

By-Laws of Barnabas Ministries, Inc.

Adopted September 27, 2002

Article 1.

Name:

The name of this organization is Barnabas Ministries, Incorporated, headquartered at 15 Stewart Street, Hopkinton, Massachusetts, 01748.

Article 2.

Purpose:

The purpose is to expand the Kingdom of God by coming along side pastors, leaders and congregations, guiding them towards spiritual renewal and the unity Jesus prayed for,* leading to transformed lives, ministries and communities.

*(Jesus prayed, "I in them and you in me. May they be brought to complete unity to let the world know that you sent me..."
John 17:23 NIV)

Article 3.

Statement of faith:

We believe:

1. There is one God, eternally existent in three persons: Father, Son and Holy Spirit.
2. The Bible was given by divine inspiration and is the authoritative Word of God.
3. Jesus Christ is the pre-existent and eternal Son of God who entered this world as a human being through birth by the Virgin Mary to become our Savior.
4. He died for our sins on the cross, was buried, rose again, and ascended into heaven where He sits at the right hand of God the Father Almighty.
5. Mankind was created in the image of God to know and enjoy Him, but through the disobedience of our first parents all have become sinners before God and are in need of salvation.
6. We are saved by grace through faith in Jesus Christ, and good works are to follow this as the evidence of our redemption.
7. The Holy Spirit lives in all believers bestowing spiritual gifts, producing spiritual fruit and enabling them to live godly and productive lives.
8. In the spiritual unity of all believers in our Lord Jesus Christ.
9. The purpose of the Christian Church is to seek to evangelize the whole world.
10. Jesus Christ will return to this earth personally and suddenly in power and glory.

Article 4.

Board of Directors:

The officers of the corporation shall be the Executive Director, the Vice-Chairman, the Secretary, the Treasurer, and up to 3 other members as deemed advisable by the Executive Director.

Powers of The Board:

The Board of Directors shall serve the function of lending leadership to the general oversight of Barnabas Ministries, Inc., including fund raising, direction and promotion of the ministry. The Board of Directors shall advise the Executive Director in the areas of finances, administration, all legal matters, hiring staff, purchase of equipment, entering contracts for supplies, equipment, property, and any other items or services needed for the successful operations of Barnabas Ministries

The Board of Directors shall be available on an as needed basis by phone or correspondence. They shall meet as a group quarterly and at the Annual meeting.

Terms of Office:

All members of the Board of Directors shall be asked by the Executive Director to serve for one year, renewable upon the approval of the Executive Director for a total of five years. After one year off the Board individuals may be re-nominated to a position on the Board of Directors.

Election of Board Members:

Members shall be elected to the Board of Directors by a majority vote of the Board in a meeting for that purpose. Nominations to the Board shall be made only by the Executive Director. No board member shall be elected without the approval of the Director.

Article 5.

Executive Director, Officers, And Staff

Section I – Executive Director:

The Executive Director shall be the Chief Executive Officer and serve as a member of the Board of Directors.

Responsibilities Defined:

The Executive Director shall function as the Chief executive officer of the corporation. He shall preside at all business meetings of the Ministry. In his absence the Vice-Chairman will preside.

He shall be responsible for the nomination of candidates to the Board of Directors.

He shall be responsible to choose the members of the Advisory Council of Barnabas Ministries.

He shall be responsible for directing and giving oversight to Barnabas Ministries, including hiring and discharging staff, entering into contracts for services rendered, establishing programs, forming alliances with other Christian Ministries, purchasing materials, etc.

B. Replacement of the Executive Director:

The Executive Director shall serve until such time as he resigns, dies, or the Board of Directors removes him by a 4/5ths majority vote of the entire board in a meeting together called for that purpose. His resignation must be with a 90-day notice given to the Board of Directors. His severance pay shall be 3 months or one week for each year served, whichever is greater.

- 1) The Board of Directors has the responsibility to either find a replacement for the Executive Director or discontinue the Ministry. This decision requires a majority vote of the Advisory Council, and a unanimous vote of the Board of Directors. The election of a new Executive Director shall be by a majority vote of the Advisory Council and a unanimous vote of the entire board in meeting together for this purpose. These two situations are the only incidences where the Advisory Council has the power to exercise a vote on behalf of the corporation.
- 2) Complaints brought against the Executive Director seeking his removal are to be made in writing, signed and delivered to the Board of Directors. No other complaints will be given consideration. A copy of said document is to be given to the Executive Director at the same time it is given to the members of the Board of Directors. If a 4/5ths. majority of the Board of Directors agree there is questionable behavior or question the Executive Director's competence to continue in his position they are responsible to seek to resolve the issue with the Executive Director.

They are required to do so in the following manner: seek from the Advisory Council three of its members to work with them to resolve the issue with the Executive Director. The Board of Directors and the Advisory Council representatives are to lay out a plan of action in accordance with biblical teaching on resolving conflict, confronting sin, etc. If, after every effort has been made for restoration, reconciliation and resolution, the issue is not resolved, the Board of Directors has the final authority of removal of the Executive Director only after consulting with and receiving the vote of the majority of the Advisory Council in session for this purpose. Such removal can only be by a 4/5ths. majority of the Board of Directors meeting together for this purpose.

Section II – Other Officers:

The Vice-Chairman: shall preside at those business meetings of the Ministry when the Executive Director is absent, or when the Executive Director delegates this power to him/her. The Vice-Chairman and the Executive Director shall work in close harmony in establishing the agenda for each business meeting of the ministry and in following up on the decisions made.

The Treasurer: shall have authority to open a bank account in the name of Barnabas Ministries, make deposits and withdraw funds to pay staff salaries, vendors, etc. He/she shall hold and distribute the funds of the ministry in accordance with the guidance of the Executive Director for unbudgeted sums under \$5000.00, and by guidance of the Board of Directors for all unbudgeted sums over this amount. The Treasurer shall submit a report at the Annual

Meeting as well as at quarterly meetings. The Treasurer's books shall be subject to audit on an annual basis prior to the annual meeting of the Ministry.

Financial Secretary: shall have the responsibility to keep accurate records of all income from services rendered, contributions made, sale of materials, etc. He/she shall send thank you notes for one-time gifts to the ministry and an annual statement of contributions made by January 31st for the preceding year in accordance with IRS regulations.

The Secretary: shall keep an accurate record of all ministry business meetings and shall provide a set of notes of said meetings to the members of the Board within 7 days of the meeting. The Secretary shall keep a permanent set of books of all the business meetings and significant decisions of the Ministry, passing these on to his/her replacement within 14 days of the election of a new Secretary.

Section III – Staff:

Additional staff may be employed by the Executive Director as the ministry grows, need arises and the funds are available.

Article 6.

Advisory Council:

Selection:

The Advisory Council shall be composed of people chosen by the Executive Director who know and embrace the vision, objectives, strategies and goals of Barnabas Ministries.

Makeup of the Council:

The Advisory Council will consist of 7 – 15 members, the majority of whom must be pastors and others involved in full-time ministry in a recognized, credible Christian ministry. The remainder may be lay people. One member must always hold the position of Prayer Coordinator for the ministry. The Advisory Council shall be both inter-denominational and non-denominational.

Meetings:

The Advisory Council shall meet at least once each year for a half day to give support, guidance and insight to the Executive Director, share ideas and advise as to the direction of the ministry, and to pray for Barnabas Ministries. They shall also meet with the Executive Director at least quarterly for 2-4 hours. They shall meet with the Executive Director individually (as either deems needed) and as a group on occasions other than those stated above as need and time allows.

Powers:

The Advisory Council has no voting powers in the affairs of this corporation except as defined in Article 5, Section I, B, 2 & 3).

Their purpose is to:

- 1) Support, advise, encourage and be a place of accountability for the Executive Director.
- 2) To act as mediator between the Executive Director and the Board of Directors if needed.
- 3) One or more Advisory Council members may attend any meeting of the Board of Directors if invited by the Executive Director or 3 or more members of the Board of Directors.
- 4) Advisory Council members, selected by the Advisory Council to represent the entire Council, are hereby granted authority as mediators to set a plan of action between the Executive Director and the Board of Directors if and when these two bodies are deadlocked over an issue.
- 5) The Advisory Council is to select three representatives from its members to work with the Board of Directors in all matters of discipline, restoration, reconciliation or replacement of the Executive Director in accordance with Article 5, Section I, B, 3).

Terms of Office:

Members of the Advisory Council shall serve for 1 year at a time with the option of serving a total of 5 consecutive years after which they must step down for at least one year. Members may be reappointed yearly by choice of the Executive Director.

Article 7.

Executive Council:

Selection:

The Executive Council will consist of three members of the Board of Directors including the Executive Director, Vice-Chairman, and a third member selected by the Executive Director.

Purpose:

The Executive Council will serve in conjunction with the Board of Directors. They shall serve the same function as the Board of Directors between the meetings of the Board of Directors within these guidelines:

- 1) They shall implement the decisions previously made by the Board of Directors.
- 2) Actions taken by the Executive Council without the prior authorization of the Board of Directors may be ratified by the Board at their next meeting.

Article 8.

Meetings:

Annual Meeting:

The Annual Meeting of Barnabas Ministries shall be held the first Tuesday of December of each year for the purpose of receiving reports from the members of the Board; adopting amendments to the By-Laws, if any; electing officers; adopting a working budget for the

coming fiscal year; setting dates for the next three quarterly meetings, and acting on any other business which may legally come before it.

Quarterly Meetings:

Regular quarterly meetings of Barnabas Ministries shall be held in March, June, and September. The specific dates to be set at the annual meeting of the Board.

Special Meetings:

A Special Meeting to handle official business for Barnabas Ministries can be held at any time with 2 weeks notice, which includes a verbal communication with each Board Member.

Quorum:

A quorum for these transactions of business shall be three-fourths of the Officers and Board of Directors.

Notice of meetings:

Notice of official meetings of the Board is to be in written form sent by regular mail three weeks before the date of the meeting.

Article 9

Amendments to the By-laws:

These By-Laws may only be amended by a unanimous decision of the members present and voting at the Annual Meeting of the Corporation or at any special meeting of the Board of Directors called for this purpose.

Article 10

Dissolution:

In the seemingly unlikely event that Barnabas Ministries should be dissolved, the following actions must be taken:

1. The Executive Director or Vice-Chairman shall call a meeting of the Board of Directors for the sole purpose of voting to dissolve Barnabas Ministries. A simple 4/5ths majority vote is required.
2. The Executive Director or Vice-Chairman shall file the appropriate Certificate of Dissolution with the Commonwealth of Massachusetts.
3. A letter declaring the dissolution of the ministry shall be sent out, within two weeks of the vote to dissolve the ministry, to the members of the Board of Directors, the Advisory Council, Board of Reference and all individuals and organizations listed in the donor database.
4. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to an organization (s)

with the same or similar vision and objectives, as shall qualify under Section 501© (3) of the Internal Revenue Code of 1954, as amended, to be used in such manner as in the judgment of a Justice of the Supreme Court of the Commonwealth of Massachusetts will best accomplish the general purposes for which this organization was formed.

Article 11.

Miscellaneous items:

Rules Of Order:

Robert's Rules of Order shall govern the business proceedings of this corporation in all cases not specifically covered by these By-Laws.

Fiscal Year:

The fiscal year of Barnabas Ministries shall be January 1 through December 31 each year, with the exception of the founding year of the ministry, which shall be from the date of incorporation through December 31, 2003.

Indemnification of board members:

All members of the Board of Directors of Barnabas Ministries are given Indemnification in accordance with the Resolution of Indemnification contained in the minutes of the meeting of the corporation held on September 27, 2002.

Exempt Activities:

No member of the Board of Directors or staff of Barnabas Ministries shall enter into any activity, contract, financial dealings, etc, in the name of Barnabas Ministries which shall in any way endanger the tax exempt status of Barnabas Ministries. Such forbidden activity shall be sufficient grounds for discipline or dismissal as the board in session for such a purpose shall deem fitting.