just the same way. Give Me outlets for My infinite variety."* As the Leaders and Members of this Fellowship seek the Holy Spirit, He will direct each of us to accomplish our part of the Vision that He gave our Fellowship through His servant, Demos Shakarian. That Vision is to reach all men everywhere with the Good News of Jesus Christ. It was the leadership of the Holy Spirit speaking to men all over the world that led this Fellowship in our rapid expansion in the last century, and if we will continue to seek His guidance, He will lead us to great victories in the twenty-first century.

**Section 3.2 Human Authority.** Humanly, the authority over this Fellowship shall be the National Council of Delegates and National Council of Directors.

**Section 3.3 Our Mission Statement.**

To reach Men in all nations for Jesus Christ,  
To call men back to God,  
To help Believers be baptized in the Holy Spirit,  
To train and equip men to fulfill the great commission,  
To provide an opportunity for Christian fellowship,  
To bring greater unity among all people in the Body of Christ.

## **ARTICLE IV. MATTERS AFFECTING MEMBERS**

**Section 4.1 Membership.** Membership in this Fellowship is open to all men who proclaim the message of Jesus Christ of Nazareth, believe in the Gospel of Jesus Christ in its fullness and can subscribe to the Doctrinal Statement in the Section 4.2 of these Bylaws. Membership is open to all men without regard to race, color, age, national origin, or physical disability.

There shall be only one class of membership. Member is defined in Section 4.3 of these Bylaws.

**Section 4.2 Doctrinal Statement.** The acceptance of the ten doctrinal points displayed below is essential to membership in this Fellowship and its respective Chapters. While the Fellowship recognizes the obligation of providing spiritual love and union towards all true Christians who may not accept all of these points, the Fellowship welcomes them to our Fellowship gatherings. These men, however, are not eligible for membership in the Fellowship and its Chapters.

The Doctrinal Statement is as follows:

1. We believe in one God with three divine persons in The Holy Trinity: Father, Son and Holy Spirit.
2. We believe that the Son of God, Jesus Christ, became incarnate, was begotten by the Holy Spirit, was born of the Virgin Mary and is both true God and true man.
3. We believe The Holy Bible, in its entirety, to be the inspired Word of God.
4. We believe in the resurrection of the dead, the eternal life of the believer and the separation of the lost.
5. We believe in personal salvation of believers through the shed blood of Jesus Christ.
6. We believe in sanctification by the blood of Christ, in personal holiness of heart and life, and in separation from the world.
7. We believe in the Baptism in the Holy Spirit, accompanied by the physical sign of speaking with other tongues as the Spirit of God gives utterance (Acts 2:4), as distinct from the new birth, and in the nine gifts of the Spirit (1 Corinthians 12), as now available to believers.
8. We believe in Divine healing through faith and that healing is included in the Atonement.
9. We believe in the Christian's hope -- the imminent, personal return of the Lord Jesus Christ.
10. We believe in intensive world evangelization and missionary work in accordance with the Great Commission with signs following.

**Section 4.3 Business Men Defined.** The term 'business man' shall be interpreted broadly such that all men who have been gainfully employed any time during their lifetime are viewed as 'business men' and are eligible to be members of this Fellowship.

**Section 4.4 Ministers of the Gospel.** Men, who are ordained ministers of the Gospel, are welcome. Because this Fellowship is an organization of laymen, ordained ministers of the Gospel who are rendering service as such in a church, worship center, or are affiliated with a religious organization in an official capacity are not eligible to hold elected or appointed office (that is, as a National Director, as a National Director-at-Large, as a Field Representative, as a President, as a Vice President, as a Secretary, or as a Treasurer) at the local, regional or national level in this Fellowship.

**Section 4.5 Membership Dues.** Each Member shall pay annual Membership dues to the Fellowship. Membership dues shall be established and the amount set from time to time by the National Council of Directors. Membership dues shall be payable with the initial application and with annual renewals thereafter. Only dues-paid members shall be eligible to hold office.

**Section 4.6 Secret Ballots.** Voting for Chapter officers and National Directors shall be conducted by secret ballot. Members, Voting Delegates and National Directors in their respective venues may request a secret ballot on any other matter at any time in accordance with 'Roberts Rules of Order', latest edition.

## **ARTICLE V MATTERS AFFECTING NATIONAL DIRECTORS.**

**Section 5.1 Qualifications of National Directors.** National Directors are chosen because they exemplify high standard of character, exhibit conduct above reproach, and maintain a strong commitment to Jesus Christ. It is understood that continuing retention on the National Council of Directors presumes ongoing consent with the Doctrinal Statement. Only those National Directors who are committed to being active laborers in the Fellowship should be considered for nomination as a National Director. National Directors are expected to attend most meetings of the National Council of Directors, provide oversight to the Chapters within their jurisdiction, and give direction, prayer, and leadership to the Vision and mission of **Full Gospel Business Men's Fellowship in America**.

**Section 5.2 Nomination and Election of National Directors.** Except as provided by law, National Directors shall be elected on the basis of their qualifications for the position without regard to race, color, age, national origin, or physical disability. Except for the five National Directors elected by the initial National Directors at the Organizational Meeting, all future National Directors shall be elected by secret ballot by a majority of the Chapter Delegates from Chapters within the State or Area in which the National Director serves. Area shall be defined as a major portion of a large populous state. Each nominee for a position of National Director shall affirm his consent to be a National Director by executing a Consent Statement.

The process of nominating and electing National Directors shall be as follows:

(1) All notices as required by the election process for National Directors shall be delivered in accordance with Section 10.1 (relating to the delivery and form of notices);

(2). On or before September 15 each year preceding the expiration of a term of a National Director, the Regional Vice President (see Section 6.6 and Section 8.1) shall give notice to the Chapters within the State or Area in which the National Director serves (see Section 10.1), that the subject position will be open as of December 31;

(3) In the alternative, if a position opens (a) due to death, resignation, inability, removal, disqualification of the National Director, or (b) due to the establishment of a new position pursuant to Section 5.3, the Regional Vice President shall give notice to the Chapters of the State or Area that a position is open for nominations;

(4) Then, sixty days prior to a scheduled date for the election of a National Director, the Chapters of the State or Area may submit to the Regional Vice President in writing the names and addresses of nominees for their State or Area;

(5) Then, forty-five days prior to an election, the Regional Vice President shall give notice to the Chapters of the State or Area of the slate of qualified nominees who have met the criteria as established by these Bylaws and by the policies of the Fellowship. Balloting shall be by mail.

(6) In the event that a State or Area has only one qualified candidate for election as a National Director, then that candidate shall be declared elected by acclamation.

Except under the condition wherein the State or Area is replacing a retiring National Director, the term of office of a newly elected National Director shall begin immediately upon election.

**Section 5.3 Number and Allocation of Positions for National Directors.** The number of National Directors which shall constitute the National Council of Directors may be set by the National Council of Directors at any annual or special meeting, but such number shall not be less than three persons nor more than seventy persons. No reduction in the number of National Directors shall have the effect of removing any National Director prior to the expiration of his term of office, except as provided in Section 5.7 (relating to removal of National Directors). National Directors shall be appointed for terms not exceeding three years; said terms shall end on December 31 and may be renewed for an additional term or terms, and shall continue until his successor shall have been qualified and elected.

Positions for National Director shall be allocated by a formula such that there shall be one National Director for each state that has two or more active chapters, then the remaining balance of the positions shall be allocated *pro rata* based upon membership in those states or areas divided by the aggregate membership in the United States of America. While making the calculations to allocate the positions available under the *pro rata* membership formula, a percentage greater than fifty percent shall be rounded to one whole position.

Consideration shall be given such that the positions held by the National and Regional officers (who by definition are National Directors) will be outside the allocation formula, that is, not less than three nor more than fourteen positions shall be set aside for National Officers and Regional Vice Presidents without regard to their location.



**Section 5.4 National Directors-at-Large.** Men, who are committed to being active laborers in the Fellowship, may be appointed as National Directors-at-Large by the National President; said National Directors-at-Large shall render advice, direction, prayer, and leadership to the vision and mission of the Fellowship, may be participating members of Committees, and may attend and participate in meetings of the National Council of Directors. They shall meet the same qualifications as are required for National Directors as stipulated in Section 5.1 (relating to Qualifications). They shall be appointed for terms not exceeding three years; said terms shall end on December 31 and may be renewed. National Directors-at-Large shall have the right to participate in meetings, but shall not have the right to vote.

**Section 5.5 Field Representatives.** Each National Director shall be entitled to appoint Field Representatives; said Field Representatives shall assist the National Director in (a) the oversight of two or more Chapters, or (b) the oversight of special projects and assignments such as the Godmobile Ministry or Broadcast Media. The term of a Field Representative shall be for one calendar year and shall be renewed automatically at the end of each year unless such appointment is revoked in writing on or before December 15.

**Section 5.6 Vacancies.** A vacancy in the National Council of Directors shall exist upon the death, resignation, inability, or removal of any National Director. Any National Director may resign at any time by giving a written notice, which may include fax and e-mail transmissions, to the National President or the National Secretary of this Fellowship. Any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective, provided that the National Council of Directors may reject any post-dated resignation by notice in writing, which may include fax and e-mail transmissions, to the resignor. If the resignation of a National Director is tendered to take effect at a future time, a successor may be elected to take office upon effective date of such vacancy.

Vacancies in the National Council of Directors shall be filled by selection and election in accordance with the provisions in Section 5.2 (relating to election of National Directors). Except as provided in Section 5.7 (relating to removal of National Directors), each National Director so elected shall hold office for the balance of the unexpired term of his predecessor.

**Section 5.7 Removal of National Directors.** Any individual National Director may be removed from his office for cause (a) by judicial order or (b) at a special meeting called for that purpose; said removal shall be after all disputes pertaining to the removal of a National Director have been carefully examined and settled in accordance with Article IX (relating to Conciliation). A vote to remove shall be taken only by secret ballot and shall require a two-thirds vote of disinterested National Directors.

**Section 5.8 Powers and Duties of the National Council of Directors.** The business and affairs of this Fellowship shall be managed by the National Council of Directors who shall exercise or direct the exercise of all corporate powers as required by law, the Articles of Incorporation, or these Bylaws.

The National Council of Directors shall be responsible for the management of the **Full Gospel Business Men's Fellowship in America**. The National Council of Directors are the *fiduciaries* for the Fellowship; they hold the operation of the Fellowship in trust for the Members. The National Directors may delegate some of the management functions to the officers and employees of the Fellowship, but the acts of the officers and employees are to remain under the control and direction of the National Council of Directors.

All of the following matters shall be brought before the National Council of Directors for action: (1) review of financial arrangements, including opening and closing of corporate accounts, designation and change of corporate officers authorized as signatories, review of investments, and review of financial statements; (2) approval of material (meaning significant) contracts and leases; (3) policy decisions with respect to expenditure of funds; (4) review and approval of the compensation and employment-related benefits of all 'persons of interest' as defined in the Conflict of Interest Policy and any other employees within the fourth degree of relationship of any National Officer, to verify that such compensation is just and reasonable, such review to be made whenever the compensation is modified or the employment term is extended; (5) appoint annually an Audit Committee to monitor the financial activities of the Fellowship; to assure that the Fellowship complies with the requirements of the Evangelical Council of Financial Accountability, and to appoint independent auditors of the Fellowship; (6) approval of corporate borrowing and corporate investments; (7) approval of the sale, lease conveyance, exchange, mortgage, pledge, or other disposition of corporate assets; and (8) adoption of any plan of affiliation, merger or consolidation; and (9) appoint a replacement of a national officer until the next National Council of Chapter Delegates is convened. .

**Section 5.9 The Executive Committee.** The National Council of Directors may delegate to the Executive Committee any or all of the duties of the National Council of Directors described in Section 5.8, excepting the approval of corporate borrowing and corporate investments; approval of the sale, lease conveyance, exchange, mortgage, pledge, or other disposition of corporate assets; or the adoption of a plan of affiliation, merger or consolidation.

The Executive Committee shall be elected as prescribed in Section 6.6 (relating to Regional Vice Presidents).

The Executive Committee shall meet from time to time on call of the Chair of the Executive Committee or of any two or more members of the Executive Committee. Notice of such meeting, stating the place, day, date, and time thereof, shall be served on each member of the Committee in accordance with Section 10.1 (relating to delivery and form of notices) to his address on the records of this Fellowship at least ten business days before the meeting. Such notice must state the purpose of the meeting. Notice, however, need not be given to any member, who attends in person or who, in writing executes and files a waiver of notice with the record of the meeting either before or after the such meeting. No notice need be given of a recessed meeting of the Committee.

Meetings of the Executive Committee may be held by teleconference or at such place or places anywhere that the Executive Committee shall determine, or that may be specified or fixed in the notice or waivers thereof. The Committee may fix its own rules of procedure, however, its members may request a secret ballot on any matter at any time in accordance with 'Roberts Rules of Order', latest edition. The Committee shall keep a record of its proceedings, and shall report these proceedings to the National Council of Directors at its next regular meeting held after such Committee meeting.

**Section 5.10 Compensation of National Directors.** It shall be understood that National Directors undertake their responsibilities on a volunteer and sacrificial basis. Any exceptions to this standard with respect to travel expenses for transportation, lodging, and business meals must be authorized by the National Council of Directors.

**Section 5.11 Meetings of the National Directors.** An annual meeting of the National Council of Directors is required by statute. It may be held at such time and at such place as shall be determined by the National President. Special meetings of the National Council of Directors may be called for any purpose or purposes in accordance with the provisions of Section 10.1 (relating to delivery and form of notices) at any time by the National President or by the National Secretary upon the written request of any three or more National Directors.

The call for all annual and special meetings shall include the agenda, as well as the discussion and reference materials related to the subject matters on the Agenda.

**Section 5.12 Directories of the National Directors.** The National Office shall publish annually a Directory of all National Directors, including National Directors-at-Large; said Directory shall be available on or before January 31 each year.

**Section 5.13 Quorums.** A majority of the National Directors at a meeting shall constitute a quorum for the transaction of business. Proxy votes shall not be counted when establishing a quorum.

The act of a majority of the National Directors present at any meeting at which a quorum is present shall be an act of the National Council of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If, however, a quorum shall not be present at any meeting of National Directors at the outset, those National Directors that are present or represented and entitled to vote shall have the power to recess the meeting from time to time and set a new place, day, date and time of the meeting without further notice other than an announcement at the suspended meeting, until a quorum shall be present. At such reconvened meeting at which a quorum shall be present any business may be transacted that might have been transacted at the original meeting.

**Section 5.14 Proxies.** Given that the National Director has received the Agenda materials on a timely basis and has had reasonable time to evaluate the subject matter and form an opinion, said National Director may transmit a proxy in writing to the National Secretary. Said proxy,

however, must clearly convey specific instructions on each individual matter such that the National Secretary can execute the proxy and enter a valid vote on behalf of the National Director.

## **ARTICLE VI MATTERS AFFECTING OFFICERS**

**Section 6.1 Designation.** The officers of this Fellowship shall consist of a National President, a National Secretary, a National Treasurer, and may include one or more Regional Vice Presidents and other officers and agents as the National Council of Directors by resolution shall designate.

**Section 6.2 Election.** The National Council of Delegates at its Annual Council, or any special council called for the purpose of electing officers, shall elect by secret ballot a National President, a National Treasurer, and a National Secretary. At the discretion of the National Council of Directors, the National Council of Delegates may elect other officers or agents of this Fellowship and on such terms it deems desirable, necessary, or appropriate. Except in the event of removal by the National Council of Directors, death, resignation, inability, disqualification, or abolition of an office, the officers and agents shall hold office until the next Annual Council, their successors are chosen and qualified or for such other period as the National Council of Directors may determine.

**Section 6.3 Compensation and Employment-related Benefits of Officers.** It is anticipated that the Fellowship will employ persons whose salaries, employment-related benefits, and other expenses shall require the disbursement of funds. It shall be understood, however, that National Officers undertake their responsibilities largely on a volunteer and sacrificial basis. Any exceptions to this standard with respect to travel expenses for transportation, lodging, and business meals must be authorized by the National Council of Directors. In keeping with the Preamble of these Bylaws it shall be the policy that a cumbersome, expensive and complicated organization shall be avoided.

**Section 6.4 Vacancies and Removal.** A vacancy in any office because of death, resignation, inability, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular elections to such office, unless two-thirds of the National Directors vote to abolish such office, if such office is not required by the Articles of Incorporation or by statute.

Any officer or agent, not required by the Articles of Incorporation or by statute, may be removed or any office abolished at any time by the affirmative vote of two-thirds of the National Council of Directors, whenever in its judgment the best interests of this Fellowship will be served thereby.

Any officer or agent may resign at any time by giving written notice, which may include fax and e-mail transmissions, to the National President or the National Secretary of this Fellowship. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless specified therein, the acceptance of such resignation shall not be necessary to

make it effective, provided that the National Council of Directors may reject any post-dated resignation by notice in writing, which may include fax and e-mail transmissions, to the resignor.

This Section shall not affect the contract rights of this Fellowship or any officer or agent. Election or appointment of an officer or agent shall not of itself create contractual rights.

**Section 6.5 National President.** The National President shall be the Chief Executive Officer of this Fellowship and shall have general policy direction of the business of this Fellowship. In the absence of a Chair, the National President shall preside at meetings of the National Council of Directors and National Council of Chapter Delegates; he shall be *ex officio* member of all standing committees, unless the National Council of Directors shall designate otherwise; and he shall have general management and direction of the business of this Fellowship and all powers ordinarily exercised by a chief executive officer. The National President shall have the authority to sign or countersign all contracts and other instruments of this Fellowship, except in those cases in which the law or the National Council of Directors has reserved or delegated the execution of the contracts and other instruments to another officer or agent of this Fellowship. He shall perform all other such duties as are incident to the office or are delegated by the National Council of Directors.

**Section 6.6 Regional Vice Presidents.** One or more Vice Presidents may be elected by the Chapter Delegates within their Regions and shall serve on the Executive Committee of the Fellowship (see Section 8.1). If one or more be elected, then the Vice Presidents shall make reports to their Regions as may be appropriate and shall perform such other duties as the National Council of Directors shall delegate and assign. In the absence or inability of the National President, the Vice President, or if there is more than one Vice President, then the Vice President designated as 'Executive' or the Vice President senior in age, [a] shall preside at meetings of the National Council of Directors, [b] shall assume the duties of National President and manage the business, and [c] shall assume all of the powers ordinarily exercised by a chief executive officer.

**Section 6.7 National Secretary.** The National Secretary shall attend all meetings of the National Council of Directors and National Council of Chapter Delegates, or cause to be recorded, all votes and the minutes of all proceedings, and shall perform like duties for standing committees when required. He shall give, or cause to be given, notice of meetings of National Directors and shall perform such other duties as may be prescribed by the National Council of Directors or National President. Unless otherwise provided by the National Council of Directors, the National Secretary shall have authority to affix the corporate seal to any instrument requiring a seal, and when so affixed it shall be attested by his signature or by the signature of an Assistant National Secretary. The National Council of Directors may give general authority to any officer to affix the seal of this Fellowship and to attest the affixing by his signature.

**Section 6.8 National Treasurer.** The National Treasurer shall see that all of the monies of this Fellowship received and disbursed are properly recorded in the records of this Fellowship and, subject to direction of the National Council of Directors, shall safely keep all securities and valuables of this Fellowship. The National Treasurer shall, from time to time, make such reports to the officers and the National Council of Directors and National Council of Chapter Delegates, as may be required and shall perform such other duties as the National Council of Directors or the National President shall delegate. In the absence of the National Treasurer, the duties of the National Treasurer shall be fulfilled by another officer as the National Council of Directors shall designate.

**Section 6.9 Chair.** The Chair of the National Council of Directors, if one be elected, shall preside at meetings of the National Council of Directors and National Council of Chapter Delegates, shall make reports to the National Directors as may be appropriate, and shall perform such other duties as the National Council of Directors shall delegate and assign. In the absence or inability of the National President or any Vice President, the Chair shall assume the duties of Chief Executive Officer and exercise such duties in the general management of this Fellowship and assume all of the powers ordinarily exercised by the Chief Executive Officer of this Fellowship.

**Section 6.10 Other Officers.** Other officers and agents appointed by the National Council of Directors shall exercise such powers and perform such duties as shall be determine from time to time by the National Council of Directors, except such duties as shall be exclusively reserved to the National Council of Directors by statute, the Articles of Incorporation, or these Bylaws.

Unless otherwise specified by the National Council of Directors, any Assistant National Treasurer or Assistant National Secretary shall have authority to exercise any powers delegated to them by the National Treasurer or National Secretary, respectively. In the absence or inability of the National Secretary or National Treasurer, the Assistant National Secretary or Assistant National Treasurer, respectively, shall assume all powers and discharge all duties ordinarily exercised by such officer.

## **ARTICLE VII, MATTERS AFFECTING CHAPTERS**

**Section 7.1 Chapters.** Any local group of seven or more qualified men may organize a local chapter and apply for affiliation with the **Full Gospel Business Men's Fellowship in America**. Such Application for Affiliation shall be made on forms approved by the National Secretary. In addition to any items stipulated by the National Secretary, the Application shall contain the following:

- (1) A statement that all individuals of the applying group believe in and adhere to all points of the Doctrinal Statement as identified in Section 4.2 of these Bylaws. No individuals will be admitted who do not so adhere.
- (2) A copy of a resolution that indicates that the group has requested affiliation with the **Full Gospel Business Men's Fellowship in America**.

- (3) A list of all the members in the group stating name of member, occupation, postal address, telephone numbers, and e-mail address, if any.
- (4) A person shall be a Member of only one chapter, but may attend any Chapter meeting in any location at any time.

The National Council of Directors shall have sole authority in granting or rejecting applications for affiliation by chapters, in canceling affiliation for any chapter for causes deemed sufficient, and for all other matters except those local matters which are internal to a chapter.

**Section 7.2 National Council of Chapter Delegates.** The National Council of Chapter Delegates is the ultimate authority in the affairs of the **Full Gospel Business Mens Fellowship in America**. The National Council of Chapter Delegates shall be defined as the aggregate total of all Chapter Delegates duly assembled at a National Convention for the purpose of electing National and Regional Officers and taking action on such other matters as deemed necessary for the good and well-being of this Fellowship. They shall consider and act upon amendments to the Articles of Incorporation, these Bylaws, or any other business of the Fellowship which may be referred to them by the National Council of Directors.

A special meeting of the National Council of Chapter Delegates may be convened by the National President when approved in advance by a majority of the National Directors.<sup>2</sup>

**Section 7.3 Delegate Votes.** A Chapter is entitled to two (2) delegate votes. Each Chapter shall elect from among its dues-paid Members two Delegates who shall become Voting Delegates at the National Council of Chapter Delegates of the Fellowship. A Chapter Delegate may cast his ballot in person or by proxy; said ballot vote shall be in accordance with the instructions and directions of his Chapter. A Delegate attending the National Council of Delegates meeting must have a delegate letter or certification; said Certificate shall display the Chapter Name and Number and the Delegates Name, and shall be signed and dated by any one of the following officers: Chapter President, Chapter Secretary, or the National Director who has responsibility for the Chapter.

A Chapter may transmit its proxy votes in writing to any dues-paid Member of Full Gospel Business Men's Fellowship in America. Said proxy vote, however, must clearly convey specific instructions on each individual matter such that the proxyholder can execute the proxy and enter valid proxy votes on behalf of the Chapter. Whether said voting instructions of the Chapter are delivered to its Chapter Delegates or to the National Secretary, said instructions shall be followed for two successive votes or until the position of the Chapter has been overruled by majority of the Delegates. Thereafter, the proxyholder may exercise his good judgment and cast

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<sup>2</sup> Demos Shakarian, our Founder, promised, in a letter to the USA Officers dated June 19, 1991, that the Chapter Delegates would have the final say in all Fellowship matters. These Bylaws shall continue to honor that promise.

his proxy-vote as he deems appropriate and beneficial for the well-being of the ministry of FG/America.<sup>3</sup>

**Section 7.4 Directory of Chapters.** The National Office shall publish biennially a Directory of all Chapters within the United States of America; said Directory shall be available on or before March 30 of even-numbered years.

## **ARTICLE VIII MATTERS AFFECTING REGIONS**

**Section 8.1 Matters Affecting Regional Representation.** Initially, the **Full Gospel Business Men's Fellowship in America** shall operate as one Region. As the Fellowship expands across the nation, the Fellowship shall organize by Region in order to assure representation from each region. Each Region shall be represented on the Executive Committee by a Regional Vice President duly elected by the Chapter Delegates from that Region. Eventually, the United States of America shall be divided into seven (or twelve) Regions as follows.

Pacific Northwest Region,  
Pacific Southwest Region,  
Mountain Region,  
Midwestern Region,  
Northeastern Region,  
Midatlantic Region,  
Southeastern Region, and  
Others, as may be established.

The duties of the Executive Committee are defined in Section 5.9 of these Bylaws.

## **ARTICLE IX CONCILIATION AND ARBITRATION OF DISPUTES**

**Section 9.1 Conciliation and Arbitration.** Conciliation and arbitration are an essential condition of serving as a National Director or as an officer of this Fellowship.

**Section 9.2 The Holy Bible is the Inspired Word of God.** National Directors and National Officers accept The Holy Bible as the inspired Word of God. Further, said National Directors and National Officers believe that God would have disputes resolved with one another within the 'body of believers' and that National Directors and National Officers be reconciled in relationships in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, and Matthew 18:15-20.

**Section 9.3 Resolution Procedures.** Accordingly, National Directors and National Officers shall be bound to resolve in private meetings any dispute or controversy that arises between them pursuant to Matthew 5:23-24 and Matthew 18:15. If, however, said dispute is not resolved

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<sup>3</sup> The first two sentences of the second paragraph were amended by the National Council of Chapter Delegates on May 22, 2010; the purpose of which was to broaden the kind of proxy holders a Chapter may use. The last two sentences of the second paragraph of Section 7.3 were added by the National Council of Chapter Delegates on April 12, 2007; the purpose of which was to give the proxy holders more discretion after the first two votes.



privately, then the dispute or controversy will be settled by Biblically-based mediation and, if necessary, legally binding arbitration, in accordance with the *Rules of Procedure for Christian Conciliation* (Rules) of the Institute for Christian Conciliation, a division of Peacemaker Ministries (rules available at [www.HisPeace.org](http://www.HisPeace.org)), or such other rules as may be substituted by the National Council of Directors. The National Directors and National Officers of this Fellowship agree that these methods shall be the sole remedy for any dispute or controversy between them and, to the full extent permitted by applicable law, expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision, or to enforce this dispute resolution agreement. Any mediated settlement agreement, or arbitrated decision hereunder shall be final and binding, and fully enforceable according to its terms in any court of competent jurisdiction.

## **ARTICLE X NOTICES AND WAIVERS**

**Section 10.1 Delivery and Form of Notices.** Whenever, under the provisions of the statutes or the Articles of Incorporation or of these Bylaws, notice is required to be given, said written or printed notice, including fax and e-mail transmissions, shall state (a) the place, day, date, and time of a meeting; or (b) the need for a specific action by a National Officer or Chapter Delegate. The notice shall be delivered at the direction of the National President, the National Secretary or other officer calling the meeting or calling for the specific action either [a] by mail of the United States Postal Service, or [b] by personal hand-delivery, or [c] by telecommunication methods, including fax and e-mail transmissions; or [d] by express services other than United States mail. If said notice is mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, with the United States Postal Service addressed to the members of the National Council of Directors at their last known address as it appears on the records of this Fellowship. If said notice is delivered by any method other than via the United States Postal Service, then such notice shall be deemed to be delivered when RECEIVED by said National Director, National Officer, or Chapter Delegate in hand or at his last known address as it appears on the records of this Fellowship.

**Section 10.2 Notice of Meetings of National Directors.** Except in the case of a National Emergency duly declared by governmental officials, notices shall be delivered to each member of the National Council of Directors in accordance with Section 5.11 (relating to meetings), and Section 10.1 (relating to delivery and form of notices) not less than thirty calendar days nor more than sixty calendar days before the date of any regular or special meeting. Notice of the time and place of holding any reconvened meeting of National Directors need not be given if such time and place be fixed at the recessed meeting.

**Section 10.3 Attendance at Council.** Attendance of a National Director at a National Council of Directors shall constitute a waiver of notice of such meeting, except where such attendance is done for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called or convened.

**Section 10.4 Waivers.** Whenever any notice whatever is required to be given under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, which may include fax and e-mail transmissions, duly signed by the person entitled to said notice either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 10.5 Consent Memorandum.** Any action as permitted by applicable law, by the Articles of Incorporation, or by these Bylaws at any meeting of the National Directors may be taken without a meeting if a Consent Memorandum sets forth the action or actions taken and said memorandum is signed by all of the National Directors entitled to vote with respect to the subject matter thereof. The Consent Memorandum, which shall have the same effect as a unanimous vote of the National Directors, shall be filed in the minute book of this Fellowship.

## **ARTICLE XI INDEMNIFICATION**

**Section 11.1 Personal Liability Exempted.** No National Director, National Officer, or agent of this Fellowship shall be personally liable to this Fellowship for monetary damages for breach of fiduciary duty as a National Director, National Officer or agent.

**Section 11.2 Indemnification.** This Fellowship may indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this Fellowship) by reason of the fact that the person is or was a National Director or officer of this Fellowship or fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to any employee benefit plan of this Fellowship, or serves or served at the request of this Fellowship as a National Director or an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other entity.

Such provisions shall not exclude any other provision for indemnification of National Directors, officers and fiduciaries that may be included in any statute, Bylaw, agreement, resolution of National Directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

**Section 11.3 Right to Indemnification.** Provided the National Director, officer, or agent of this Fellowship has acted in good faith and such act was for the benefit of this Fellowship, and subject to provisions of Section 11.5 (relating to circumstances which may deny indemnification), Section 11.6 (relating to conditions precedent), and Section 11.7 (relating to successful defense) of this Article, this Fellowship shall indemnify any National Director or officer who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of or arising from the fact that he is or was serving at the request of this Fellowship, or is or was serving at the request of this Fellowship as a director or functionary of another entity of any type; such indemnification shall include attorney fees, expenses, judgments, fines, and

settlements actually and reasonably incurred by him in connection with such action, suit or proceeding.

Except for acts not in good faith, deliberate misconduct, and acts of gross negligence, indemnification shall be made automatically by this Fellowship.

**Section 11.4 Determination of Right to Indemnification.** Subject to Section 11.6 (relating to conditions precedent) and Section 11.7 (relating to successful defense), indemnification shall be made by this Fellowship, unless it be determined by a majority of the members on the National Council of Directors consisting of National Directors who were not parties to such action, suit, or proceeding, or if a quorum is not obtainable, or even if obtainable, a quorum of disinterested National Directors so directs, by independent counsel in a written opinion, that indemnification of the person who is or was an officer, National Director, or agent, or serving at the request of this Fellowship, as an appointed representative of another entity, is not proper in the circumstances because he has not acted in good faith, has exhibited deliberate misconduct, or acted with gross negligence.

**Section 11.5 Circumstances Which May Deny Indemnification.** No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or deliberate misconduct in the performance of his duty to this Fellowship, unless and only to the extent that, a court of competent jurisdiction shall determine, in view of all the circumstance of the case, such person is fairly and reasonably entitled to be indemnified for such expenses and fees which the court shall deem proper.

**Section 11.6 Condition Precedent to Indemnification.** Any National Director, officer, or agent of the Fellowship who desires to receive the benefits otherwise conferred by this Article shall notify this Fellowship in writing promptly, which may include fax and e-mail transmissions. Said notification shall state that he has been named a defendant in an action of a type subject to the provisions of this Article. The notice shall be directed to the National President and the National Secretary of this Fellowship. If, however, the notification is from the National President, then such notification shall be delivered to the National Secretary and one other officer or agent of this Fellowship. Failure to give adequate notice shall entitle the National Council of Directors to deny, in whole or in part, indemnification in their sole discretion on the basis that such failure was prejudicial to this Fellowship in the circumstances.

**Section 11.7 Successful Defense.** Notwithstanding any other provision of Section 11.3 (relating to determination of right to indemnification), but subject to the provisions of Section 11.6 (relating to conditions precedent), if a National Director, officer, employee, or agent, is successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by the accused in connection therewith.

**Section 11.8 Liability Insurance.** At the discretion of the National Council of Directors, this

Fellowship may purchase and maintain liability insurance on behalf of National Directors, officers, employees, agents, or representatives of this Fellowship against liability asserted against him or her and incurred by such person in any capacity or arising out of such representation whether or not this Fellowship would have the power to indemnify against such liability under the provisions of this Article.

**Section 11.9 Former Officers, National Directors, Agents, or Employees.** The indemnification provisions of this Article shall be extended to any person who has ceased to be a National Director, officer, employee, agent, or representative and shall inure to the benefit of heirs and personal representative of such persons.

**Section 11.10 Purpose and Exclusivity.** The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the National Council of Directors, or otherwise.

## **ARTICLE XII ADMINISTRATIVE PROVISIONS**

**Section 12.1 Fiscal Year.** The fiscal year end and tax year end of this Fellowship shall be December 31.

**Section 12.2 Financial Accountability.** It shall be the policy of this Fellowship to operate in compliance with the rules and regulations of the **Evangelical Council on Financial Accountability**.

**Section 12.3 Matters Relative to Section 501(c)(3) of the Internal Revenue Code .** Upon dissolution or final liquidation of this nonprofit Fellowship, assets of this Fellowship shall be distributed, upon authorization and by direction of the National Council of Directors to an organization having purposes similar to **Full Gospel Business Men's Fellowship in America** or to such other charitable organization which is exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. Any such assets not distributed by action of the National Council of Directors shall be distributed by a court with jurisdiction over such matters, as said court shall determine, for the benefit of another qualified religious charity.

Regulation of the internal affairs of this nonprofit, religious corporation shall be in accordance with these Bylaws as may be adopted or amended from time to time by the National Council of Directors in conformity with the laws of the State of Oregon and with Section 501(c)(3) of the Internal Revenue Code, as amended.

**Section 12.4 Parliamentary Procedures.** It is written in **1 Corinthians 14:40**, "**Let all things be done decently and in order.**" Christians should function in a manner consistent with Biblical principles. Procedural matters in connection with the conduct of meetings shall be in accordance with **Roberts Rules of Order, latest edition**. Three or more National Directors

may request that an experienced, nonpartisan parliamentarian be present at any meeting of the National Council of Directors or duly assembled National Council of Delegates.

**Section 12.5 Headings.** The headings contained in these Bylaws are for convenience only and shall not in any manner affect the meaning or interpretation of these Bylaws.

## **ARTICLE XIII MATTERS AFFECTING BYLAWS**

**Section 13.1 Amendment and Repeal.** Except as otherwise provided by law, the power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested exclusively in the National Council of Chapter Delegates.

**Section 13.2 Recordation.** Whenever an amendment or new Bylaw is adopted, a copy thereof shall be kept in the minute book with the original Bylaws, and, if an amendment, a notation placed alongside of the original Bylaw to the effect that it has been amended on the date thereof. If any Bylaw is repealed, the fact of such repeal and the date on which it occurred shall be recorded in the minute book and a notation placed alongside of the original Bylaw to the effect that it has been repealed on said date. If the National Council of Chapter Delegates adopts an all-inclusive Restated Bylaws that incorporates all prior and current amendments and modifications, then such Restated Bylaws shall be placed in the minute book and the obsoleted Bylaws shall be so marked.

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I, the undersigned, being a National Director and National Secretary of **Full Gospel Business Men's Fellowship in America**, a nonprofit religious corporation, do hereby certify the foregoing to be the Bylaws, as amended, of said Fellowship, as adopted by the National Council of Directors on the 7th day of September, 2006 and as amended by the National Council of Delegates on April 12, 2007 and on May 22, 2010.<sup>4</sup>

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Stewart A. Kent  
National Director and National Secretary

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<sup>4</sup> The first two sentences of the second paragraph were amended by the National Council of Chapter Delegates on May 22, 2010; the purpose of which was to broaden the kind of proxy holders a Chapter may use. The last two sentences of the second paragraph of Section 7.3 were added by the National Council of Chapter Delegates on April 12, 2007; the purpose of which was to give the proxy holders more discretion after the first two votes.