

# Apostolic Resource Center

## Policies & Principles

# APOSTOLIC RESOURCE CENTER, INC

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## Articles of Incorporation

The undersigned, The APOSTOLIC RESOURCE CENTER, INC, A Montana Non-Profit corporation, pursuant to resolution duly adopted by its Board of Directors on the 24<sup>th</sup> day of February, 2006, hereby restates its articles of Incorporation, in their entirety, to:

### **Article 1: Name of Corporation**

The name of this corporation is Apostolic Resource Center, Inc.

### **Article 2: Duration of Corporation**

The duration of this corporation shall be perpetual.

### **Article 3: Registered Agent and Office**

The name and address of the registered agent of the corporation is Mark A. Bryant at 11 E. Main Street Suite D, P.O. Box 1371, Bozeman, Montana 59715.

### **Article 4: Type of Corporation**

The corporation is a religious corporation

### **Article 5: Purpose and Clause**

The corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation has all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Montana Nonprofit Corporation Act.

### **Article 6: Members**

The corporation shall have members. Members shall meet the criteria and satisfy the procedures for admission set forth in the corporation's bylaws.

### **Article 7: Liquidation**

Upon the dissolution of the corporation, the Board of Directors must pay or make provision for the payment of all the liabilities of the corporation, and thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section

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501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors determines, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors determines.

### **Article 8: Prohibited Transactions**

**Section 1: No Private Inurement** No part of the net earning or property of the corporation may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. The corporation may not have capital stock or shareholders.

**Sections 2: No Substantial Lobbying** No substantial part of the activities of the corporation may be carrying on of propaganda, or otherwise attempting to influence of legislation.

**Section 3: No Political Campaigning** The corporation may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

### **Article 9: Powers**

Notwithstanding any other provision so these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

### **Article 10: Contingent Restrictions**

**Section 1: Contingent Restrictions** In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article 10 applies and the corporation must: (1) not engage in any act of “self dealing” (as defined in Section 4941(d) of the Internal Revenue Code); (2) distribute its income for each taxable year for the purposes specified in Article 3 herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue

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Code; (3) not retain any “excess business holding” (as defined in Section 4943(c) of the Internal Revenue Code) and subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) and thereby subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

### **Article 11: Limitation of Liability for Directors, Officers, Employees, and Agents**

The corporation shall indemnify and hold harmless each director for liability, as defined in Section 35-2-448, MCA, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. The corporation shall indemnify and hold harmless each officer, employee and agent for liability in accord with the provisions of Section 35-2-452, MCA.

### **Article 12: Amendments**

The corporation may amend these articles in a manner authorized by law at the time of the amendment.

## ARTICLES OF FAITH

### **The Inspiration of Scriptures**

We believe the scriptures of the entire Bible are infallible, inerrant, and inspired by God. The scriptures are God revealing Himself to mankind, and are never wrong when correctly interpreted, and are our guide for faith, belief, and the way we live our lives as disciples of Jesus Christ (**Matthew 24:35; Psalm 119:89; 2 Timothy 3:14-17; 1 Peter 1:22-25; 2 Peter 1:19-21; Hebrews 1:12**).

### **There is Only One True God**

We believe there is only one true God that is eternal, omnipotent, omniscient, and omnipresent. He is the Creator of heaven and earth. He has always existed without any outside cause or agent bringing Him into being **“I AM.”** He reveals Himself through embodying both relationship and association. He is a triune God. In the unity of the Godhead there are three persons God The Father, God The Son, and God the Holy Spirit, equal in every divine perfection and attribute, executing distinct, but harmonious offices, in the great work of redemption (**Deuteronomy 6:4; Isaiah 43:10; Matthew 28:19; Mark 12:29; Luke 3:22; Luke 4:24; John 10:30,38; John 14:11,12; 2 Corinthians 13:14, 1 Timothy 1:17; 1 John 5:7**).

### **The Lord and Savior Jesus Christ**

We believe the Lord Jesus Christ is the Son of God and has always existed. He was begotten of the Holy Spirit, born of the Virgin Mary being fully God and fully man. In order to restore fallen mankind, He died on the cross as a substitute, the Righteous Himself for the unrighteousness of mankind, and He is the atonement for the sins of every person. He was raised from the dead by the supernatural power of God and ascended to heaven, and is now seated at the right hand of God as our Advocate. His return to receive His bride is imminent (**Genesis 3:1-7; Isaiah 53:5-6; John 14:6; Luke 1:26-38; Romans 3:10; Romans 3:23; Romans 5:12-21; 1 Corinthians 15:1-8; 2 Corinthians 5:14-21; Philippians 2:5-11; Hebrews 7:25-28; Titus 2:9-15; 1 Peter 1:19-20**).

### **The Fall and Redemption of Man**

We believe mankind was created good and upright, for God **“created man in His own image, in the image of God He created him; male and female He created them.”** As a result, life from conception through death is a sacred gift from God. However, mankind by willful choice ignored God’s instructions and chose to engage in what was wrong and evil. As a result mankind fell from innocence and goodness because of his sin causing not only physical death, but also spiritual death, which is separation from God. Mankind’s only hope of reconciliation and redemption is through the sacrifice of the life and blood of Jesus Christ on his behalf (**Isaiah 53:6; Genesis 1:26-31; Genesis 3:1-7; John 14:6; Romans 3:10; Romans 3:23; Romans 5:12-21**).

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### **The Salvation of Man**

We believe Salvation is deliverance from spiritual death and habits caused by sin. Man is incapable of saving him-self; salvation is by God's grace alone. Christ died for our sins as a representative and as a substitute sacrifice for all that repent of there sins, confess, believe, and live for Him are justified on the basis of His shed blood. All those who receive by faith that Jesus Christ is Lord are **"born again"** of the Holy Spirit and become the children of God. The Bible refers to this experience as becoming a new creature in Christ Jesus. **"Old things have passed away, all things become new."** (Mathew 7:15-20; John 3:3; Romans 7:4; Romans 8:16; Romans 10:13-15; 2 Corinthians 5:17; Galatians 2:20; James 3:17-18).

### **Water Baptism**

We believe that water baptism by immersion, in the name of the Father, Son, and Holy Spirit is commanded by scripture for all who have repented and put their faith in Christ as their Lord and Savior. In so doing we declare that we have died with Jesus and that we have also been raised with him to walk in newness of life. This is not a saving ordinance, but an outward sign of an inward work through Jesus Christ (Matthew 28:19; Acts 2:38; Acts 10:47; Romans 6:4).

### **Communion**

We believe The Lord's Supper is a time for remembering all that Jesus Christ has done for us in His death, burial, and resurrection as a type through the broken body and the shed blood of our Lord Jesus Christ. It is also a time to look forward to the Marriage Supper of the Lamb. We believe that all believers regardless of church affiliation, may partake in communion (Luke 22:7-22; John 6:48, 51, 53-57; 1 Corinthians 11:23-28; 2 Corinthians 13:5; 2 Peter 1:4).

### **Baptism of the Holy Spirit**

We believe that all believers are entitled to, and should earnestly seek and expect to receive the Baptism of the Holy Spirit. We believe "Baptism of the Holy Spirit" is a definite experience(s), not identical with the new birth conversion. This was the normal experience(s) for believers in the New Testament Church. With this gift revelation is diffused through-out the soul of a believer, resulting in a greater endowment of extraordinary power operating in their soul in order to be an effective witness through the manifestation of the supernatural gifts of the Spirit. (Luke 24:29; John 14:16; Acts 1:4-8; Acts 2:4; Acts 2:38-39; Acts 10:44-46; Acts 19:1-7; 1 Corinthians 3:16; 1 Corinthians 11:26; 1 Corinthians 12:4, 2 Peter 1:4).

### **Divine Healing**

We believe God wants to heal people. We believe that divine healing is active in the lives of His people today through Jesus, Who is the Healer. It is an integral part of the Bible and Christ's ministry. It has already been provided for in the atonement of Christ's death and resurrection. The Bible says in 1Peter 2:24, **"who Himself bore our sins in His body on the tree, that we, having died to sins, might live for righteousness- by those stripes you were healed."** (Isaiah 53:4-5; Matthew 8:16-17; Acts 3:16; James 5:14-16).

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## CONSTITUTION

### **Article 1: Name**

The name of this corporation shall be “**Apostolic Resource Center, Inc.**” In as much as the corporation is an association of credentialed ministers and affiliated churches, it may hereinafter be referred to as the “**ARC.**”

### **Article 2: Purpose**

To operate a non-denominational Christian ministry to glorify God and reaching the world for Jesus Christ through local churches as God leads while credentialing and commissioning ministers to accomplish the above tasks. This is achieved through local, regional, national and international ministries through worship, preaching, teaching, discipleship, education, media, publishing, planting churches, and evangelization as outlined in the Scriptures and the Constitution and Bylaws of the **ARC.**

### **Article 3: Governing Principles**

#### **Section 1: Principle of Divine Headship**

Jesus Christ is the head of the body of believers that constitute the fellowship known as the ARC. **“And He is the Head of the body, the Church, who is the beginning, the firstborn from the dead, that in all things He may have preeminence (Colossians 1:8).**

#### **Section 2: Principle of God’s Word**

The Bible is God’s word and will be the first in priority and most important in authority as a ruling guide for the body. **“All scripture is given by inspiration of God, and is profitable for doctrine, for reproof, for correction, for instruction in righteousness” (2 Timothy 3:16).**

#### **Section 3: Principle of Body Ministry**

Every disciple of the local church is of unique value and worth in that Jesus Christ died for his/her sins and purchased them for Himself. He has called all disciples to share in His ministry on this earth. Along with the recognition that “**ministry**” belongs to the people of God, there is also the recognition that each individual’s call and placement in the local body is foreordained by the Holy Spirit’s release of spiritual gifts into the life of the individual. The individual’s placement in the Body of Christ is therefore according to spiritual gifting, as determined by the Holy Spirit. **“There are diversities of gifts, but the same spirit. There are differences of ministries, but the same Lord. And there are diversities of activities, but it is the same God who works all in all. But the manifestation of the Spirit is given to each one for the profit of all: for to one is given the word of wisdom through the Spirit, to another the word of**

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knowledge through the same Spirit, to another faith by the same Spirit, to another gifts of healings by the same Spirit, to another the working of miracles, to another prophecy, to another discerning of spirits, to another different kinds of tongues, to another the interpretation of tongues. But one and the same Spirit works all these things, distributing to each one individually as He wills” (1 Corinthians 12:3-11).

### Section 4: Principle of Church Government

We hold as scriptural and fundamental the principle of local Church government by qualified men and women called elders, and in conjunction with the elders are qualified men and women called deacons and deaconesses, who serve both the leadership and the fellowship. These must qualify according to the qualifications that are founded in Scripture. **“This is a faithful saying: If a man desires the position of a bishop, he desires a good work. A bishop then must be blameless, the husband of one wife, temperate, sober-minded, of good behavior, hospitable, able to teach; not given to wine, not violent, not greedy for money, but gentle, not quarrelsome, not covetous; one who rules his own house well, having his children in submission with all reverence (for if a man does not know how to rule his own house, how will he take care of the church of God?); not a novice, lest being puffed up with pride he fall into the same condemnation as the devil. Moreover he must have a good testimony among those who are outside, lest he fall into reproach and the snare of the devil. Likewise deacons must be reverent, not double-tongued, not given to much wine, not greedy for money, holding the mystery of the faith with pure conscience. But let these also first be tested; then let them serve as deacons, being found blameless. Likewise, their wives must be reverent, not slanderers, temperate, faithful in all things. Let deacons be the husbands of one wife, ruling their children and their own houses well. For those who have served well as deacons obtain for themselves a good standing and great boldness in the faith which is in Christ Jesus (1Timothy 3:1-13).**

**“For this reason I left you in Crete, that you should set in order the things that are lacking, and appoint elders in every city as I commanded you—if a man is blameless, the husband of one wife, having faithful children not accused of dissipation or insubordination. For a bishop must be blameless, as a steward of God, not self-willed, not quick-tempered, not given to wine, not violent, not greedy for money, but hospitable, a lover of what is good, sober-minded, just, holy, self-controlled, holding fast the faithful word as he has been taught, that he may be able, by sound doctrine, both to exhort and convict those who contradict (Titus 1:5-9).**

**“Paul and Timothy, bondservants of Jesus Christ, to all the saints in Christ Jesus who are in Philippi, with the bishops and deacons” (Philippians 1:1).**

### Section 5: Principle of Autonomy:

Each fellowship is autonomous under Christ’s headship, while enjoying affiliation, which

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provides accountability without undue control. We also maintain the **“unity of the Spirit”** with any local church or organization that subscribes to the basics of the Christian faith. We will **“endeavoring to keep the unity of the Spirit in the bond of peace. There is one body and one Spirit, just as you were called in one hope of your calling; one Lord, one faith, one baptism; one God and Father of all, who is above all, and through all, and in you all”** (Ephesians 4:3-6).

### **Section 6: Principle of Relationship**

We believe it to be of vital importance that leadership gain understanding as to how to relate to other church leadership, Pastors, and visiting ministers. This becomes more of an issue with the increase in the restoration of city-wide elderships as well as ascension gift ministries of the body of Christ.

The governing of the local Church rests with the resident elders who pastor the flock of God. The local church pastor or Board of Elders can refuse a visiting ministry entry to the local church at any time. Visiting ministries work with the local Senior Pastor and Board of Elders that work with relational and proven ministries the Lord sends them. It is acknowledged that these ministries exist for the equipping of the people of God. The visiting ministry will submit to the authority of the local Senior Pastor and church leadership team and not usurp authority.

Local church leadership, while recognizing the government of God in the city with its expression in other city leadership represented by the church, is not under compulsion to submit to the city elders, but enjoy a mutual autonomy whereby the local fellowship government remains in the hands of the local Board of Elders. The local fellowship may voluntarily submit and cooperate with the requests of the city elders but at no time are the city elders to usurp the authority given to the local fellowship elders in shepherding the flock of God. It is understood that the city eldership’s primary purpose is the expression of the authority, wisdom, power and unity of the kingdom of God to the world through all the local churches in the city that voluntarily choose to cooperate together for the glory of God. The ARC will strive to do our part in answering the prayer of Jesus in **John 17** to make His disciples one, just as He and the Father are one.

*Note: No scriptural references are given in support of this principle. It is a general theme in the New Testament writings that initially Christians along with God viewed the Church in the city or geographical location as “one”, i.e. the Church in Jerusalem, the Church in Ephesus, and the Church in Antioch, etc. Along with this was the idea of local church autonomy.*

### **Section 7: Principle of Five-Fold Ministry**

We recognize the ascension gift ministries (those offices Christ gave to the church before He ascended to heaven), also referred to as the five-fold ministry, to still be active and necessary for the ministry of the church to be effective in these last days. The ascension offices include Apostles, Prophets, Evangelist, Pastors, and Teachers. **“And He Himself gave some to be apostles, some prophets, some evangelists, and some pastors and teachers, for the**

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**equipping of the saints of the work of the ministry, for the edifying of the body of Christ” (Ephesians 4:11-12).**

### **Section 8: Principle of Restoration**

In the history of the church we see the decline of the church leading to the dark ages. With Martin Luther, God began restoring truth to the church that had been forgotten or not followed. One truth is that God is looking for every individual to function as High Priests. Martin Luther’s reformation was partial. God never meant for the ministry of the church to be for professional clergy only, but for every part of the body. There were many individuals used to restore lost or forgotten truths to the church. With each wave of truth there has also been a restoration of the church back to the pattern of the New Testament and its power and glory. The bible teaches that the church will be a glorious church. The times of restoration are designed by God to bring about a Church that will be like the church in the book of Acts and beyond that in power.

**“Repent therefore and be converted, that your sins may be blotted out, so that times of refreshing may come for the presence of the Lord. And that He may send Jesus Christ, who was preached to you before, whom heaven must receive until the times of restoration of all things, which God has spoken by the mouth of all His holy prophets since the world began” (Act 3:19-22).**

**“...as Christ also loved the church and gave Himself for her, that He might sanctify and cleanse her with the washing of water by the word, that He might present her to Himself a glorious church, not having spot or wrinkle or any such thing, but that she should be holy and without blemish” (Ephesians 5:25-27).**

### **Article 4: Policies and Principles**

The Policies and Principles shall consist of the Articles of Incorporation, Articles of Faith, Constitution, Bylaws, Ministerial Code of Ethics and all other regulations pertaining to the functioning of the ARC as printed in the Policies and Principles manual and as written in the official minutes of the ARC.

### **Article 5: Membership**

#### **Section 1: Foundation Members**

Foundation Members will include all those that have been elected to serve on the Board of Directors of the ARC by a majority vote. The Foundation Members will constitute as the decision making body of the ARC according to section 2.1 of the Bylaws.

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## **Section 2: Covenant Partners**

The Covenant Partners of the ARC shall consist of all ordained and regularly licensed ministers in good standing, directors, and each officially affiliated church according to Section 2.2 of the Bylaws.

## **Article 6: Officers and Directors**

### **Section 1: Officers**

The ARC shall have a President, Vice President, Secretary, Treasurer, and such other officers as provided in Section 4.1 of the Bylaws. In the absence of the President the order of succession shall be: Vice President, Secretary, and Treasurer. The President shall sign all charters of affiliated churches, certificates of ordination and licenses, and credentials of authorized representatives of the ARC.

The Board of Directors shall appoint one of its members to serve as Vice President. The Vice President shall perform duties assigned by the President and in the absence or disability of the President shall perform the duties of the President. The Vice President shall be a member, ex officio, of all ARC bodies. The offices of Secretary and Treasurer may be held by the same person.

### **Section 2: Board of Directors**

The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer, and other such directors as needed and provided for in Section 3.3 of the Bylaws. Directors of the ARC shall be ordained ministers in good standing and shall be required to spiritually, physically and financially cooperate with the Policy and Principles and programs of the ARC. They shall exhibit spiritual maturity, leadership skills, ability to work well with others, vocational success, and cooperation with the ministries and programs of the ARC.

## **Article 7: Churches**

### **Section 1: Affiliated Churches**

Churches agree to become officially affiliated with the ARC by making official application to the Board of Directors. Affiliated churches shall be subject to the rules, regulations and discipline of the ARC churches, in accordance with the Policies and Principles of the ARC. A church becomes officially affiliated when it receives a certificate of affiliation. A new church plant, authorized by the Board of Elders and the Pastor, is an affiliated church when a certificate of affiliation has been approved and granted by the Board of Directors, even if the church lacks a meeting place, meeting times, or congregants. Regardless of the church's developmental status, it is considered affiliated only when it has received the certificate of affiliation. An affiliated

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church shall have all of the rights, privileges, and responsibilities as set out in the Policies and Principles.

### **Section 2: Provisional Affiliation**

A church may be granted provisional affiliation if it has met all of the following requirements:

- A. Submitted an application of affiliation with the ARC Board of Directors,
- B. Submitted Articles of Incorporation to the state in which the church is located and have sent a copy of the same to the Board of Directors Office, but has not yet received notice of acceptance of incorporation for the state.
- C. Submitted Articles of Incorporation to the state in which the church is located and sent a copy of the same to the Board of Directors Office, but has not yet received notice of acceptance of incorporation from the state.
- D. Filed proof of liability insurance coverage with the Board of Directors.

A church may maintain a status of provisional affiliation for twelve months and may request an extension of time for full affiliation for another twelve months if the appropriate paperwork has not yet been received from the state. A church with provisional affiliation shall have all the rights and privileges of an affiliated church as set out in the Policies and Principles except the status of a 501(c) (3) corporation under the ARC.

### **Section 3: Fellowship Churches**

An unaffiliated church may be considered to be a fellowshiping church if it has met at least two of the following three criteria;

1. The Senior Pastor is licensed or ordained with the ARC.
2. The church participates with financial support toward established ARC ministries.
3. The church participates in ministry gatherings with ARC ministers and ministries.

Churches are considered to be fellowshiping churches by majority agreement of the Board of Directors.

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## **Section 4: Affiliation**

### **Paragraph A: Requirements**

Organized churches desiring affiliation with the ARC shall make official application. The application shall be submitted to the Board of Directors. An appointed delegate of the Board of Directors shall acquaint the church with the Policies and Principles of the ARC. Upon the approval of the Board of Directors, the church may be granted affiliation.

A church shall become affiliated with the ARC by the granting of a certificate attested to by the President and Secretary, and bearing the seal of the ARC. Any church desiring affiliation with the ARC which has not met the requirements for an organized church may appeal to the Board of Directors for instruction and direction for the purpose of being set in order.

### **Paragraph B: Name and Incorporation**

A church which receives a certificate of affiliation from the ARC shall first incorporate itself under the laws of the state where it is located, or provide written evidence that it is an officially adopted department or ministry of an existing corporation that is affiliated with the ARC. The church shall adopt a name as the corporate name which is suitable to members of its congregation and the ARC. The Articles of Incorporation or documents establishing the department or ministry of the church shall be in accordance with the Articles of Incorporation of the ARC and a copy shall be filed with the Secretary of the Board of Directors.

### **Paragraph C: Bylaws**

Each church shall have the privilege of making rules and regulations for local church administration which do not conflict with the spirit of the Policies and Principles set forth in this Article. The church shall endeavor to promote and fulfill the purposes of the ARC, and shall conduct itself in harmony with the Policies and Principles of the ARC. Its rules and regulations shall be clearly set forth in the Bylaws of the local church. Church Bylaws shall be made available to its Covenant Partners, and copies shall be filed with the Secretary of the Board of Directors. If the church has not filed its current Bylaws with the Board of Directors, then the church will operate under the provisions of the Constitution and Bylaws of the ARC. Amendments to church Bylaws may be made at any regular or special meeting by a majority agreement of those present and entitled to vote.

### **Paragraph D: Records and Reports**

Each church shall keep complete and accurate records. All of its records shall be open to the inspection of the Board of Directors or their representative. Each church shall submit any reports that may be required whenever requested by the Board of Directors or their representative, giving a full and accurate report concerning spiritual activities, membership, attendance, property

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and funds.

### **Paragraph E: Property**

Property may be owned by any church and the church shall assume all of its financial responsibility. In the event of the sponsoring or assisting of a church, or if requested by a church congregation property may be held and controlled by the Board of Directors of the ARC. No property of the church shall be sold, leased, mortgaged, or the title otherwise endangered without first obtaining written consent of the Board of Directors. Any such proposed action must be announced in a manner consistent with local and state laws for legal notice, and made public two weeks prior to a meeting called for this purpose. This action must be approved by two thirds of those present and entitled to vote.

### **Paragraph F: Appeals**

Appeals shall be made to the Board of Directors or their representative. Appeals must be presented in writing to be considered at the next meeting to which the appeal is presented.

### **Paragraph G: Conflict of Laws**

In the event of a conflict of any of the provisions of this Constitution and Bylaws or the local church Constitution and Bylaws with the laws of any state or county, then only that provision which is in conflict shall be of no effect.

## **Section 5: Pastors**

### **Paragraph A: Qualifications**

Each minister of an affiliated church having the title "**Pastor**" is required to be a credentialed minister in good standing with the ARC. Pastors shall maintain consistent Christian character and shall possess the qualities of spiritual leadership that are found in **1 Timothy 3:1-7**. Pastors shall live an exemplary life, and manage their personal affairs so that no discredit shall come to the cause of Christ or the ARC.

### **Paragraph B: Duties**

The Pastor shall chair the Board of Elders and shall call all meetings of that board and all business meetings of the church. The Pastor shall be the spiritual and temporal leader of the church and shall minister to the spiritual needs of the people, guard the congregation against dissension, and make every effort to spread the full gospel message as described in the Articles of Faith of the ARC. The Pastor shall consistently work for the up-building of Christian life in the congregation and in the community where the church is located.

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The Pastor shall have full responsibility for the supervision of all services of the church and all meetings of the church congregation and officials, except as otherwise provided, and shall have general supervision over all departments such as the Sunday school, youth department, music and all other activities. The Pastor shall be a member, ex officio, of all church bodies and organizations.

The Pastor shall sign, together with the Treasurer, all checks for the disbursement of funds, after they have been approved by the Board of Elders. The Pastor, in the absence, disability of the Secretary or Treasurer of the church, shall perform the functions of these officials during their absence, or shall delegate this power to another officer of the church.

### **Paragraph C: Appointments**

A church without a Pastor will have its Board of Elders contact the Board of Directors of the ARC to partner with them in their pastoral search. The Board of Elders will interview potential candidates that are spirit filled and in harmony with the Policies and Principles of the ARC. From the candidates they will choose 3 to participate in an extensive telephone interview. Each candidate will be required to submit an audio or visual recording of their preaching ministry. The Board of Elders will choose one candidate through prayer and fasting as well as reviewing the candidates past ministry experience. They will be in two thirds agreement of the candidate.

1. A minimum of a weekend visit to the church by the candidate and their family shall be required and a week long visit would be preferable. It shall include both social and professional levels of contact with the congregation. The Board of Elders will then convene to reaffirm by two thirds agreement the candidate.
2. If there is no confirmation by the Board of Elders of the candidate then the search process will continue.
3. If there is confirmation by the Board of Elders will then present the candidate to the fellowship for confirmation according the church's Constitution and Bylaws.
4. Church planting Pastors will have the first option of appointing their own successor. They will be spirit filled, called, trained, gifted, and prepared for this office. The Board of Elders will confirm the appointment by two thirds agreement.
5. The Pastor is appointed for an indefinite term.

### **Paragraph D: Staff Pastors**

The church may have Staff Pastors who shall be appointed by the Senior Pastor with majority agreement of the Board of Elders or according to its Constitution and Bylaws.

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## **Paragraph E: Removals**

In case of misconduct of a Pastor, any charge against the Pastor by a Covenant Partner must be presented in writing and signed with a minimum of two or three corroborating witnesses. The Board of Elders, upon a properly passed motion, may petition the Board of Directors of the ARC to investigate the charges. Any action by the representative shall be taken only after consideration and two thirds agreement of the Board of Elders. Such proceedings shall be held in strict confidence by all concerned.

## **Section 6: Changing of Pastors**

### **Paragraph A: Written Notice**

A Pastor must give at least thirty days written notice to the Board of Directors of the ARC and the church's Board of Elders before leaving a church.

### **Paragraph B: Applicants**

Applicants for Pastor shall apply to Board of Directors of the ARC who shall represent them to the local church.

### **Paragraph C: Selection and Appearance**

The Board of Directors of the ARC should confer regarding the availability of suitable applicants. A Director of the ARC or a representative should then meet with the Board of Elders to consider the suggested applicants. After consideration, the Board of Elders shall then select a candidate to present to the congregation according to Article 7; Section 5; Paragraph C. It is recommended that the church pay the travel expenses of the candidate.

### **Paragraph D: Emergency Appointments**

If six months has elapsed from the time of the departure of the previous Pastor and a new Pastor has not yet been appointed, then the Board of Directors of the ARC shall then be empowered to appoint a Pastor. A church may petition the Ministry Council for additional time to secure a pastor.

## **Section 7: Officers and Department Heads**

### **Paragraph A: Officers**

The officers of the church shall be the Pastor (President), Elders (serving as Vice President, Secretary and Treasurer). The church may have Deacons who may serve in within the church government, and other officers as may be determined by the Bylaws of the church.

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## **Paragraph B: Eligibility**

In order to be eligible to hold any office in the church a person must be a member in good standing, living a godly Christian life according to **I Timothy 3**.

## **Section 8: Elders**

### **Paragraph A: Qualifications**

The Board of Elders shall consist of a minimum of three elders including the Pastor and may increase as necessary to meet the needs of the congregation. The Pastor shall chair the Board of Elders. In addition to the general qualifications in Article 7; Section 7, Paragraph B, an elder must be:

1. Actively tithing according to Biblical standard
2. They must be 21 years of age or older
3. They are in attendance and participating in overseeing the ministries of the church.
4. They must be cooperating spiritually and physically with the program of the church and the Pastor.

### **Paragraph B: Elections or Appointments**

The elders shall be appointed by the Pastor and confirmed by majority agreement by the Board of Elders for an indefinite term unless otherwise provided in the church Bylaws.

### **Paragraph C: Vacancy**

In the event of a vacancy, the Pastor shall appoint someone to fill the position, subject to majority agreement of the Board of Elders.

### **Paragraph D: Duties**

In accordance with **Titus 1:5-9**, we acknowledge that there should be elders in the fellowship. They will be men or women of faith, prayer, and wisdom, who will minister and serve the fellowship, and work in harmony with the Senior Pastor for the purpose of bringing the body to maturity in the Lord Jesus Christ. Their qualifications and roles will be in conformity with and determined by the scriptures (**Titus 1:5-9, 1 Peter 5:1-3, 1 Timothy 3:1-7**). The duties of elders are expressed in these New Testament responsibilities:

1. Ruling the flock of God: Elders are servant leaders (**Hebrews 13:7, 17, 24; 1**

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**Timothy 3:4, 5; 5:17; Romans 12:8; 1 Thessalonians 5:12-14; 1 Peter 5:2-3).**

2. Teaching the flock of God: Elders labor in the word (**Hebrews 13:7; 1 Timothy 5:17; Titus 1:9; 1 Timothy 3:2; 2 Timothy 2:2**).

3. Overseeing the flock of God: Elders take the leadership, give direction, watch over, care for, and superintend the flock of God. They watch for wolves from outside and the “Diotrephes” spirit from inside among the eldership (**Acts 20:28; Titus 1:7; 1 Peter 5:2, 3**).

4. Caring for the flock of God: Elders care for the sick, the lost, the straying, and the bruised sheep (**James 5:14, 15; Ezekiel 34; Jeremiah 23:1-5**).

5. Governing the flock of God: Elders are responsible for the souls of the people, and that God’s house is well governed. They watch out for divisionary things. Government of the local Church needs to be by the eldership (**1 Timothy 5:17; 1 Corinthians 12:28; Isaiah 9:6; 2 Peter 2:10**).

6. Living for the flock of God: Elders lay down their lives for the sheep. It is not just a job, but a life calling (**John 10; Ezekiel 34; Jeremiah 23:1-5**).

7. Safeguarding the flock of God from false ministries: The true eldership will guard the flock from false ministries and approve any that they allow to minister to the people within the fellowship first (**Acts 15; Revelation 2:2; Acts 2:42, 16:4, 5; 1 Timothy 4:1**).

The elders shall be the advisory body of the church and shall attend to its business and duties, except those specifically designated to the Pastor or otherwise. The elders shall assist the Pastor in the management of the financial program of the church and see that all obligations are met as they become due. The elders shall constitute the Board of Elders of an affiliated church. They shall determine the salary or offering to be given to the pastor.

### **Paragraph E: Meetings and Quorum**

The elders shall have an annual meeting as well as monthly and other such needed meeting as needed and determined by the policy of the church. All meetings of the Board of Elders shall be called by the Pastor. In the event of the refusal of a Pastor to call or consent to necessary board meetings, the majority of the elders may appeal to the Board of Directors of the ARC.

For a church without a Pastor, meetings may be called by the Board of Directors of the ARC or its representative at their discretion or at the request of the elders. A representative of the Board of Directors shall be present or shall appoint a temporary chair and be notified and informed of all meetings and actions taken. A majority of the members of the Board of Elders shall

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constitute a quorum.

## **Paragraph F. Removals**

Elders guilty of neglect of official duties or unchristian conduct as described in Article 7; Section 10; Paragraph F, may be removed from office in the same manner as the removal of covenant partners.

## **Section 9: Other Officers and Department Heads**

### **Paragraph A: Appointments**

All officers and department heads including the Secretary, Treasurer and other officers and department heads shall be appointed by the Pastor with two thirds agreement by the Board of Elders for an indefinite term or as determined by the Bylaws of the church.

### **Paragraph B: Duties**

#### **1. Corporate Secretary**

The Secretary shall keep accurate records of all Covenant Partner and the Board of Elder meetings, act as Secretary of the Board of Elders, and may act as Secretary of any other body or committee as desired by the Pastor. The Secretary shall submit an annual report to the Pastor and Board of Elders showing all transactions of this office, and when required by the Pastor, submit special reports and data. Under the direction of the Pastor, the Secretary shall provide for the safekeeping of all records and documents of the church, and shall perform other duties consistent with this office, and any that may be required by the Pastor or the Board of Elders.

#### **2. Corporate Treasurer**

The Treasurer shall receive and deposit all funds of the church to an account that requires the joint signature of the Pastor and the Treasurer to withdraw funds, and shall pay out funds as approved by the Board of Elders. The treasurer shall keep accurate records of all receipts and disbursements in a permanent record book, make monthly reports to the Board of Elders, an annual report to the church, and upon appropriate request shall make reports to the Covenant Partners, Pastor, Board of Directors, or Secretary of the ARC. The books shall be open to inspection by the Pastor or a representative of the ARC. The offices of Secretary and Treasurer may be held by the same person.

#### **3. Other**

Other officers and department heads may have duties as prescribed by the Pastor of the church.

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## **Paragraph C: Vacancies**

In the event of a vacancy, the Pastor shall appoint someone to fill the position, subject to two thirds agreement of the Board of Elders.

## **Paragraph D: Removals**

Officers or department heads guilty of neglect of official duties or unchristian conduct as described in Article 7; Section 10, Paragraph E, of this Article may be removed from office in the same manner as the dismissal of Covenant Partners.

## **Section 10: Covenant Partners**

### **Paragraph A: Defined**

Covenant partnership is when a believer enters into a covenant relationship with a local church body and its leadership to express the Kingdom of God through relationships built upon the Word of God and patterned after that of the New Testament church. Partners must be willing to receive the privileges, assume the responsibilities, and accept the discipline of local church government.

Covenant Partners of a church shall consist of those individuals eighteen years of age or over who are in accord with the purposes of that local church, the ARC and its Policies and Principles, and who have been officially and publicly received into partnership. Covenant Partners may be received into the church as often as necessary. Prior to becoming Covenant Partners, their qualifications shall be reviewed by the Pastor and the Board of Elders being confirmed by two thirds agreement.

### **Paragraph B: Pastors as Covenant Partners**

All Pastors and their spouses will be Covenant Partners of the church by virtue of their pastoral call and shall exercise full Covenant Partner privileges. The Covenant partnership of the Pastors and their spouse shall terminate at the time they cease to be the Pastors.

### **Paragraph C: Good Standing**

A Covenant Partner in good standing must subscribe and adhere to the doctrine of the full gospel as outlined in the Articles of Faith. They shall show evidence of a genuine born-again experience and a Godly Christian life. Covenant Partners shall be expected to give physical, financial and spiritual cooperation according to biblical standard.

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### **Paragraph D: Inactive**

Covenant Partner's who are inactive in attendance and support of the church for three consecutive months without just cause, as determined by the Board of Elders, may be placed on an inactive list and shall be so notified by letter. An inactive Covenant Partner desiring to return to active status may make application to the Board of Elders and may be reinstated upon favorable consideration. Those on an inactive list do not have a voice in the church. After one year, inactive Covenant Partners may be removed from the Covenant Partner list by the Board of Elders and shall be so notified by letter.

### **Paragraph E: Transfers**

Covenant Partners wishing to transfer their partnership to another affiliated church shall be given a letter of transfer by the Secretary of the church, cosigned by the Pastor of the church in which they were Covenant Partners in good standing.

### **Paragraph F: Dismissal**

Any Covenant Partner found guilty of immorality, heretical teaching, agitation, causing strife, or failure to be in harmony or in cooperation with the program of the church and the Pastor and these Policies and Principles, shall be dealt with first by the Pastor, and if necessary be brought before the Board of Elders. If the covenant partner refuses to heed them, the Covenant Partner shall be dismissed by the Pastor, with the majority agreement of the Board of Elders.

## **Section 11: Termination of Affiliation**

### **Paragraph A: Revocation**

The charter of an affiliated church may be revoked by a resolution of the Board of Directors of the ARC when the church has been found guilty of failure or refusal to comply with the Policies and Principles of the ARC.

### **Paragraph B: Withdrawal**

A church desiring to withdraw from affiliation with the ARC must do so by two thirds agreement of all of the Covenant Partners. Notice of this special meeting and of its intent must be publicly announced from the pulpit and the same notice sent by first class U.S. mail to the Covenant Partnership. Each of these requirements must be complied with ninety days prior to the date of the special meeting. Written notice by registered mail must be given to the Secretary of the ARC ninety days prior to this meeting and a representative of the Board of Directors shall be invited to be present, and shall have opportunity to present the cause of the ARC.

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## **Paragraph C: Covenant Partner List**

A verifiable Covenant Partner list shall be included with the notice by registered mail sent to the Secretary of the ARC. The list shall include the names and current mailing addresses of all Covenant Partners who are eligible to vote at the time the notice of intent to withdraw is delivered, so that the ARC may have an opportunity to present its case to the Covenant Partners prior to the special withdrawal meeting.

## **Paragraph D: Covenant Partner Eligibility**

Those who are eligible to vote must be Covenant Partners of the church at least ninety days prior to the withdrawal meeting.

## **Section 12: Extinction**

When an affiliated church ceases to support a Pastor or ceases to conduct regular services for six months, it may be declared extinct by the Board of Directors of the ARC. When a church has been declared extinct, the Board of Directors shall serve as trustees of the funds and property of the extinct church. The trustees shall take charge of the funds and property, and invest, manage and dispose of them, administering any funds or property in accordance with the purpose for which they were created. All outstanding debts shall first be satisfied from the assets. Next, claims against the property by the ARC shall be satisfied. Then the trustees shall convey any remaining funds or property in a manner in which it was intended to be used.

## **Section 13: Dissolution**

An affiliated church may vote to dissolve by following the same procedure as required for withdrawal according to Article 7; Section 11; Paragraph B.

## **Paragraph A: Distribution of Assets**

When an affiliated church is extinct or dissolved, all assets remaining after discharging the obligations and responsibilities of the corporation shall be turned over to the ARC. In the event that the ARC is nonexistent, the assets shall be turned over to a religious, educational or charitable organization or organizations whose objectives are in harmony with those of this ARC. Such recipient organization or organizations must also be exempt from federal income taxation under the provisions of Section 501(c) (3) of the Internal Revenue Code. In no event may any of the assets of the church, upon dissolution thereof, be paid to or inure to the benefit of any individual member, director, or officer of the corporation, or any other private individual.

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## **Article 8: Credentials**

### **Section 1: Qualifications**

The qualifications, conditions and requirements for the granting of credentials shall be determined by the Board of Directors of the ARC and delineated in these Policies and Principles. The following conditions apply:

- A. Credentials, will only be given to those who are called to and engaged in active Christian ministry, who show evidence of godly character and Christian leadership, and who will cooperate with the programs of the ARC and its Policies and Principles,
- B. No homosexual shall hold credentials with the ARC.
- C. The regulations for the conduct of ministers and the grounds and procedure for suspension or revocation of ministerial credentials shall be governed by the Policies and Principles.

### **Section 2: Applications**

Applicants must apply in writing on forms furnished by the Board of Directors. They shall meet in person, by telephone or Skype with the Board of Directors or its authorized representative(s) for an interview before they can be approved. All applications and other required documents shall be sent to the Board of Directors. Letters of reference shall be required unless the requirement is waived as determined by the Board of Directors. If the applicant is transferring from another church organization, letters of recommendation from that organization are required unless the requirement is waived as determined by the Board of Directors. The Board of Directors of the ARC shall review the qualifications of applicants for credentials and approve or disapprove by two thirds agreement.

### **Section 3: Certificates**

#### **Paragraph A: Original Issue of Credentials**

The Board of Directors shall issue a certificate to each duly approved applicant for credentials.

#### **Paragraph B. Renewal of Credentials**

Credentials shall be renewed annually by satisfactory completion of renewal application forms supplied by the Board of Directors.

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## **Paragraph C: Ceremonies**

Credential ceremonies shall be conducted according to the procedure adopted by the Board of Directors.

## **Paragraph D: Good Standing**

A minister in good standing is one who spiritually, physically and financially cooperates with the Policies and Principles of the ARC and who is not under disciplinary restriction.

## **Section 4: Ordination Credentials**

Ordination is the highest classification of a ministerial credential. An ordained minister is authorized to administer the ordinances of the church as found in the Articles of Faith and may qualify to hold office in the ARC. Ministers shall be ordained by the laying on of hands at a public ceremony whenever possible as prescribed by the Board of Directors. Ordination certificates shall be issued after a formal public ceremony whenever possible or as determined by the Board of Directors.

## **Paragraph A: Eligibility**

Applicants are recommended to hold regular license and be in active ministry for at least two years before applying for ordination credentials and fulfill any necessary ministry growth requirements. The Board of Directors shall state the reason and the requirements that must be satisfied before a person may advance to an ordination credential.

1. Applicants holding ordination with other organizations may transfer ordination credentials at the discretion of the Board of Directors of the ARC.
2. Applicants are recommended to complete a minimum of 22 bible or ministry classes.
3. Applicants not meeting the above education recommendation should have at least 2-5 years proven ministry experience.

## **Section 5: Provisional Ordination Credentials**

Provisional ordination shall be granted to those not fully qualified for regular ordination, but whose position with the ARC needs official ordination. A minister with provisional ordination shall have the same privileges as those with regular ordination. Upon completion of the specific ministry for which provisional ordination was granted, the provisional ordination ceases. All those whose provisional ordination has ceased, may apply for regular credentials according to the Policies and Principles.

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## Section 6: Regular License Credentials

A regularly licensed minister is authorized to administer the ordinances of the church as found in the Articles of Faith of the ARC.

### Paragraph A: Eligibility

1. Applicants holding license with other organizations may transfer at the discretion of the Board of Directors.
2. Applicants are recommended to complete a minimum of 11 bible or ministry classes.
3. Applicants not meeting the above education recommendation should have proven ministry experience.

## Section 7: Filed, Inactive Credentials

Those who are temporarily inactive from the ministry may request in writing to the Board of Directors of the ARC that their credentials be placed on file. Credentials may be filed without a fee or annual renewal for a maximum of one year. Any filed credential which is not renewed to active status within one year will automatically be terminated. A credential may be reinstated from filed status upon written request to the Board of Directors of the ARC. The reinstatement must be approved by the Board of Directors of the ARC.

## Section 8: Exceptional Cases

### Paragraph A: Divorce and Remarriage

When an applicant or the applicant's spouse has a former spouse living and the circumstances occurred prior to salvation and/or had Scriptural cause, or evidence and fruit of repentance the following procedure will apply:

1. Applicants shall first apply and meet with the Board of Directors of the ARC. It shall be the responsibility of the Board of Directors to make a thorough investigation and documentation, as far as possible, of all matters involved.
2. The Board of Directors shall then consider the application on its merits, based upon submitted facts, and may at its discretion ask the applicant to appear before it.
3. Ordination and license credentials may be granted by majority agreement of the Board of Directors.

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## **Paragraph B: Change of Marital Status**

The Board of Directors of the ARC shall review the credentials of any minister whose marital status changes by reason of divorce, dissolution of marriage or remarriage. Credentials may be continued only by two thirds agreement of the Board of Directors.

## **Article 9: Programs**

### **Section 1: Minister's Financial Participation**

Provisional, Licensed, and Ordained ministers shall participate financially with an application fee, renewal fee, and a minimum partnership fee to be paid at a rate of \$25.00 per month or \$300.00 annually (although it is recommended that ministers participate financially based on level of credential as determined by the Board of Directors).

Upon approval of credentials by the Board of Directors each covenant partner shall send their monthly partner financial contribution to the ARC on no less than a monthly basis in order to remain in good standing with the organization.

Ministers shall give 10% of all offerings and honorariums processed by the ARC and/or received from ministry appointments and events through relationship and facilitation by the ARC.

Each minister will be responsible for administrative, marketing, and consulting fees per specialized requests and services.

### **Section 2: Ministry Financial Participation**

Affiliated ministries and churches are recommended to send a minimum of 10% from its undesignated offerings to the ARC each month for future church plants, mission, and ministry development programs.

Ministries shall give 10% of all offerings and honorariums processed by the ARC and/or received from ministry appointments and events through relationship and facilitation by the ARC.

Each ministry will be responsible for administrative, marketing, and consulting fees per specialized requests and services.

## **Article 10: Regions and Districts**

Geographical regions and districts shall be established and modified by the Board of Directors as the need may arise. The Board of Directors will appoint regional and district leaders in conformity with its Constitution and Bylaws. All regions and districts shall be subject to the

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rules, regulations and discipline of the ARC in accordance with the Policies and Principles and the Constitution and Bylaws of the ARC.

### **Article 10: Regions and Districts**

Geographical regions and districts shall be established and modified by the Board of Directors as the need may arise. The Board of Directors will appoint regional and district leaders in conformity with its Constitution and Bylaws. All regions and districts shall be subject to the rules, regulations and discipline of the ARC in accordance with the Policies and Principles and the Constitution and Bylaws of the ARC.

### **Article 11: Departments and Committees**

All departments and committees shall be subject to the rules, regulations and discipline of the ARC in accordance with the Policies and Principles and the Constitution and bylaws of the ARC. The ministry council will appoint departmental and committee leaders in conformity with its Constitution and Bylaws.

### **Article 14: Legal Instruments**

Execution of instruments affecting real estate an all other legal documents shall be signed by any two of the two of the following; President, Vice President, Secretary, Treasurer. The ARC shall have a corporate seal.

### **Article 15: Amendments to Constitution**

#### **Section 1: General**

An amendment (including adding and replacing sections) to a corporation's constitution must be approved by a two-third's agreement of the Board of Directors of the ARC. Notwithstanding the above, the statement of purpose of the corporation shall not be amended without a duly called meeting of which, no proxy or written proxy or written ballots will be permitted and an affirmative vote is cast in favor of the changing of the statement of purpose clause of two-thirds of the members of the Board of Directors.

#### **Section 2: Notice of Meeting to Vote Amendment.**

Any meeting called to vote on any amendment of the Constitution shall be upon notice duly given. The notice must state that the purpose or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

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## BYLAWS

### Article 1: Offices

#### Section 1.1: Business Office

The corporation's principal office shall be located either within or outside of Montana. The corporation's most current Annual Report, filed with the Montana Secretary of State, shall identify the location of the principal office. The corporation may have other offices, either within or outside of Montana. The board of directors may designate the location of these other offices. The secretary of the corporation shall maintain a copy of the records required by section 2.18 of Article II at the principal office.

#### Section 1.2: Registered Office

The corporation's registered office shall be located within Montana at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The board of directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

### Article 2: Membership

#### Section 2.1: Membership

(a) Membership. There shall be two classes of membership: Foundation Members and Covenant Partners. The Foundation Members of the corporation shall be Dennis J. Reanier, Tammi Reanier, and Brian McConville. Only Foundation members shall be entitled to vote. Covenant Partners shall be selected and shall enjoy the privileges as shall be determined by the board of directors from time to time. Covenant Partners may be entities or individuals. Covenant Partners shall be selected from all ordained and regularly licensed ministers in good standing, directors, and each officially affiliated church as set forth in the Constitution.

(b) Membership Admission. The corporation may not admit a member to the corporation without the member's consent. To be initially admitted as a member of the corporation, the applicant must:

- (1) submit a written application for admission stating the member subscribes to the purposes of the corporation and providing such other information as the board of directors may require,
- (2) be approved by the board of directors, and

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- (3) make payment of annual dues, if so required by the board of directors.

Where the board requires annual dues, membership shall last for the fiscal year in which dues are paid by the member. After the initial application, a member may extend membership for 1 year periods, without re-application, by payment of annual dues, if the corporation requires.

(c) Nondiscrimination. Membership in the corporation shall be available without regard to race, color, creed, sex, age, marital status, physical or mental handicap or national origin, or ancestry.

(d) Membership Rights and Obligations. Foundation members shall have the right to vote and all incidents of membership. Covenant Partners shall not be entitled to vote. Members shall enjoy the rights as set forth in the Constitution.

(e) Transferability of Membership. Membership in this corporation is transferable for those currently in good standing with the organization as set forth in the Constitution.

(f) Termination of Members. The corporation may suspend or terminate a member from the corporation if the board of directors has a good faith determination that it is in the best interests of the corporation to do so. In addition, the corporation may only suspend or terminate a member from the corporation pursuant the procedure set forth in the Constitution.

Notwithstanding the above provisions, the corporation shall consider a membership terminated if (1) the board of directors has established annual dues in accordance with section 2.2 and the member fails to make payment or annual dues or (2) the board has established specific terms for membership.

(g) Term and Expiration of Membership. The board of directors may establish a membership term. If the board of directors establishes a term, membership shall last until the term expires. Regardless of whether the board of directors determines a term, membership shall expire before the end of the term if the member has been suspended or terminated in accordance with the section 2.1(f), or when the member resigns or dies.

### **Section 2.2: Dues**

The board of directors shall determine the annual participation fees. If the participation fees are not paid, the board of directors may terminate members for nonpayment. The board may (but is not required to) notify members of nonpayment of dues and may provide a grace period in which to pay dues.

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## **Section 2.3: Annual Membership Meeting**

General. The members shall convene their annual meeting on the first Tuesday of February, beginning with the year 2006, at the hour of 7:00 O'clock P.M., or at another time on another day within the month that the board of directors agrees upon. At the annual meeting, the members shall elect directors and transact any other business as may come before the meeting.

## **Section 2.4: Special Membership Meeting**

(A) Who May Call. A majority of the board of directors, a request by a group of members representing a majority of the members. If a special meeting is properly requested, they must do so in writing, and sign, date, and deliver the demand to any corporate officer at least 10 days before the corporation must give notice of the meeting; the president shall then call the special meeting on these members' behalf.

## **Section 2.5: Place of Membership Meeting**

The board of directors may designate any place within the county in Montana where the principal office is located as the meeting place for any annual or special meeting of the members. The members may change the meeting place if all the members entitled to vote at the meeting agree by written consents to another location. The written consent may be in the form of a waiver of notice or otherwise. The new location may be either writing or outside the State of Montana. If the board of directors does not designate a meeting place, then the members shall meet at the principal office of the corporation in Montana.

## **2.6: Notice of Membership Meeting**

(A) Required notice. The secretary of the corporation shall deliver notice of the membership meeting to each record member.

(B) Manner of Communication. The secretary of the corporation may deliver to members notice of the membership meeting by a separate written notice, through a regular publication, or by a newsletter of the corporation. The notice must be given in a fair and reasonable manner: it must be in writing (unless given by public broadcast) and state the place, day, and hour of any annual or special membership meeting. If the board of directors determines that separate written notice or notice by regular publication or a newsletter of the membership meeting is impracticable, the secretary of the corporation may give notice of the membership meeting by means of a newspaper of general circulation in the area where it is published, or by radio, television or other form of public broadcast.

(C) Effective Date. The secretary shall deliver the notice, either personally, by mail, by newspaper, or public broadcast not less than 10no more than 60 days before the date

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of the meeting. Notice shall be deemed to be effective at the earlier of the following:

- (1) the date when the notice was deposited in the United States mail, if mailed postpaid and correctly addressed to the member at the member's address as it appears on the corporations record books; or
- (2) the date shown on the return receipt (if sent registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee); or
- (3) the date when received, published, or broadcast; or
- (4) the date 5 days after the deposit in the United States mail, if mailed postpaid and correctly addressed to an address other than that shown in the corporation's current member record book.

(D) Adjourned Meeting. If the members adjourned any membership meeting to a different date, time or place, the secretary need not give notice of the new date, time and place, if the new date, time, and place are announced at the meeting before adjournment. But if the board of directors fixes a new record date for the adjourned meeting, or must fix one, (see section 2.9 of Article 2) then the secretary must give notice, in accordance with the requirements of paragraph (b) and (c) of this section, to those who are members as of the new record date.

(E) Waiver of Notice. A member entitled to a notice may waive notice of the meeting (or any notice required by the Montana Nonprofit corporation Act or bylaws), by a writing signed by the member. The member must send the notice of waiver to the corporation (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting:

- (1) waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
- (2) waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

(F) Contents of Notice. Unless the Montana Nonprofit Corporation Act requires it, the notice of an annual membership meeting need not include a description of the meetings purpose or purposes. However, the notice of each special membership meeting shall

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include a description of the meeting's purpose and purposes.

Regardless of whether the notice is of an annual or special membership meeting, if a purpose of the meeting is for the members to consider either:

- (1) a proposed amendment to the articles of incorporation (including any restated articles requiring member approval);
- (2) a plan of merger;
- (3) the sale, lease, exchange or other disposition of all, or substantially all of the corporations property;
- (4) the dissolution of the corporation; or
- (5) the removal of a director,

Then the notice must state this purpose and be accompanied by a copy or summary, if applicable, of the:

- (1) amendment to articles
- (2) plan of merger; or
- (3) transaction for disposition of all the corporations' property

Likewise, if the corporation indemnifies or advances expenses to a director as defined by the Montana Nonprofit Corporation Act the secretary shall report this information in writing to all the members with or before notice of the next membership meeting.

### **2.7: Conduct of Membership Meetings**

(A) Conduct of Meeting. The president, or in the president's absence, the vice-president, or in their absence, any person chosen by the members present shall call the membership meeting to order and shall act as the chairperson of the meeting. The chairperson (or a person designated by the chairperson) shall establish rules of the meeting that will freely facilitate debated and decision making. The chairperson will indicate who may speak when and when a vote may be taken. The secretary of the corporation shall act as the secretary of all meetings of the members, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

(B) Order of Business. The order of business at a membership meeting shall be as follows:

- (1) call to order

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- (2) reading of prior minutes
- (3) report of officers and committees; and the election of directors if that is the purpose of meeting,
- (4) business specified by notice if one is given
- (5) old business
- (6) new business
- (7) announcements/adjournment

At the annual meeting, the president and treasurer shall report on the activities and financial condition of the corporation.

### **Section 2.8: Fixing of Record Date**

(A) Purpose of Fixing a Record Date. The board of directors may fix in advance a date, referred to as the record date, for the purpose of determining which members are entitled to vote. The record date shall not be more than 30 days prior to the date on which the particular action, requiring a determination of members, is to be taken.

### **Section 2.9: Membership List**

(A) Contents of List. After the board fixes a record date for notice of a meeting, the officer or agent maintaining the corporation's record books shall prepare a complete record of the members entitled to notice of the meeting. The record shall include the address of each member.

(B) Inspection. The membership list must be available for inspection by any member, beginning two business days after the secretary gives notice of the meeting for which the list was prepared. The list will continue to be available throughout the meeting. The list shall be located for inspection at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting is to be held. A member, the member's agent, or attorney is entitled on written demand to inspect and, subject to the requirements of section 2.18 of Article 2, to copy the list during regular business hours. The member shall be responsible for any reasonable inspection and copying expenses. The corporation shall maintain the membership list in written form or in another form capable of conversion into written form within reasonable time.

(C) Limitations of Use of Membership List. Without consent of the board, a membership list or any part of it may not be obtained or used by a person for any purpose unrelated to a member's interest as a member. This prohibition against use of membership list for unrelated purposes includes but is not limited to:

- (1) using the list to solicit money or property unless the money or property will be used solely to solicit the votes of members in an election to be held by the corporation;

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- (2) using the list for any commercial purpose; or
- (3) the selling or purchasing of the list.

### **Section 2.10: Membership Quorum and Voting Requirements**

(A) Quorum. Fifty percent (50%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. Once a vote is represented for any purpose at a meeting, the corporation shall deem it present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for that adjourned meeting.

(B) Voting. If a quorum exists, and the votes cast in favor of an action (other than the election of directors) constitute a majority of the required quorum, then the corporation shall consider the action on a matter approved.

### **Section 2.11: Membership Action by Written Ballot**

(A) Authority. Members may take any action without a meeting if action by ballot is authorized by the board of directors and the corporation delivers a written ballot to every member entitled to vote on the matter.

(B) Contents. A written ballot must set forth each proposed action and provide the members with an opportunity to vote for or against each proposed action.

(C) Approval. The corporation shall consider an action by written ballot approved on when: the number of votes cast by ballot equal or exceeds the quorum that the bylaws require to be present at a meeting authorizing the action; and the number of approvals equals or exceeds the number of votes that the bylaws require to approve the matter at a meeting.

(D) Solicitations. All solicitations made in advance of the meeting for votes by written ballot must: indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify the time by which a ballot must be received by the corporation to be counted.

### **Section 2.12: Proxies**

At all membership meetings, a member may vote in person, or by proxy. The member may appoint a proxy to vote by signing and appointment form, either personally or by attorney-in-fact. The corporation shall consider a proxy appointment valid if made in writing and filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid

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after one month from the dated it was made, unless otherwise provided in the proxy.

### **Section 2.13: Voting of Membership**

Each member (Foundation Members only) is entitled to one vote on each matter voted on by the members. Unless otherwise stated in these bylaws, when members vote to take action on a matter, a majority vote shall carry.

### **Section 2.14: Corporation's Acceptance of Votes**

(A) When Signature Corresponds to Member's Name. If the name signed on a vote, ballot, consent, waiver, or proxy appointment corresponds to the name of a member, the corporation if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.

(B) When Signature Doesn't Correspond to Member's Name. If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its member, the corporation if acting in good faith is nevertheless entitled to accept the vote.

(C) Doubt about Validity of Signature. The corporation is entitled to reject a vote, ballot, consent, waiver, appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

(D) No Liability. The corporation and its officer or agent who accepts or rejects a vote, ballot, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this section are not liable in damages to the member for the consequences of the acceptance or rejection.

### **Section 2.15: Members Electing Directors**

(A) Board of Determination of Method. The board of directors shall be elected by ballot.

(B) Nominating Committee. A Nominating committee appointed by the board shall exist for the election by meeting and election by ballot. The committee shall call a meeting to nominate candidates for director's positions. This meeting shall be held at least five days in advance of the membership meeting in which members will elect directors or, in the event of the use of a ballot, at the least five days before the ballot is sent to members. In the event of an election by meeting, any person who is nominated by the committee shall be considered a nominee for a director position. Nominations shall also be received from the floor. In the event of an election by ballot, the names on the ballot will include those selected by nominating committee and those names placed in nomination by members signing petitions to place an individual's name on the ballot. The board need not place an

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individual nominated by petition on the ballot, unless the individual receives 5% or more of the signatures of the members.

(C) Election by Ballot. If the members choose to elect directors by written ballot, they shall ensure that the nominating committee will send out the ballot not more than 60 days and no less than 15 days before the election. Each ballot shall list the nominees chosen in accordance with subsection (b) of this section 2.15. In addition, each ballot shall include the number of lines for “write in” candidates equal to the number of directors to be elected. The election by ballot shall be conducted following section 2.11 of these bylaws.

(D) Determination of Winners of Election. Those nominees elected to the board shall be those nominees receiving the largest number of votes. For example, if three board positions are open, the three receiving the highest number of votes will be elected. Cumulative voting is not authorized.

### **2.16: Corporate Records**

(A) Minutes and Accounting Records. The corporation shall keep a permanent record of the minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.

(B) Membership List. The corporation shall maintain a record of the members’ names and addresses. The membership list shall indicate each member is entitled to one vote.

(C) Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(D) Other Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two business days:

- (1) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of directors;
- (4) the minutes of all membership meetings, and records of all actions taken by members without a meeting, for the past three years;

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- (5) the financial statement furnished for the past three years to the members;
- (6) a list of the names and business addresses of its current directors and officers;  
and,
- (7) its most recent annual report delivered to the Secretary of State.

### **Section 2.17: Members' Rights to Inspect Corporate Records**

(A) **Absolute Inspection Rights to Members.** A member (or a member's agent or attorney) is entitled to inspect and copy, at a reasonable time and location specified by the corporation, any of the records of the corporation described in section 2.17(d)(1)-(7). The member must give the corporation written notice or written demand to inspect at least five days before the date on which the member wishes to inspect and copy.

(B) **Conditional Inspection Right.** The member (or the member's agent or attorney) may inspect and copy, at a reasonable time and reasonable location specified by the corporation, additional records (listed in section 2.18(c)) if the member meets the following criteria:

- (1) the member must give the corporation a written demand to inspect made in good faith and for a proper purposes at least five business days before the date on which the member wishes to inspect and copy; and
- (2) the member must describe with reasonable particularity:
  - (i) the member's purpose and
  - (ii) the records that the member desires to inspect; and
- (3) the corporation must approve that the records are directly connected with the member's purpose.

(C) **Additional Records.** If the member meets the requirements of section 2.18(b), the member may inspect and copy:

- (1) excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors acting on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members without a meeting, to the extent not subject to the inspection under paragraph (a) of section 2.18;
- (2) accounting records of the corporation; and
- (3) subject to provisions of section 2.9(c), the membership list.

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(D) Copy Costs. The right to copy includes the right to photograph, Xerox, or copy by other reasonable means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

## **Article 3: Board of Directors**

### **Section 3.1: General Powers**

All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be managed under the direction of the board of directors.

### **Section 3.2 Number, Tenure, and Qualifications of Directors**

The number of the initial directors of the corporation shall be three, but upon a majority vote the number may be increased to five. Each director shall have one vote on any matter that comes before the board. Each director shall hold office until the next annual membership meeting or until removed in accordance with section 3.3. However, if the director's term expires, the director shall continue to serve until the members have elected and qualified a successor or until there is a decrease in the number of directors. Directors need not be residents of Montana or members of the corporation.

Election for directors shall be held on the first Tuesday of February of each year.

### **Section 3.3: Removal of Directors**

A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting vote for the removal. Likewise, the directors must acquire a majority vote present at a duly constituted meeting to remove directors or the entire board elected by them. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that a purpose of the meeting is removal.

### **Section 3.4: Board of Director Vacancies**

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the directors may fill the vacancy until the next annual election.

If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs.

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When the directors elect a director to fill a vacancy, the director's term expires at the next directors meeting at which directors elect directors.

### **Section 3.5: Ex-Officio Members of the Board**

The officers and committee chairpersons shall serve as non-voting, ex-officio members of the board. They are members by virtue of their office. Each ex-officio member officer or director may attend board meetings and participate in discussion; however, each ex-officio member shall be entitled to one vote only if the individual is a regularly elected or appointed board member.

### **Section 3.6: Regular Meetings of the Board of Directors**

The board of directors shall hold a regular meeting at least annually. No notice of the meeting other than this bylaw is required. The board of directors may provide, by resolution, the date, time and place (which shall be within the county where the company's principal office is located) of additional regular meetings. Regular board of director meetings may be held by conference telephone, if convened in accordance with section 3.8.

### **Section 3.7: Special Meetings of the Board of Directors**

The presiding officer of the board, or the president, may call and give notice of special meetings of the board of directors. Those authorized to call special board meetings may fix any place within the county where the corporation has its principal office as the special meeting place. Special board of director meetings may be held by conference telephone, if convened in accordance with section 3.8.

### **Section 3.8: Board of Director Meetings by Conference Telephone**

If, authorized by the board of directors, the board of directors or any designated committee of the corporation may participate in a board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see section 3.9), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

### **Section 3.9: Notice of and Waiver of Notice for, Special Director Meetings**

(A) *Notice.* The corporation's secretary shall give either oral or written notice of any special director meeting at least two days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone, (regardless of whether it is regular or special), the secretary must provide instructions for

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participating in the telephone meeting.

(B) *Effective Date.* If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:

- (1) Five days after deposited in the United States mail, addressed to the director's business office, with postage prepaid; or
- (2) the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director); or
- (3) the date when received.

(C) *Waiver of Notice.* Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Neither the secretary nor director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special board meeting.

### **Section 3.10: Director Quorum**

A majority of the number of directors shall constitute a quorum for the transaction of business at any board of director meeting.

### **Section 3.11: Directors, Manner of Acting**

(A) *Required Number to Constitute Act.* The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.

(B) *Director Approval.* The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the board unless:

- (1) the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or

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- (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

### **Section 3.12: Conduct of Board of Director Meetings**

The chairperson of the Board of Directors or in the chairperson's absence, the president, or in the president's absence, the vice-president, or in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

### **Section 3.13: Director Action without a Meeting**

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the corporation. Action taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

### **Section 3.14: Director Committees**

(A) *Creation of Committees.* The board of directors may create one or more committees and appoint members of the board to serve on them.

(B) *Selection of Members.* To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken.

(C) *Required Procedures.* Sections 3.6, 3.7, 3.8, 3.9, 3.10, 3.11, 3.12, 3.13 and 3.14 of this Article III, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the board of directors, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the board of directors. The committees are subject to all the procedural rules governing the operation of the board itself.

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(D) *Authority.* Each committee may exercise the specific board authority which the board of directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

- (1) approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (2) elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (3) adopt, amend, or repeal the articles or bylaws.

(E) *Audit Committee.* The board of directors, by resolution adopted by the affirmative vote of a majority of the directors then in office, may create an audit committee. The committee shall have the power to appoint, oversee, and assist accountants or auditors in any audit or review of the records of the corporation.

### **Section 3.16: Compensation, Loans to, or Guarantees for Directors**

(A) *Director Compensation.* The board of directors may, upon approval of the majority of that board, pay each director expenses, if any, of attendance at each board meeting or committee meeting of the board. The directors shall not be paid a salary or fee for attending the meeting. A director may, however, serve the corporation as an employee and receive compensation.

(B) *Loans to or Guaranties for Directors.* The corporation may not lend money to or guarantee the obligation of a director of the corporation.

## **Article 4: Officers**

### **Section 4.1: Number of Officers**

The officers of the corporation shall be a president, a secretary, and a treasurer. The board of directors shall appoint each of these officers. The board may appoint other officers and assistant officers, including a vice-president, if it deems it necessary. If the board of directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office in the corporation.

### **Section 4.2: Appointment and Term of Office**

The board of directors shall appoint officers of the corporation for a term that the board determines. If the board does not specify a term, the officers shall hold office for one year or,

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within that year, until they resign, die or are removed in a manner provided in section 4.3 of Article 4.

A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.

### **Section 4.3: Removal of Officers**

The board of directors may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board's appointment of an officer or agent shall not of itself create contract rights.

### **Section 4.4: President**

The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the board of directors, and shall in general supervise and control, in good faith, all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments.

### **Section 4.5: The Secretary**

The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each member; and (6) in general perform all duties incident to the office of secretary and any other duties that the president or the board may assign to the secretary.

### **Section 4.6: The Treasurer**

The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the corporation; (2) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositaries that the board shall select; (3) submit an annual accounting to the secretary for inclusion in the corporate records; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the president or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.

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## **Section 4.7: Salaries, Loans to, or Guarantees for Officers**

The board of directors may fix and or adjust salaries of the officers from time to time. The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

## **Article 5: Notification of Attorney General**

### **Section 5.1: Notification of Attorney General**

The secretary of the corporation shall notify the attorney general of the State of Montana when dissolution, indemnification, merger, removal of directors, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

- (1) Dissolution.
  - (i) In the event of dissolution, the secretary shall give the Attorney General written notice that the corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.
  - (ii) The corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice required by section 5.1(1)(I) to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.
  - (iii) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

- (2) Indemnification

The secretary of the corporation must give the Attorney General written notice of its proposed indemnification of a director. The corporation may not indemnify a director until 20 days after the effective date of the written notice.

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(3) Merger

The secretary of the corporation must give the Attorney General written notice of a proposed merger of the corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

(4) Removal of Directors

The secretary of the corporation must give written notice to the Attorney General if the corporation is proceeding to remove any director by judicial proceeding.

(5) Sale of assets

The secretary of the corporation must give written notice to the Attorney General 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the corporation a written waiver of this subsection.

### **Article 6: Indemnification of Directors, Officers, Agents, and Employees**

#### **Section 6.1: Indemnification of Directors**

(A) *General.* An individual made a party to a proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

- (1) determined permissible and
- (2) authorized, as defined in subsection (b) of this section 6.1 (The indemnification is further subject to the limitation specified in subsection (d) of section 6.1.)

(B) *Determination and Authorization.* The corporation shall not indemnify a director under section 6.1 of Article 6 unless:

- (1) *Determination.* Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (c) below, and
- (2) *Authorization.* Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based

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on a conclusion that the expenses are reasonable, the corporation has the financial ability to make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

(C) *Standard of Conduct.* The individual shall demonstrate that:

- (1) the individual acted in good faith; and
- (2) the individual reasonably believed:
  - (I) in acting in an official capacity with the corporation, that the individual's conduct was in the corporation's best interests;
  - (ii) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and
  - (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subsection (c)(2)(ii).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the standard of conduct described in this section.

(D) *No indemnification Permitted in Certain Circumstances.* The corporation shall not indemnify a director under section 6.1 of Article 6 if:

- (1) the director was adjudged liable to the corporation in a proceeding by or in the right of the corporation; or
- (2) the director was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the individual acted in an official capacity.

(E) *Indemnification Limited.* Indemnification permitted under section 6.1 of Article VI in connection with a proceeding by the corporation or in the right of the corporation is limited to the reasonable expenses incurred in connection with the proceeding.

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### **Section 6.2: Advance Expenses for Directors**

The company may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a director who is a party to a proceeding if:

- (1) by following the procedures of the Montana Nonprofit Corporation Act the board of directors determined that the director met requirements (3)-(5) listed below; and
- (2) the board of directors authorized an advance payment to a director; and
- (3) the director has furnished the corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in section 6.1 of Article VI; and
- (4) the director has provided the corporation with a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; the director's undertaking must be an unlimited general obligation, but need not be secured, and the corporation may accept the undertaking without reference to financial ability to make repayment; and
- (5) the board of directors determines that the facts then known to it would not preclude indemnification under section 6.1 of this Article VI or the Montana Nonprofit Corporation Act.

### **Section 6.3: Indemnification of Officers, Agents and Employees**

The board of directors may choose to indemnify and advance expenses to any officer, employee, or agent of the corporation applying those standards described in sections 6.1 and 6.2 of Article 6.

### **Section 6.4: Mandatory Indemnification**

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the corporation, against expenses incurred by the director or officer in connection with the proceeding.

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## **Article 7: Contracts, Loans, Checks and Deposits; Special Corporate Acts**

### **Section 7.1: Contracts**

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

### **Section 7.2: Loans**

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.

### **Section 7.3: Checks, Drafts, Etc.**

The board of directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued.

### **Section 7.4: Deposits**

The treasurer of the corporation shall deposit all funds of the corporation, that are not being used, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

## **Article 8: Prohibited Transactions**

### **Section 8.1: Prohibited Transactions**

(A) *Prohibition Against Sharing in Corporation Earnings.* No member, director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the board of directors.

(B) *Prohibition Against Issuance of Stock, Dividends, Distributions.* The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in section 8.1(a) without full consideration. The corporation is prohibited from lending money to guarantee the obligation

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of a director or officer of the corporation. (See sections 3.16(b) and 4.9). No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course, for reasonable consideration, with its trustees, officers without violating this provision.

(C) *No Personal Distributions Upon Dissolution.* None of the persons listed in section 8.1(a) shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. All directors members of the corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the board of directors may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

(D) *Other Prohibitions.* Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (2) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

### **Section 8.2: Prohibited Activities**

Notwithstanding any other provisions of these bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

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## **Section 8.3: Corporate Funds Used For Indemnification.**

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article 6 of these bylaws.

## **Article 9: Emergency Bylaws**

### **Section 9.1: Emergency Bylaws**

(A) *General.* The following provisions of this Article IX, section 9.1 "Emergency Bylaws" shall be effective during an emergency which is defined as when a quorum of the corporation's directors cannot be readily assembled because of some catastrophic event.

(B) *Notice of Board Meetings.* During an emergency, any one member of the board of directors or any one of the following officers: president, any vice-president, secretary or treasurer, may call a meeting of the board of directors. Notice of the emergency meeting need be given only to those directors and officers whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. The notice shall be given at least six hours prior to commencement of the meeting.

(C) *Temporary Directors and Quorum.* During an emergency, one or more officers of the corporation present at the emergency board meeting shall be considered to be temporary director(s) for the meeting. The number of officers needed shall equal the number of directors necessary to constitute a quorum. The officers shall serve in the order of rank, and within the same rank, in order of seniority. In the event that less than a quorum (as determined by Article III, section 3.10) of the directors are present (including any officers who are to serve as directors for the meeting), those directors present (including the officers serving as directors) shall constitute a quorum.

(D) *Actions Permitted to be Taken.* The board as constituted in paragraph (c), and after giving notice as described in paragraph (b) may:

- (1) Officer's Powers. Prescribe emergency powers to any officer of the corporation;
- (2) Delegation of Any Power. Delegate to any officer or director any of the powers of directors;
- (3) Lines of Succession. Designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;
- (4) Relocate Principal Place of Business. Relocate the principal place of business or designate successive or simultaneous principal places of business;

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- (5) All Other Action. Take any other action, convenient, helpful, or necessary to carry on the business of the corporation.

### **Article 10: Amendments**

#### **Section 10.1 Amendments**

(A) *General.* An amendment (including adding and replacing sections) to a corporation's bylaws must be approved by a two-third's majority of the directors of the corporation. Notwithstanding the above, the statement of purpose of the corporation shall not be amended without a duly called meeting of which no proxy or written proxy or written ballots will be permitted and an affirmative vote is cast in favor of the changing of the statement of purpose clause of two-thirds of the members of the board of directors.

(B) *Notice of Meeting to Vote Amendment.* Any meeting called to vote on any amendment of the bylaws shall be upon notice duly given. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendments.

### **Article 11: Fiscal Year**

The Corporate year shall be the calendar year.

### **Article 12: Constitution:**

The Corporation shall adopt a Constitution, which shall be incorporated herein by reference. The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the statement of faith and sets forth the spiritual doctrine of the Corporation. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

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## Minister Code of Ethics

1. Ministers will keep the interests of His Kingdom the interests of the local ministry.
2. Ministers will not visit other ARC ministries to create personal gain and influence, but to endeavor to exercise courtesy, wisdom, honor and discretion at all times.
3. Ministers will work in cooperation with the ARC to build a spirit of unity and honor.
4. Ministers will, upon resigning one ministry to oversee another, cease connections with that ministry as far as overseer duties are concerned and will under no circumstances seek to retain influence over such ministries from which they have been released, and will seek to resign from a ministry or be called to another only upon direct leading from the Holy Spirit.
5. When planning to resign from a ministry, ministers will first notify the Board of Directors with the ARC and lend all their support to honor the work of the incoming pastor. Ministers will not discredit their successors and try to exert influence in matters concerning the ongoing interests of the local ministry.
6. All ministers will be careful not to incur any personal indebtedness that will in any way obligate or embarrass the work of His Kingdom, local ministry, or the ARC.
7. Itinerate Ministers will make every reasonable effort to work together with the lead minister of a local ministry in a spirit of cooperation with the ARC to help build support and honor its vision and mission.
8. Itinerate Ministers will at the completion of a ministry campaign leave the local ministry to the lead minister and will not continue to try and exert influence in matters concerning the ongoing interests of the local ministry.
9. Itinerate Ministers will at all times, when ministering where there is no lead minister to oversee the local ministry, remain a reasonable time and care for the work until a lead minister can be provided for by the ARC.
10. Itinerate Ministers will make every reasonable effort to honor, support and work in harmony with the lead minister for whom ministry is done and shall not borrow money or seek a endorser for notes from the covenant partners or attendees or officers of the church.
11. All covenant partners will work in accordance with the Bible, ARC, and its Policies and Principles, at all times to combat dissension, criticism, and negativity.

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12. Overseers will settle any difficulties or differences between brother and sister ministers through channels provided by the ARC, and at no time will any overseer use their influence to carry through personal agendas in matters concerning the ongoing interests of a local ministry.
13. The Board of Directors will be recognized as the governing body of the ARC and all ministers will work in a spirit of honor and harmony with its decisions for direction at all times.
14. All ministers will at all times follow the spirit and principles of New Testament teachings and will be governed by a spirit of honor and grace through Christ's love in dealing with one with another.
15. The confidential statements made to a minister by attendees of a congregation are considered sacred and are not to be divulged unless in conflict with local, state or federal law.
16. The minister will not invite into the pulpit of the local church those who teaching, values oppose those of the ARC.
17. Ministers should be careful not to bring reproach upon their calling by engaging in biblically immoral behavior.

