

BYLAWS OF WORLDWIDE MISSIONARY EVANGELISM, INC.

ARTICLE ONE OFFICES

The principal office of Worldwide Missionary Evangelism, Inc., hereinafter referred to as the "Corporation", shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

ARTICLE TWO TENETS OF FAITH AND DOCTRINE

The Corporation accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts these fundamental Tenets of Faith and Doctrine.

- We believe the Bible to be the only inspired, infallible, and authoritative Word of God.*
- We believe in one God who reveals Himself as Father, Son and Holy Spirit.*
- We believe in the deity of Jesus Christ, in His virgin birth, in His atoning death, in His bodily resurrection, and in His ascension to the right hand of the Father.*
- We believe in evangelistic and missionary fervor and endeavor.*
- We believe in salvation through the redeeming blood of Christ.*
- We believe in water baptism by immersion.*
- We believe the believer is kept by the power of God through faith unto salvation.*
- We believe that divine healing is available on the basis of the atonement.*
- We believe in sanctification and holiness of heart and overcoming life as Scriptural requirements for believers.*
- We believe in the baptism of the Holy Spirit, the manifestation gifts, the five-fold ministry, and end-time revival.*
- We believe in Christ's personal return in power and great glory, in His reign, and everlasting dominion.*
- We believe in the resurrection of both the saved and the lost, those who are saved unto resurrection of eternal life and those who are lost unto the resurrection of eternal punishment.*

ARTICLE THREE MEMBERS AND ASSOCIATES

Section 1. Members.

- A. *The Corporation offers two types of Membership: (i) Ministerial; and (ii) Marketplace Ministry. Ministerial Members are those individuals who desire to be a Member and credentialed as a licensed, ordained or lay minister through the Corporation. Marketplace Members shall consist of those individuals which are in the business world and desire to impact the world with the Gospel but do not feel called to be a minister. Each Member, regardless of type, shall have one (1) vote on any matter to be submitted to the Membership in accordance with these Bylaws. These Bylaws shall hereinafter refer to both Ministerial and Marketplace Ministry Members collectively as “Members” or “the Membership.”*
- B. *Individuals may become part of the Membership of the Corporation by successfully completing an application process and paying an application fee. The application process and any fees payable by the Membership shall be determined by the Board of Directors. At a minimum, the application process shall involve an interview and a referral from an individual currently in the Membership of the Corporation.*
- C. *The Membership of the Corporation shall be given annual financial reports for the Corporation at each annual meeting of the Membership. The Membership shall review the financial statements and ratify such statements absent a concern as to the accuracy of the financial statements.*
- D. *The Board of Directors shall not amend the Articles of Incorporation or the Bylaws of the Corporation without the approval of the Membership. The Corporation shall also obtain approval from the Membership prior to a dissolution or transfer of substantially all of the assets of the Corporation.*
- E. *The Membership shall have an annual meeting at a time and place set by the Board of Directors. The Board of Directors shall provide notice of the time and place of the annual meeting at least ten (10) days prior to such meeting to the Membership by written communication or electronic mail.*
- F. *A special meeting of the Membership may be called by the Board of Directors under the same notice provisions as set forth in Section 1(D) above.*
- G. *The Membership present at a duly organized meeting shall constitute a quorum regardless of the number of Membership actually present. A majority of the Membership present at a meeting shall be required to approve any business. The use of proxy voting shall not be allowed for the Membership.*
- H. *The Board of Directors, by affirmative vote of a majority of the members of the Board, may suspend or expel an individual from Membership for any of the following reasons:*
 - i. *Unscriptural conduct;*
 - ii. *Insubordination to the Corporation’s leadership as determined by the*

Board of Directors;

- iii. Departure from the Tenets of Faith of the Corporation;*
- iv. Failure to renew membership or pay dues.*
- I. Any individual in the Membership who is suspended or expelled may be reinstated, in the sole discretion of the Board of Directors, if the individual has shown genuine repentance and successfully completed a process of restoration. The restoration process shall be determined by the Board of Directors on an individual basis and shall be consistent with the grounds of suspension or expulsion.*
- J. Any individual in the Membership may resign by filing a written resignation with the Board of Directors or a person appointed by the Board to handle such matters.*
- K. Membership is neither transferable nor assignable.*
- L. The voting Membership is limited to individuals. While individuals in the Membership may represent other organizations, the organization itself shall not have a vote as part of the Membership.*

Section 2. Associates.

- A. The Corporation provides other organizations the opportunity to join in fellowship and create a network of churches, ministries, missionary organizations, and other evangelistic entities sharing the same beliefs and goal to spread the Gospel throughout the world and fulfill the Great Commission. To this end, the Corporation offers other organizations the opportunity to fellowship as Associates. Associates are corporate entities desiring to join the Corporation in fulfilling its mission and are separate and apart from the Membership offered to individuals and offers no voting rights in the Corporation. Associates are those organizations which want to be in fellowship with the Corporation by virtue of their shared beliefs and goals but have or will obtain their own determination of tax exempt status with the Internal Revenue Service.*
- B. Termination of Association. The Board of Directors, with or without cause, may terminate the Associate status of an entity at any time. The Board of Directors shall give the Board of Presbyters, either as a whole or a particular region, the opportunity to provide advice and counsel on any such termination. However, the Board of Directors decision shall be final and in the sole discretion of the Board of Directors.*

**ARTICLE FOUR
BOARD OF DIRECTORS**

Section 1. General Powers.

The affairs of the Corporation shall be managed by the Board of Directors, whose members shall have a fiduciary obligation to the Corporation.

Section 2. Number, Term, and Qualifications.

The number of Directors shall be no less than three (3) with no more than twenty-five (25). The term for Directors shall be for three (3) years except the President shall serve a term of five (5) years.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any contrary designation in the resolution.

Section 4. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice.

Notice of the regular or any special meeting of the Board of Directors shall be given by written or electronic mail to each Director at least ten (10) days prior to the meeting. The attendance of a Director at any 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 any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum.

A majority of the total number of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the total number of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Board Decisions.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies, Additions, Elections, and Removal.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the President with

the advice of the remaining Directors. Directors shall be removed by a majority vote of the remaining Board of Directors. Any removal of a Director shall require a special meeting of the Board of Directors with notice to each Director including the purpose of such meeting.

Section 9. Member from Board of Presbyters.

At least one member of the Board of Directors shall be chosen by the Board of Presbyters. The Board of Presbyters shall nominate a candidate by secret ballot. The President of the Corporation shall appoint the Director representing the Board of Presbyters from those candidates nominated by the Board of Presbyters. The member of the Board of Directors nominated by the Board of Presbyters and appointed by the President shall serve a term of three (3) years and be subject to removal only by majority vote of the Board of Presbyters.

Section 10. Compensation.

Directors, as such, shall not receive any salary, or other compensation for their services. The Corporation may reimburse Directors for substantiated expenses reasonably incurred by Directors on behalf of the Corporation.

ARTICLE FIVE OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President (also referred to as Chairman), a Secretary, a Treasurer, one or more vice-presidents, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Two or more offices may be held by the same person, except that the offices of president and secretary may not be held by the same person. There are no term limits; officers may serve as many succeeding terms as the body electing such officer deems to be in the best interest of the Corporation.

Section 2. Election and Term of Office.

The officers of the Corporation, other than the President who serves a five (5) year term, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal.

- (a) *Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.*
- (b) *In the event the President engages in unscriptural conduct or departs from the tenets of faith outlined in these Bylaws, the President may be removed by a majority vote by the combined Board of Directors and Board of Presbyters. The vote of the combined Board of Directors and Board of Presbyters shall be held at a duly noticed meeting after the President is given the opportunity to address the charges.*

Section 4. Vacancies.

A vacancy in any office, except that of President, because of death, resignation, removal, disqualification, or otherwise, the Board shall fill said position by majority vote and a new officer shall be elected at the following annual meeting of the Board of Directors. In the event the vacant position being filled is that of the President, the Vice-President shall serve as the interim President and a new President shall be elected as follows:

- (a) *The Board of Directors shall select a candidate by majority vote;*
- (b) *The Board of Directors shall present the candidate to the Board of Presbyters for approval;*
- (c) *Upon a majority vote in favor of the candidate by the Board of Presbyters, the name of the candidate shall be provided to all individuals in Membership by regular mail along with notice of a duly called meeting for the purpose of voting on the candidate;*
- (d) *At a duly organized meeting for the purpose of voting on the candidate for President of the Corporation, a majority vote of the Membership in favor of the candidate shall be required for the election of the new President.*

Section 5. Powers of Officers.

- (a) *The President:*

The President shall be the chief executive officer of the Corporation. He shall be a continuing member of the Board of Directors. He shall have general management authority over the business of the Corporation and general supervision over the other officers. He shall preside at all meetings of the Board of Directors as Chairman of the Board and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board of Directors to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. He shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and

other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

He shall be designated attorney-in-fact for the Corporation by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to carry on the work of the Lord properly.

(c) The Vice-President:

The Vice-President shall perform the duties and exercise the powers of the President in case of his removal from office, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors.

(c) The Secretary:

The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees, when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board of Directors. He shall have custody of the seal to all authorized documents requiring a seal. He shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of secretary and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d) The Treasurer:

The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as Treasurer and of the financial condition of the Corporation. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

(e) Delegating Powers to Other Officers:

In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Board of Directors, the Board of Directors may delegate his duties and powers to any other officer, or to any Director.

ARTICLE SIX COMMITTEES AND BOARD OF PRESBYTERS

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Any committee of the Directors shall contain at least two (2) members of the Board of Directors as members of the committee.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interests of the Corporation shall be served by such removal.

Section 3. Board of Presbyters.

A Board of Presbyters shall be appointed as set forth below. It shall be the responsibility and privilege of the Board of Presbyters to provide Godly counsel to the President and the Board of Directors as well as provide regional representation of the Corporation. Presbyters shall each serve a term of three (3) years staggered so no more than one quarter (1/4) of the total membership of the Board of Presbyters is appointed in any given year. There shall be no less than ten (10) and no more than forty (40) members on the Board of Presbyters. Members of the Board of Presbyters shall be appointed by the Board of Directors and may be removed by a majority vote of the Board of Directors.

The Board of Directors shall establish regions throughout the United States and abroad as necessary. A member of the Board of Presbyters shall be appointed by the President to serve as the Regional Presbyter for each region. Each region shall have annual meetings for the purpose of facilitating communication and involvement in the Corporation and for the encouragement and growth.

ARTICLE SEVEN MINISTERS

Section 1. Ordination and Licensing.

The Board of Directors may grant ministerial credentials to a person after first examining the applicant's background, moral and religious character, and education the applicant has undertaken. Final determination shall be within the absolute discretion of the Board of Directors.

Section 2. Limitation.

The Board of Directors may, in the discretion of the Board, limit any ministerial credentials to an area of special emphasis. The following areas, although not exclusive, are recognized by the Board of Directors:

- (a) Music;*
- (b) Youth;*
- (c) Christian education; and*
- (d) Outreach ministry.*

Section 3. Classes of Ministerial Credentials.

The Corporation may confer ministerial credentials in the following three categories:

- (a) Ordained Minister – An Ordained Minister is an individual that has been granted Licensed Minister status by the Corporation for at least one (1) year, have a proven ministry, have demonstrated clear evidence of God's ordination and calling on their life and are active in ministry. An Ordained Minister has all the rights and privileges attending individual's calling in accordance with the laws of the state of the minister's residence. The Corporation may waive the required service as a Licensed Minister with the Corporation, in the discretion of the Board of Directors, for individuals ordained through another organization.*
- (b) Licensed Minister – Licensed Minister status is granted to allow the individual to prove the individual's God-ordained ministry prior to ordination. A Licensed Minister has all the rights and privileges attending the individual's calling in accordance with the laws of the state of the minister's residence.*
- (c) Lay Minister – Lay Minister status is granted to a person who is active in a supportive role in the ministry. Examples of Lay Ministers are: youth leaders, lay counselors, lay chaplains, personal evangelists, etc. Lay Ministers are not eligible for tax benefits available to ministers, as that term is defined by the Internal Revenue Code, such as housing allowance.*

Section 4. Application.

Application for ordination and/or licensing as a minister or lay minister of the Gospel shall be on a form provided by the Board of Directors. The Board of Directors shall

establish policies and procedures to govern the application and review process for all applicants for ordination which shall include a background check on all applicants. Those applicants who are approved shall receive a certificate evidencing the approval. Decisions of the Board of Directors for approval, review, modification or termination of ordination are final and in the Board of Director's sole discretion.

Section 5. School of Ministry.

The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the Treasurer or the President of the Corporation.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation. (Malachi 3:10; Luke 6:38; I Corinthians 16:1-2; II Corinthians 9:6-8)

ARTICLE NINE

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director at any reasonable time for any reasonable purpose.

ARTICLE TEN CONFLICT OF INTEREST

Any Director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

ARTICLE ELEVEN NONDISCRIMINATORY POLICY

Any school operated by the Corporation shall admit students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. The school shall not discriminate on the basis of race, color, national or ethnic origin in administration of its education policies, admissions policies, scholarship and loan programs, athletic programs, or other school administered programs.

ARTICLE TWELVE FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE THIRTEEN DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law), as the Board of Directors shall determine.

ARTICLE FOURTEEN INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, Directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future Revenue Code of the United States of America), or (b) a corporation contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future United States Revenue Law).

ARTICLE FIFTEEN SEAL

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

ARTICLE SIXTEEN AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, subject to the Membership's prior approval of such an amendment as outlined in Article III, Section 1 of these Bylaws. At least ten (10) days written advance notice of said meeting shall be given to each member of the Board of Directors with a clear statement of the purpose of such meeting.