

BY LAWS
OF
WEST VIRGINIA AND EAST TENNESSEE COUNCIL OF THE
APOSTOLIC FAITH INCORPORATED

The purpose of this corporation shall be to organize the churches of the Twenty-third Diocese according to and consistent with its doctrine and the doctrine of the Pentecostal Assemblies of the World, Inc., with which this Council is affiliated. The corporation shall foster the doctrine of Jesus Christ. Nothing contained in this paragraph however, shall be construed to give the Pentecostal Assemblies of the World, Inc. control over or right, title and interest in and to this corporation.

ARTICLE I – OFFICES

The registered offices of the West Virginia and East Tennessee Council of the Apostolic Faith incorporated in the State of Tennessee shall be in the City of Johnson City, County of Washington. The principal office of the corporation shall be in the City of Johnson City in the State of Tennessee. This corporation may also have an office or offices at such place or places either within or without the State of Tennessee as it may from time to time determine.

ARTICLE II – MEMBERS AND DIRECTORS

There shall be members of this not-for-profit corporation. There shall be directors of this not-for-profit corporation. The members shall not have a vote in the actions taken by the Board but may attend meetings and offer suggestions and present petitions as appropriate. Only the Board of Directors shall be eligible to vote on any actions taken by this corporation.

ARTICLE III – BOARD OF DIRECTORS OF THE WEST VIRGINIA AND EAST
TENNESSEE COUNCIL OF THE APOSTOLIC FAITH INCORPORATED

There shall be no less than three members of the Board of Directors. Only the members of the Board shall be eligible to hold office. The members of this not-for-profit corporation shall choose its Board of Directors by voice vote by a majority of those members present and voting. Each director shall be at least eighteen years of age, in good standing with the community, and affiliated with and a member of a church within the West Virginia and East Tennessee council of the Apostolic Faith Incorporated. Each director shall serve one year from the date of appointment and shall hold office until the

expiration of his term or until his successor has been elected and qualified by the membership,

ARTICLE IV

The names and addresses of the first-named board members are as follows:

_____	Address _____ _____

ARTICLE V

Being a religious corporation for the benefit of the public, its term is unlimited and in perpetuity.

ARTICLE VI – OFFICERS

The officers of this corporation shall consist of a president, or vice president, secretary, assistant secretary, and treasurer.

The President:

1. Is to be chief executive officer of this corporation.
2. Is to give direction to the board of directors.
3. Is to preside at board and executive committee meetings.
4. is to be a member of any and all committees ex officio.
5. Is to act as coordinator of programs and maintain regular communication with each program coordinator.

The Vice President:

1. Is to succeed the president if required until the next election
2. Is to serve as president and preside at board meetings in the absence of same.
3. Is to assist the president.
4. Is to serve as a member of any and all committees ex officio.

The Secretary:

1. Is to record the minutes the board of directors and the minutes of any and all committee meetings.
2. Is to circulate the minutes to each board member.
3. Is to send notice of any and all meetings.
4. Is to be a member of any and all committees ex officio.

The Assistant Secretary:

1. Is to send thank-you letters as needed.
2. Is to send promotional letters.
3. Is to assist the secretary as needed.
4. Is to be a member of any and all committees ex officio.

The Treasurer:

1. Is to maintain the financial books of the corporation and to make them available for inspection, as requested, and for annual audit by the finance committee or any committee or member requesting the same.
2. Is to give a financial report at each board meeting and at the annual board meeting.
3. Is to conduct financial transactions of the board.
4. Is to serve as a member of any and all committees ex officio.

ARTICLE VII – QUORUM

Before any action may be taken by the board, a quorum consisting of over one-half of the then elected and appointed members must be present at the meeting. To change the percentage necessary to qualify as a quorum, two-thirds of the board of directors must be present and a majority must vote in favor of such change before it will be accepted.

Motions – Action requires an approval of a majority of the quorum present. If divided evenly, the motion fails. Each motion shall have a second before a vote is taken.

ARTICLE VIII – DISSOLUTION

Upon the dissolution or winding up of this corporation and after payment of all outstanding indebtedness, the remaining assets shall be distributed to a duly qualified charity under the laws of the Internal Revenue Service under Section 501 ©(3) and in accordance with this corporation’s charter. The board members shall determine which charity shall be the recipient of the remaining assets to be distributed by a majority vote of all members present at the meeting, so long as a quorum is also present.

ARTICLE IX – MEETINGS OF BOARD OF DIRECTORS AND MEMBERS

Annual meeting – The annual meeting of the board of directors shall be held at such time and place, either within or without this state, as may be designated from time to time by the directors.

Special meetings – Special meetings of the board of directors may be called by the president, a majority of the board of directors, or by two-thirds of the members of this corporation other than the board of directors who have been recognized and acknowledged as members. The place of said meetings shall be the principal office of this corporation, unless otherwise designated by the directors.

Notice of meetings – Written or printed notice stating the place, day and hour of the meeting, and the purpose of purposes and issues to be discussed at such meeting for which it has been called and the person or persons calling the meeting, shall be delivered either personally or by mail by or at the direction of the president, secretary, officer or persons calling the meeting to each member or director. If mailed, such notice shall be delivered not less than six nor more than sixty days before the date of the meeting, and shall be deemed to be delivered when deposited in the United States mail addressed to the member or director of his address as it appears in the secretary’s address book, with sufficient postage thereon prepaid to carry it to its destination. If delivered personally, such notice shall be delivered not less than three nor more than sixty days before the received by the member or director. The person giving such notice shall certify that the notice required by this paragraph has been given.

Voting by proxy – A director may vote by proxy only if he is absent from a meeting, and his absence is excused by a majority vote of the Board of Directors. It shall be in the sole discretion of the Board to determine whether or not the absent director's excuse for not being present will be accepted. The board shall vote on whether or not the absent director's excuse was an emergency, and the Board's determination shall be final. If voting by proxy is allowed by the Board for an excused emergency, then that director voting by proxy shall only be entitled to address the issues and purposes of the meeting which were sent to him as required in the notice provisions of these bylaws. If any new issues or purposes are raised at the meeting from which a director is absent, he shall not be entitled to cast a vote on those new issues or purposes raised at such meeting. A proxy shall be valid if accepted by the Board only for the meeting from which the director voting by proxy was absent. The proxy shall be invalid after the adjournment of the meeting which the director voting by proxy was unable to attend.

ARTICLE X – RESIGNATIONS, REMOVALS AND VACANCIES

Resignations – Any officer or director may resign at any time by giving written notice to the president or the secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon its acceptance by the board of directors.

Removal of officers – Any officer or agent may be removed by the board whenever in its judgment the best interests of the corporation will be served thereby.

Removal of directors – Any or all of the directors may be removed either with or without cause by a proper vote of the other members of the board,

Quorum for removing officers or directors – The quorum necessary before any action is taken to remove either officers or directors shall consist of two-thirds of those eligible to vote, a majority of which shall be needed to take such action.

Vacancies – Newly created directorships resulting from an increase in the number of directors or officers may be filled by the vote of a majority of the members as provided in Article III.

ARTICLE XI – ACTION BY CONSENT

Whenever the directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the persons or entities entitled to vote thereon or a majority of those persons or entities entitled to vote thereon provided a quorum is present.

ARTICLE XII – AMENDMENTS

Alterations or amendments to the bylaws shall be considered at any meeting of the board of directors and become effective if a majority of the board members at such meeting vote in favor of such change in the bylaws provided that a quorum is present. The charter may only be amended pursuant to the provisions contained in Article IV thereof.