

# *Full Gospel House of Refuge*

## By-Laws and Articles of Incorporation

516 Old State Rte 74  
Cincinnati, Ohio 45244

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BYLAWS & ARTICLES OF INCORPORATION  
July 9, 2022

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	General Provisions .....	Page 3
Article 1	Offices .....	Page 4
Article 2	Church Membership .....	Page 4
Article 3	Statement of Faith .....	Page 4
Article 4	Government .....	Page 7
Article 5	Senior Pastor.....	Page 7
Article 6	Congregation .....	Page 10
Article 7	Overseers .....	Page 10
Article 8	Elders.....	Page 11
Article 9	Trustees of the Corporation.....	Page 13
Article 10	Officers .....	Page 18
Article 11	Business Practices .....	Page 22
Article 12	Church Ministry .....	Page 23
Article 13	Church Discipline.....	Page 23
Article 14	Amendment of Bylaws.....	Page 24
	Articles of Incorporation Amended.....	Page 26

# BYLAWS

## GENERAL PROVISIONS

July 9, 2022

### Section 1. Non-Profit Status.

*Full Gospel House of Refuge* shall be organized and operated exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law in order to:

1. Minister the Word of God Based on King James Version.
2. Conduct regular religious worship services through various forms of ministries.
3. Promote and encourage, through ministries of the organization, cooperation with other organizations ministering within the community.
4. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media.
5. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible.
6. Maintain local church and missionary facilities.
7. Conduct a school for ministers and leaders.
8. License and ordain qualified individuals including graduates of ministerial schools.

*Full Gospel House of Refuge* is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits, and net income of this church are irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of this church shall ever inure to the benefit of any individual. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986.

### Section 2. Prohibition Against Sharing in Corporate Earnings.

No member, trustee, officer, employee, committee member, or person connected with the church, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the church, provided that this shall not prevent the payment to any such person of such reasonable compensation for

services rendered to or for the church in effecting any of its purposes as shall be fixed by the church leadership, and no such person or persons shall be entitled to share in the distribution of any of the church assets upon dissolution of the church. All members of the church shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the church, whether voluntary or involuntary, the assets of the church, after all debts have been satisfied, then remaining in the hands of the leadership shall be distributed, conveyed, delivered and paid over, in such amounts as the leadership may determine or as may be determined by the court of competent jurisdiction for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

## Section 3. Exempt Activities.

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of *Full Gospel House of Refuge* shall take any action or carry on any activity by or on behalf of the church not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are now deductible under Sections 170(c)(2) and 509(a)(1) of such codes and regulations as they now exist or as they may hereafter be amended.

## ARTICLE 1 Offices

The principal office of *Full Gospel House of Refuge* herein after referred to as the corporation, shall be located at the address set forth in the Articles of Incorporation. The corporation may have such other offices, either within or without the State of Incorporation, as the Board of Trustees, herein after referred to as the trustees, may determine.

## ARTICLE 2 Church Membership

Church members shall be all people who contribute financially to the corporation (church). Membership is welcomed and recognized once a membership card is signed. Voting powers are recognized when the church member supports the church spiritually and financially. Should one year pass without a record of contribution, membership is automatically deemed inactive.

## ARTICLE 3 Statement of Faith

HOLY BIBLE: The Holy Bible, and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, it is inspired, infallible and pure (2Timothy 3:16; 2Peter 1:20-21; Proverbs 30:5; Romans 16:25-26).

**TRINITY:** There is one God, eternally existent in three persons: Father, Son, and Holy Spirit. These three are co-equal and co-eternal (1 John 5:7; Genesis 1:26; Matthew 3:16-17, 28:19; Luke 1:35; Isaiah 9:6; Hebrews 3:7-11).

**JESUS CHRIST:** Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100% God and 100% man. He is the only man ever to have lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the cross for mankind and thus, atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory (John 1:1,14, 20:28; 1Timothy 3:16; Isaiah 9:6; Philippians 2:5-6; 1Timothy 2:5).

**VIRGIN BIRTH:** Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the virgin Mary's womb; therefore, He is the Son of God (Matthew 1:18, 25; Luke 1:35; Isaiah 7:14; Matthew 1:18, 23-25; Luke 1:27-35).

**REDEMPTION:** Man was created good and upright, but by voluntary transgression he fell; his only hope of redemption is in Jesus Christ, the Son of God (Gen.1:26-31, 3:1-7; Romans 5:12-21).

**REGENERATION:** For anyone to know God, regeneration by the Holy Spirit is absolutely essential (John 6:44, 65).

**SALVATION:** We are saved by grace through faith in Jesus Christ; His death, burial, and resurrection. Salvation is a gift from God, not a result of our good works or of any human efforts (Ephesians 2:8-9; Galatians 2:16, 3:8; Titus 3:5; Romans 10:9-10; Acts 16:31; Hebrews 9:22).

**REPENTANCE:** Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation (Acts 2:21, 3:19; 1 John 1:9).

**SANCTIFICATION:** Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of Christ's character in us. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life (1Thessalonians 4:3, 5:23; 2 Corinthians 3:18, 6:14-18, 2 Thessalonians 2:1-3, Romans 8:29, 12:1-2, Hebrews 2:11).

**JESUS' BLOOD:** The Blood that Jesus Christ shed on the Cross of Calvary was sinless and is 100% sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death (1 John 1:7; Revelation 1:5, 5:9; Colossians 1:20; Romans 3:10-12, 23, 5:9; John 1:29).

**JESUS CHRIST INDWELLS ALL BELIEVERS:** Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to him thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead (John 1:12; John 14:17, 23; John 15:4; Romans 8:11; Revelations 3:20).

**BAPTISM IN THE HOLY GHOST:** Given at Pentecost, it is the promise of the Father, sent by Jesus after His Ascension, to empower the church to preach the Gospel throughout the whole earth (Joel 2:28-29; Matthew 3:11; Mark 16:17; Acts 1:5, 2:1-4, 17, 38-39, 8:14-17, 10:38, 44-47, 11:15-17, 19:1-6).

**THE GIFTS OF THE HOLY SPIRIT:** The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the church, demonstrate the validity of the resurrection, and confirm the power of the Gospel. The Bible lists of these gifts are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of Biblical parameters (Hebrews 2:4; Romans 1:11, 12 :4-8; Ephesians 4:16; 2 Timothy 1:5-16, 4:14; 1 Corinthians 12:1-31, 14:1-40; 1 Peter 4:10).

**THE CHURCH:** The church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Jesus' great commission. Every person who is born of the Spirit is an integral part of the church as a member of the body of believers. There is a spiritual unity of all believers in our Lord Jesus Christ (Ephesians 1:22, 2:19-22; Hebrews 12:23; John 17:11, 20-23).

#### **TWO SACRAMENTS:**

**Water Baptism:** Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the Name of the Father and of the Son and of the Holy Spirit (Matthew 28:19; Acts 2:38).

**The Lord's Supper:** A unique time of communion in the presence of God when the elements of bread and grape juice (the Body and Blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the Cross (Matthew 26:26-29; Mark 16:16; Acts 8:12, 36-38; 10:47-48; 1 Corinthians 10:16, 11:23-25).

**HEALING OF THE SICK:** Healing of the sick is illustrated in the life and ministry of Jesus and included in the commission of Jesus to His disciples. It is given as a sign which is to follow believers. It is also a part of Jesus' work on the Cross and one of the gifts of the Spirit (Psalm 103:2-3; Isaiah 53:5; Matthew 8:16-17; Mark 16:17-18; Acts 8:6-7; James 5:14-16; 1 Corinthians 12:9, 28; Romans 11:29).

**GOD'S WILL FOR PROVISION:** It is the Father's will for believers to become whole, healthy, and successful in all areas of life. But because of the fall, many may not receive the full benefits of God's will while on Earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to better serve others.

1. Spiritual (John 3:3-11; 2 Corinthians 5:17-21; Romans 10:9-10).
2. Mental and Emotional (2 Timothy 1:7, 2:11; Philippians 4:7-8; Romans 12:2; Isaiah 26:3).
3. Physical (Isaiah 53:4-5; Matthew 8:17; 1 Peter 2:24).
4. Financial (Joshua 1:8; Malachi 3:10-11; Luke 6:38; 2 Corinthians 9:6-10; Deuteronomy 28:1-14; Psalm 34:10, 84:11; Philippians 4:19).

**RESURRECTION:** Jesus Christ was physically resurrected from the dead in a glorified body three days after His death on the cross. In addition, both the saved and the lost will be resurrected; they that are saved to the

resurrection of life and they that are lost to the resurrection of eternal damnation (Luke 24:16, 36, 39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; 1 Corinthians 15:42, 44; Philippians 1:21-23, 3:21).

HEAVEN: Heaven is the eternal dwelling place for all believers in the Gospel of Jesus Christ (Matthew 5:3, 12, 20, 6:20, 19:21, 25:34; John 17:24; 2 Corinthians 5:1; Hebrews 11:16; 1 Peter 1:4).

HELL: After living one life on earth, the unbelievers will be judged by God and sent to Hell where they will be eternally tormented with the Devil and the Fallen Angels (Matthew 25:41; Mark 9:43-48; Hebrews 9:27; Revelation 14:9-11, 20:12-15, 21:8).

SECOND COMING: Jesus Christ will physically and visibly return to earth for the second time to establish His Kingdom. This will occur at a date undisclosed by the Scriptures (Matthew 24:30, 26:63-64; Acts 1:9-11; 1 Thessalonians 4:15-17; 2 Thessalonians 1:7-8; Revelation 1:7).

## ARTICLE 4

### Government

*Full Gospel House of Refuge* seeks to be led by the Holy Spirit in all its decisions. The senior pastor, the congregation, the overseers, the elders, and the trustees all have a role in leadership. The senior pastor's office is responsible for developing and communicating the vision and overseeing the day-to-day ministry of the church. The congregation influences the spiritual tone, strength, and direction of the church. The overseers are to protect the church through counsel, prayer, and if required, recommend discipline of the senior pastor with approval from Trustees, as described in Article 7. The elders are to serve the church as described in Article 8. The trustees are to serve the church by assuring compliance with church corporation management policies and by approving the financial commitments for the church as described in Article 9.

## ARTICLE 5

### Senior Pastor of the Church

#### Section 1. The Office of the Senior Pastor.

##### Paragraph 1. Senior Pastor Role.

Because *Full Gospel House of Refuge* has two (2) complimentary branches; the spiritual body of believers and the legal corporation, it is the senior pastor that administratively bridges the gap between the two (2) branches. The senior pastor is primarily responsible for the spiritual life of the church; therefore, he must be in a position corporately to ensure that financial strength is directed toward the ministries of his choice.

## Paragraph 2. Responsibilities of the Senior Pastor.

It is the senior pastor's responsibility to:

1. Provide Biblical vision and direction for the congregation.
2. Define and communicate the Church's purpose.
3. Oversee and coordinate the day-to-day ministry of the congregation and administration of the church.
4. Appoint overseers pursuant to Article 8.
5. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of elders, deacons, and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry to the body of believers.
6. Propose staffing the church to the Board of Trustees for approval to help administrate the affairs of the corporation.

## Paragraph 3. The Senior Pastor's Spiritual Leadership.

In his role as senior pastor, he may work with overseers, elders, deacons, or anyone serving in any five-fold ministry offices as outlined in Ephesians 4:11-13 in any way that he determines is Biblical. In addition, he may budget monies, propose staff for Board of Trustee approval, develop projects or ministry, and create small groups or other specialized ministries according to his convictions and Biblical understanding. He shall have the authority to request with Board of Trustee approval any assistants that are necessary to properly execute the work of the church.

## Paragraph 4. The Senior Pastor's Responsibility for Services.

Times, order of services, and the leadership of services are to be determined by him or by the spiritual church structure that he establishes. No person shall be invited to speak, teach, or minister at a service held in Church-owned facilities, or in the name of the church, without the approval of the senior pastor or the appropriate member of the established church pastoral ministry team.

## Paragraph 5. The Senior Pastor's Salary Exceptions.

5.1 Senior Pastor's Compensation Team. The Senior Pastor's Compensation Team is the Board of Trustees.

5.2 Senior Pastor's Compensation Approval. Compensation paid to the Senior Pastor shall be approved on an annual basis by a majority vote of the Board of Trustees. In so doing, the Board of Trustees, shall



consider duties, performance evaluations, compensation, comparability data, and other relevant information. Such information will be provided by the Church Treasurer. In no event shall the President's salary be less than it would be according to the pay scale established for the other members of the pastoral team.

5.3 Senior Pastor's Housing. In addition to a salary, the President may live in a parsonage, chosen by the trustees, and owned and maintained by the corporation or he may choose to receive an additional housing allowance as determined by the trustees.

5.4 Senior Pastor's Transportation. The senior pastor shall be provided with one (1) automobile, which will be maintained by the corporation. The cost of the automobile shall be determined by the trustees. The corporation shall purchase or lease the vehicle of the senior pastor's choice within the budget allowed. Such automobile is to be kept for four (4) years. Should the senior pastor choose to replace a vehicle before four (4) years expires, the value remaining in the previous vehicle is the maximum that may be spent. The senior pastor, though, may contribute personal funds toward the purchase of the replacement vehicle. No additional funds may be added by the corporation for the purchase of a vehicle out of sequence.

#### Paragraph 6. Optional Benefits.

After the senior pastor has served for a minimum of two (4) consecutive years, the trustees may provide additional benefits which are unique to the senior pastor position. They may, for example, choose to provide an additional retirement benefit. They may also choose to reduce the amount of time the senior pastor is required to keep a vehicle before it is replaced. These benefits or any others like them must be initiated by the trustees and not the senior pastor because these benefits are optional and not required to be provided. They are purely an attempt to reward many years of faithful service.

#### Paragraph 7. Installation of New Senior Pastor When Departing Senior Pastor in Good Standing.

7.1. If the Senior Pastor is in good standing or dies while in good standing, a new Senior Pastor shall be selected through the following process. The Trustees shall nominate a new Senior Pastor and the Board of Trustees shall then confirm such nominee by an affirmative vote of one less than the total number. In the event the Board of Trustees do not confirm such nominee the process shall repeat until a nominee is confirmed. Once the Board of Trustees approves the nomination of the Senior Pastor, the Church membership must approve the appointment by majority vote, which will be announced in advance and held after a Sunday service. The President will conduct the meeting of voting church members and the Secretary will record the meeting.

7.2. The Senior Pastor is in "Good Standing" if: (1) he is not under discipline by the Trustees, (2) he is not under investigation by the Trustees, and/or (3) he has not engaged in any conduct that could subject the Senior Pastor to discipline by the Trustees.

7.3. In the event of a permanent vacancy in the office of the Senior Pastor due to disability, death, or other absence while the Senior Pastor is in good standing, the acting Senior Pastor shall be a person named by the President in a signed writing to the Trustees at the time of such disability or absence. Such acting Senior Pastor shall serve until such time as a new Senior Pastor is nominated and confirmed pursuant to Paragraph 7.1. The acting Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor.

## Paragraph 8. Installation of New Senior Pastor When Departing Senior Pastor Not in Good Standing.

8.1. If the Senior Pastor is not in good standing, a new Senior Pastor shall be selected through the following process. The Trustees shall nominate a new Senior Pastor by an affirmative vote of one less than the total number of Trustees, and the Church membership shall then confirm such nominee by an affirmative vote of two-thirds of the members of the Church membership. In the event that the Church membership does not confirm such nominee the process shall repeat until a nominee is confirmed.

8.2. The Senior Pastor is not in "Good Standing" if: (1) he is under discipline by the Trustees, (2) he is under investigation by the Trustees, and/or (3) he has engaged in any conduct that could subject the Senior Pastor to discipline by the Trustees.

8.3. In the event of a vacancy in the office of the Senior Pastor due to disability, death, discipline, or absence while the Senior Pastor is not in good standing, the Trustees may by a vote of one less than the total number of Trustees appoint an acting Senior Pastor until such time as a new Senior Pastor is nominated and confirmed. The acting Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor.

## ARTICLE 6 Congregation

The congregation shall consist of all Members of the church as defined in Article 2. Members of the Church may be appointed to serve as Elders and/or Trustees.

## ARTICLE 7 Overseers

### Paragraph 1. Requirements To Be an Overseer.

The members of the overseers must be ordained pastors of respected congregations who know and love *Full Gospel House of Refuge* and its senior pastor. They must agree to make themselves available at their own expense to serve *Full Gospel House of Refuge* if requested and must be willing to provide spiritual protection to the church through prayer and by living an honorable Christian lifestyle

### Paragraph 2. Biblical Qualifications for Overseers.

"Now the overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money.

He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap." (1 Timothy 3: 27)

### Paragraph 3. Selection and Function of Overseers.

Overseers will be nominated by the senior pastor and confirmed by the elders. The senior pastor will be accountable to the overseers and Trustees in the event of alleged misconduct in compliance with Article 13.

### Paragraph 4. Installing New Overseers.

Each year the senior pastor and the elders may replace one (1) of the overseers and enter that change into the minutes of a trustees' meeting. If disciplinary action is being considered, changes in the overseers may not be made until its work is completed.

## ARTICLE 8 Elders

### Paragraph 1. Spiritual Role.

The elders are to covenant together with the congregation and the senior pastor for the development of the spiritual life of the church. These men and their spouses are to be the primary protectors and encouragers of a positive spiritual climate within the church body. They serve in neither a governing nor a corporate capacity, but a spiritual capacity to create and maintain stability in potentially negative situations.

### Paragraph 2. Definition

The elders are men who function within the local church but are not members of the pastoral staff of the church. They are men who meet the Biblical qualifications for elders and function in that calling but derive their income from sources other than the church. The number of elders shall be determined by the senior pastor but shall not be less than five (5).

### Paragraph 3. Functions.

The functions of the elders are:

1. Maintain and teach by living a godly, Christian lifestyle.
2. Provide a prayer shield for the pastoral team and the local church.

3. Defend, protect, and support the integrity of the pastoral team and the local church.
4. Pray for the sick.
5. Mediate disputes among the brethren.
6. Counsel.
7. Contact the Board of Trustees and the Overseers to initiate investigation and potential discipline of the senior pastor.

#### Paragraph 4. Biblical Qualifications of Elders.

"<sup>6</sup> if a man is blameless, the husband of one wife, having faithful children not accused of dissipation or insubordination. <sup>7</sup> 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, <sup>8</sup> but hospitable, a lover of what is good, sober-minded, just, holy, self-controlled, <sup>9</sup> 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 1:6-9 KJV)

#### Paragraph 5. Nomination and Appointment of Elders.

The initial appointment of elders will be made by the senior pastor. Subsequent appointments of elders will be preceded by the senior pastor teaching on the Biblical requirements for elders at a service. Anonymous nominations for the position of elder will be made in writing immediately after the sermon on elders by those present at the service. These nominations will be tallied by the senior pastor and his associates, and the elders will be selected from the men with the largest number of nominations. The senior pastor can veto anyone's nomination. This nomination process may occur as often as an elder's term expires or the senior pastor feels that it is necessary for new elders to be added.

#### Paragraph 6. Four (4) Year Service Terms.

Once selected to serve as an elder, the elder and his spouse are to serve for a maximum of four (4) years. After that time of service, the selection process is to be repeated and anyone re-nominated and appointed may serve as many times as the congregation and senior pastor choose. However, should the congregation fail to re-nominate any certain elder, the senior pastor may not select him for service.

#### Paragraph 7. Removal of an Elder.

Should anyone in the congregation, including a staff member or another elder, bring accusation against an elder, charging that they do not qualify for elders, a seven (7) member group from the staff and the elders may hear the accusations and any response from the accused elder. Three (3) are to be chosen by the accused elder, and four (4) are to be chosen by the senior pastor. He may not serve on the panel judging the elder but may oversee the procedures if he chooses. Then, in an anonymous vote, if five (5) or more agree that the elder does not meet the qualifications of elders that elder may no longer serve as an elder.

#### Paragraph 8. Replacement of Elders.

During the four (4) years of service, those elders who are no longer able to serve for any reason need not be replaced as long as at least five (5) elders remain.

## ARTICLE 9 Trustees of the Corporation

### Section 1. General Powers.

The financial affairs of the corporation shall be managed by the trustees whose members shall have a fiduciary obligation to the corporation according to Sections 2 and 3 of this Article.

### Section 2. Functions.

#### Paragraph 1. Provide Facilities.

The trustees vote in accordance with these Bylaws in order to conduct the business decisions of the corporation. The trustees oversee the provision of the physical facilities needed by the church body. They also coordinate any construction projects which require a loan.

#### Paragraph 2. Exclusive Authority.

The trustees are the only body within the corporation or church body with the authority to:

1. Buy and sell real estate.
2. Borrow money.
3. Secure real estate leases.

#### Paragraph 3. Counsel,

The trustees are to provide counsel, at the senior pastor's request, regarding the financial commitments of the church.

## Section 3. Financial Guidelines.

### Paragraph 1. Monies Available to Trustees.

In order to provide for the physical needs of the church, the trustees have available to them 100% of all unrestricted monies accumulated in any type of savings accounts including stocks, bonds, certificates of deposit, mutual funds, etc. and all assets in land and property. In addition, the trustees may direct any expenditure up to 65% of the unrestricted income of the church from tithes, offerings, interest, and investments. Current undesignated income is to be determined by the undesignated income of the previous year. From the 65% of church income at the trustees' disposal, payment must be made on all debt and real estate leases of the corporation.

### Paragraph 2. Debt Restrictions.

Before the trustees can authorize the church to borrow money or incur a lease obligation, the following conditions must first be met:

- Maximum 50% payment ceiling. The combined totals of all monthly debt service and real estate lease payments, following the incurring of the indebtedness or lease obligation under consideration, will not exceed 50% of the average monthly total income. The percentage shall be based on, but not be limited to, tithes, offerings, investment income and unrestricted gifts of the church.
- Lease to purchase allowance. If indebtedness is being secured to build a structure that will relieve the church of its need for a leased facility that will be vacated when the new building is completed, then the current lease commitment need not be calculated into the 50% expenditure limitation for eighteen (18) months. Thus, the church is allowed eighteen (18) months for both construction and lease payments that combined, exceed the 50% limit, only if there is compelling assurance that by the end of the eighteen (18) month period it is reasonable to expect relief from the burden of the lease payment.
- Income Projections. The church may *not* set budgets, meet conditions for borrowing, or make any financial commitments based on upward projections of income.
- Audit Requirements. If the church wishes to borrow over \$250,000, the trustees must base its financial limitations on information provided by an audit of the previous year.

- Church Plant Exception. If the church has less than 12 months financial history and wishes to borrow less than \$250,000, that decision may be based on the most current three (3) months of financial history provided by the Church Treasurer.

### Paragraph 3. Annual Audit.

If the income of the church exceeds \$250,000 per year, the trustees shall obtain an annual audit performed by an independent public accounting firm in accordance with Generally Accepted Auditing Standards (GAAS), with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

### Paragraph 4. Audit Review Committee.

The trustees shall appoint the Secretary, Treasurer, and two (2) other members of the trustees to serve as an audit review committee. After reviewing the annual audit, they are to report their findings at a trustees' meeting.

### Paragraph 5. Conflict of Interest.

In order to avoid any conflict of interest, *all* of the following criteria must be met for any business transaction to be made between a trustee and the corporation:

- The trustee with whom the transaction is being considered is excluded from any discussions for approving the transaction.
- The trustees consider competitive bids or comparable valuations.
- The trustees act upon and demonstrate that the transaction is in the best interest of the corporation.
- The transaction must be fully disclosed in the end-of-year audited financial statements of the corporation.

## Section 4. Appointment, Number, Term, and Qualifications.

### Paragraph 1. Number and Selection.

The trustees shall be composed of seven (7) members who are appointed by the President. Trustees may not be employees or staff members of the corporation, nor can they be related by blood or marriage to employees or staff members. The term of office for each trustee shall be two years until such trustee resigns from office or from membership in the church, is deceased, or is removed. All trustees must be selected from the membership of the church every two years.

## Paragraph 2. Removal.

The President may dismiss trustees without cause, but at a rate that does not exceed one (1) dismissal every four (4) months. In the event that the office of president is vacant, the secretary and treasurer may appoint or dismiss trustees subject to the same limitations that apply to appointments and dismissals by the president in accordance with this paragraph and Article 6, Section 4, Paragraph 1.

## Paragraph 3. Exclusive Role.

Because the trustees are responsible for the financial decisions of the church, they must resign their position as a trustee if they ever become a staff member or take any other paid position within the church. Volunteer work within the church is encouraged, but paid positions may constitute a conflict of interest.

## Section 5. Meetings.

### Paragraph 1. Frequency of Meetings.

A meeting of the trustees shall be held at least twice a year. The president, or any trustee may call a meeting at any time, under the condition that majority (four (4) or more) of the trustees attend the meeting.

### Paragraph 2. Leadership of Meetings.

If at all possible, the president is to attend and lead each trustees' meeting. If not possible, the Secretary and/or Treasurer shall lead the meeting. If neither the president nor the Secretary and/or Treasurer is able to lead the meeting, the trustees must choose a leader for that meeting and proceed in order, with the appointed leader keeping minutes for the record. Any motions passed and recorded in a meeting without the president, or the Secretary and/or Treasurer may not take effect until the following meeting with either the president or the Secretary and/or Treasurer present when the minutes of the previous meeting are approved.

### Paragraph 3. Location of Meetings.

Any meeting of the trustees may be held at such place or places as shall from time to time be determined by the trustees or fixed by the president and designated in the notice of the meeting.

### Paragraph 4. Written Notice of Meetings.

Whenever, under the provisions of a statute or the Articles of Incorporation or these Bylaws, a written notice is required to be given to any trustee:

- Such notice will require a minimum of four (4) days notice.



- Such notice may be given in writing, by fax, email, or by mail at such fax number or address as appears on the books of the corporation and such notice shall be deemed to be given at the time the notice is emailed, faxed, or mailed.
- The person entitled to such notice may waive the notice by signing a written waiver either before, at, or after the time of the meeting.
- The appearance of such person or persons at the meeting shall be equivalent to signing a written waiver of notice.

#### Paragraph 5. Regular Meetings.

The trustees may establish regular meetings. No notice shall be required for any regular meeting.

#### Paragraph 6. Trustee Action Without Meeting.

Any action which may be taken at a meeting of the trustees, the same action may be taken without a meeting, if consent in writing setting forth the action taken is signed by all the trustees and such action shall be effective as of the date specified in the written consent.

#### Paragraph 7. Teleconferencing.

At any meeting of the trustees, any member may participate in the meeting by telephone provided all members of the trustees present at the meeting or by telephone can hear and speak to each other. Participation by telephone shall be equivalent to attending the meeting in person.

#### Paragraph 8. Quorum.

A majority (four (4) or more) of the trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the trustees shall be the act of the trustees. In the absence of a quorum at any meeting, a meeting of the trustees' present may adjourn the meeting without further notice until a quorum shall be established.

### Section 6. Compensation.

Trustees, as such, shall not receive any salaries for their services.

## ARTICLE 10

### Officers

#### Section 1. Officers.

The officers of the corporation shall be a president, a secretary, and a treasurer and any other officers that the trustees may authorize from time to time.

#### Section 2. Appointment, Election and Term of Office.

##### Paragraph 1. Appointment of the President.

The appointment of the President occurs when the Trustees nominate, and the Church membership approves the nomination. A Trustee or Officer can schedule a meeting with the Church membership to introduce the nominee and hold a Church membership vote to approve the President nomination. The Secretary must record the vote via member signature sheet and document the vote outcome.

##### Paragraph 2. Appointment of Secretary and Treasurer.

The secretary and treasurer are to be nominated by the president and approved by the Church body. The term of this office is two years. Should the Church body fail to approve of the nomination by the president, other nominations must be made until a suitable candidate is chosen.

##### Paragraph 3. New Offices.

New offices may be created and filled at any meeting of the trustees. Each officer shall hold office until his successor has been duly elected and qualified.

#### Section 3. Removal of Officers.

##### Paragraph 1. Trustees Responsibility for the President.

The trustees of the church may remove the president by majority vote and elect new president at the discretion of the trustees and approval by the Church membership.

##### Paragraph 2. President Responsibility of Secretary and Treasurer.

The President can remove the Secretary and Treasurer at any time.

### Paragraph 3. Trustees' Responsibility for All Other Officers.

Any officer elected or appointed by the trustees may be removed by the trustees when the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

## Section 4. Powers of Officers.

### Paragraph 1. The President Shall Serve as the President and CEO of the Corporation.

The president and CEO are herein after, in most instances, referred to as the president. The corporation finds its headship under the Lord Jesus Christ and in its president. If possible, he shall preside at all meetings of the trustees and shall see that all orders and resolutions of the trustees are put into effect. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the trustees. He shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

### Paragraph 2. The President's Role with Trustees.

With the exception of those circumstances discussed in Article 14, herein below, the president is the voting chairman of the trustees. He calls meetings and determines the agenda in consultation with the trustees. The president shall make selections to the trustees from the church membership at a rate not to exceed one (1) new appointment every four (4) months in accordance with Article 9. The president may also dismiss trustee members, but at a rate that does not exceed one (1) dismissal every four (4) months in accordance with Article 9, Section 4, Paragraph 2.

### Paragraph 3. The President's and CEO's Role in Administration.

The president is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the church.

### Paragraph 4. The President's Role with Staff.

The president hires, directs and dismisses staff. The president supports the senior pastor, whose call is confirmed to the church through the congregation, and those hired through him are to assist him in fulfilling this calling. The President shall nominate a new Senior Pastor, if the Senior Pastor confirms he is unable to perform his duties as the Senior Pastor any longer. The Trustees must approve the nomination of the new senior pastor and Church membership must vote to confirm the new senior pastor.

#### Paragraph 5. The President's Role in Establishing Salaries.

The president determines all salaries and writes pay scales for full-time salaried employees. Pay scales shall be explained to new full-time salaried employees and, should they ever be changed, they will be given in writing to the affected employees. If there is a severance pay agreement, that too must be given to the employee in writing. In addition, all part-time salaries and hourly wages are variable and are to be determined between the president and the employee.

#### Paragraph 6. The Secretary and Treasurer.

The Secretary and Treasurer should be trustees as well as officers of the corporation. As Secretary, the secretary shall function as clerk and record (or have recorded) all votes and the minutes of all proceedings in a book and/or electronic files to be kept for that purpose. He/she shall oversee the keeping of the membership rolls of the corporation, and in general perform the duties usually incident to the office of secretary, and such further duties as shall be prescribed from time to time by the trustees or by the president.

#### Paragraph 7. The Treasurer's Role Over Accounting.

As Treasurer, the Treasurer shall oversee the keeping of full and accurate accounts of the receipts and disbursements in the accounting records of the corporation and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such banks and depositories as may be designated by the president. He/she does not determine expenditures, but he/she shall oversee the disbursement of the funds of the corporation as may be ordered by the trustees or the president. He/she shall perform the duties usually incident to the office of Treasurer and such other duties as may be prescribed from time to time by the trustees or by the president. The Treasurer is also responsible to oversee any outside accounting firm that provides the Church accounting services by delivering monthly reports to the trustees for review and posting monthly financial statements within Church bulletin board for membership viewing.

#### Paragraph 8. Audited Financial Statements.

The Secretary and Treasurer shall serve on the Audit Review Committee and report to the trustees after its review of the annual audit. If the church does not have an annual audit, the Secretary and Treasurer are to provide to the trustees a report on the previous year's income and expenses.

#### Paragraph 9. Cash Flow Statements.

The Secretary and Treasurer are to work with the president to provide an annual Cash Flow Statement that must accompany all contribution statements to members. A description of the salary scales used in determining the salaries for staff members will be provided upon written request.

#### Paragraph 10. Public Availability of Annual Financial Statements.

The Secretary and Treasurer shall insure those current audited financial statements are available to anyone upon written request and the previous year's cash flow statements are available to all contributors to the church in good standing.

#### Paragraph 11. Budget.

After the church is one (1) year old, an annual budget must be prepared and approved by the Trustees. The budget is to be based on 90% of the previous year's income. The president is to write the budget for 65% of the 90% to finance the basic ministry needs of the church (salaries, taxes, bills, missions, benevolence, department financial allocations, etc.). The Senior Pastor is free to reflect his values and wisdom in his budget portion. Then, the president is to work with the senior pastor to add their 35% to the budget. Once the budget has been approved by the Trustees, the president and senior pastor must work within the approved budget. All expenditures authorized by the Trustees requires receipts be provided to the Treasurer before reimbursement can be made. Unauthorized or purchased made without a receipt will not be paid by the Treasurer.

#### Paragraph 12. Expenditures.

Budgeted amounts are not to be considered actual monies available. Nothing can be spent by the president except actual funds that are available, and those monies are to be spent according to the budget. The president may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow, the trustees may give the president authority to spend those monies on the project for which the funds were borrowed. All undesignated monies that are available to the corporation above budgeted amounts are deemed discretionary and are available to be spent by the president, but he may only obligate funds currently on hand.

#### Section 5. Trustee's Selection of Additional Officers:

In case of the absence of any officer of the corporation except the president, or for any other reason that may seem necessary, the trustees, by a majority vote, may delegate the duties and powers of that officer for the time being to any other officer, or to any trustee.

## ARTICLE 11

### Business Practices

#### Section 1. Fiscal Year.

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

#### Section 2. Contracts.

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

#### Section 3. Checks, Drafts, or Orders.

All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the trustees. In the absence of such determination by the trustees, such instruments may be signed by both the Treasurer and the president of the corporation in accordance with their duties outlined in these Bylaws.

#### Section 4. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the trustees may select in accordance with these Bylaws.

#### Section 5. Gifts.

The president may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

#### Section 6. Books and Records.

The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, trustees, committees having and exercising any of the authority of the trustees, and any other committee, and shall keep at the principal office a record giving the names and addresses of all trustee members entitled to vote. Books and records of the corporation may be inspected by any church member in good standing for any proper purpose at any reasonable time as approved by a majority of the trustees on a case-by-case basis.

## ARTICLE 12

### Church Ministry

#### Section 1. Minister Ordination and Licensing.

##### Paragraph 1. Role of the Senior Pastor.

The senior pastor may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination shall be within the absolute discretion of the senior pastor.

##### Paragraph 2. Application.

Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the senior pastor. An application shall be either approved or denied within ninety (90) days of completing the process set forth by the senior pastor as defined in Paragraph 1. Those applicants who are approved shall receive a certificate evidencing the approval.

##### Paragraph 3. Ability to Limit Ministry.

The senior pastor may, as his own discretion, limit licensed or ordained ministers to a specific area of special emphasis.

#### Section 2. Ministry Training.

The senior pastor and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare students in the knowledge of the Word of God and in ministering to people's needs through the Gospel of Jesus Christ.

## ARTICLE 13

### Church Discipline

#### Section 1. Disciplining Church Members.

Only members are subject to church discipline.

## Section 2. Disciplining the Senior Pastor.

### Paragraph 1. Criteria for Discipline.

Should the senior pastor demonstrate immoral conduct, financial practices, or theological views that in the opinion of two or more elders may require either personal correction or termination of his position, such elders shall contact the senior pastor and then, if necessary, the overseers and trustees for investigation and evaluation of any appropriate discipline.

### Paragraph 2. Process for Investigation.

Should the overseers and trustees be asked to investigate alleged pastoral misconduct, a consensus of three (3) of the five (5) overseers and four (4) of the seven (7) trustees is required to initiate an investigation, and a consensus of three (3) of the five (5) overseers is required to recommend and four (4) of the seven (7) trustees to approve and take disciplinary action. With such a consensus, the overseers and trustees shall assume complete authority over the senior pastor; they may decide to remove him from his position or to discipline him in any way they deem necessary. The overseers have no authority in *Full Gospel House of Refuge* unless contacted by such elders and/or trustees, and then only in so far as permitted under these Bylaws.

### Paragraph 3. Motivation.

It is the intention of the corporation to protect the hearts of all involved in matters of pastoral discipline. With the method outlined above, the "sheep" never have to pass judgment upon their "shepherd."

## ARTICLE 14 Amendment of Bylaws

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting by (1) a 5/7 or greater affirmative vote of the trustees, and (2) an affirmative vote of the president. At least five (5) days written advance notice of said meeting shall be given to each member of the trustees. In the written notice, proposed changes must be explained. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by consent in writing signed by all the Trustees. Note – all bylaw revisions must be approved by the Church members in good standing by calling a special meeting after service to review the recommended changes, take signatures of those members present, and counting votes. The Secretary must record the meeting and document the outcome. Revised bylaws or articles of incorporation must be properly provided to financial, government, and other institutions that require such document filings.



# Articles of Incorporation

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**FULL GOSPEL HOUSE OF REFUGE, INC.**  
**Resolution of Amendment to**  
**Articles of Incorporation**

**ARTICLE I**  
**PURPOSES**

A. FULL GOSPEL HOUSE OF REFUGE, INC. (the “Corporation”) (being a “Non-Profit Corporation” within the meaning of Ohio Revised Code Section 1702.01(P)) is organized and shall be operated exclusively for charitable, religious, literary, scientific, and educational purposes as set forth in Section 501(c)(3) of the Code.

B. The specific purpose for which the Corporation is organized and for which it shall be operated is to advance the Christian faith. In addition, the Corporation may receive donations and may make grants and gifts to Qualified Organizations consistent with the purposes of the Corporation.

C. The Corporation shall have all the rights and powers that may be conferred upon non-profit corporations formed under the laws of the State of Ohio to carry out such purposes, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, including contributions in kind of real or personal property, and to hold, use, apply, sell, invest and/or reinvest the principal and/or income therefrom and/or distribute grant funds for the above purposes to organizations in the same general service area as covered by the Corporation that qualify as exempt organizations under Section 501(c)(3) of the Code.

D. For purposes of these Articles of Incorporation, the term “Qualified Organization” shall mean an organization described in Section 501(c)(3) and Sections 509(a)(1) or (2) of the Code.

**ARTICLE II**  
**RESTRICTIONS ON ACTIVITIES**  
**AND DISTRIBUTION OF EARNINGS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation’s Trustees, officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

B. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code; nor shall any activity of the Corporation consist of participating in or intervening in (including the publishing or distributing of statements) any political campaigning on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(0)(3) of the Code; (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or (c) by a nonprofit Corporation organized under the laws of the State of Ohio pursuant to the provisions of the Ohio Revised Code. As such, these Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

D. It is intended that this Corporations shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code and which is other than a private foundation by reason of being described in Section 509(a) (1) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

### **ARTICLE III** **CORPORATE GOVERNANCE**

The Corporation shall be organized on a non-stock basis and membership shall be in accordance with the Corporation's Code of Regulations or Bylaws. The authority for all affairs of the Corporation shall be in a Board of Trustees who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Regulations of the Corporation as from time to time in effect. The Board of Trustee shall be seven (7) in number who shall be selected in accordance with the Corporation's Code of Regulations or Bylaws; provided, however, that number may be changed by a resolution adopted pursuant to the Regulations of the Corporation as from time to time in effect.

### **ARTICLE IV** **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to such Qualified Organization(s) which are (i) organized and operated for purposes similar to those of the Corporation and/or (ii) supported by the Corporation, as the Board of Trustees shall determine. Any of such assets not so distributed shall be distributed by the Probate Court of Clermont County, Ohio, exclusively for the aforesaid purposes of the Corporation or to such Qualified Organization(s) as said Court shall determine.

**ARTICLE V**  
**REFERENCES TO INTERNAL REVENUE CODE**

All references in these Articles to Sections of the Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.