

Christian Mission Fellowship Bylaws
A not-for-profit corporation

ARTICLE I: ORGANIZATION

- A. The name of the organization shall be the Christian Mission Fellowship.
- B. The organization shall have a seal which shall take the following form:
- C. The organization may change its name by a majority vote of the membership body.
- D. All meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE II: PURPOSE

The Christian Mission Fellowship was organized for the purpose of building churches and schools in impoverished and disaster-stricken areas.

ARTICLE III: MEMBERSHIP

Membership in the organization shall be open to all who meet the criteria designated by the Membership Committee. Each membership applicant shall be subject to a screening process to be established and administered by the Membership Committee. Each Fellowship participant will be required to attend at least four (4) of the twelve (12) meetings held each year.

ARTICLE IV: BOARD OF DIRECTORS

A. General Policies

- 1. The Christian Mission Fellowship Board of Directors, which will consist of nine (9) members, will manage and administrate the Fellowship's business affairs. Four (4) of the nine (9) members shall be the Christian Mission Fellowship officers.
- 2. A member must live within the State of Ohio and be a United States citizen to be eligible to serve on the Christian Mission Fellowship Board of Directors.
- 3. Election of the Board of Directors will take place at the Christian Mission Fellowship Annual Membership Meeting.
- 4. Each director shall be elected to a three-year term.

5. Officer elections shall take place at the Christian Mission Fellowship Annual Membership Meeting. The Fellowship shall adopt staggered terms for its leadership in accordance with the following:
 - a. The Board of Directors will be appointed to serve during the Christian Mission Fellowship inaugural year, which will conclude at the 2008 Christian Mission Fellowship Annual Membership Meeting.
 - b. In 2008, the Vice President and two (2) members to serve on the Board of Directors will be elected to three-year terms.
 - c. In 2009, the Secretary, Treasurer and one (1) member to serve on the Board of Directors will be elected to three-year terms.
 - d. In 2010, the President and two (2) members to serve on the Board of Directors will be elected to three-year terms.
6. The Christian Mission Fellowship President shall, by the virtue of the office, serve as Board of Directors chair.
7. The Board of Directors will convene to discuss and conduct Fellowship business on the second Tuesday of each month provided notice of the same has been distributed to all Board members.
8. At least five (5) members or fifty-one (51) percent of the Board Directors is necessary to constitute a quorum.
9. Each director shall have one (1) vote that must be cast in person. Votes via proxy will not be permitted.
10. The Board of Directors shall have the authority to establish and enact the policies and procedures it deems necessary and appropriate to ensure the proper conduct of its monthly meetings.
11. Board vacancies shall be filled by a majority vote of the remaining members for the balance of the year.
12. Once elected, the Board of Directors shall elect a secretary from its nine (9)-member panel.

B. Board of Director Removal

1. A director may be removed from office when sufficient cause exists for such action.
2. The Board of Directors may entertain charges against any director.

3. A director may be represented by legal counsel at his or her removal hearing(s).
4. The Board of Directors shall adopt rules to govern the order of removal hearings. Such rules shall be constructed to protect the Christian Mission Fellowship's best interests.
5. The Board of Directors shall adopt guidelines by which a director may be removed from office. Said guidelines will include an attendance provision: Failure to attend three (3) monthly meetings will warrant sufficient cause for removal.

ARTICLE V: OFFICERS

A. Organization officers

Organization officers shall include:

1. President
2. Vice President
3. Secretary
4. Treasurer

B. President Duties

The President shall:

1. preside at all membership meetings,
2. serve as Board of Directors chair,
3. present the Christian Mission Fellowship Annual Report at the Annual Membership Meeting,
4. appoint all committees, both permanent and special,
5. monitor and ensure all books, records, reports and certificates are properly kept in accordance with relevant government statutes,
6. be authorized to sign checks and drafts for the Fellowship, and

7. have those powers as may be reasonable construed as belonging to the chief executive of a similar organization.

C. Vice President Duties

1. The Vice President shall, in the event of the absence or inability of the Fellowship president to exercise the office, become acting president of the organization with all rights, privileges and powers afforded to the duly elected president.
2. The Vice President shall assume duties assigned to him by the President.

D. Secretary Duties

The Secretary shall:

1. keep the minutes and records of the organization in the appropriate books,
2. provide and serve all meeting and other notices to the membership,
3. be the custodian of the Christian Mission Fellowship Membership Rollbook,
4. be the official custodian of all records and the seal of the organization,
5. present to the members in attendance at any meeting those communications addressed to the organization's secretary,
6. submit to the Board of Directors any and all communication which are addressed to the organization's secretary, and
7. attend to all organization correspondence and exercise all duties incident to the office of secretary.

E. Treasurer Duties

The Treasurer shall:

1. have the care and custody of all monies belonging to the organization,
2. be responsible for all organization monies and/or securities,
3. ensure monies deposited in a regular bank account or trust company do not exceed \$25,000. When the \$25,000 threshold is met, the Treasurer will report the same to the Board of Directors who will authorize the

transfer of excess funds to a savings bank and invested in such funds as deemed legal for non-profit corporations with the State of Ohio.

4. be authorized to sign checks and drafts on the organization's behalf.
5. file certificates as required by federal and state statutes,
6. render, at intervals determined by the Board of Directors, a written account of the organization's finances; such reports shall be affixed to and filed with the officials meeting minutes, and
7. exercise all duties incident to the office of treasurer.

F. General Duties

1. Only the President and Treasurer shall be authorized to sign checks and drafts on the Christian Mission Fellowship's behalf.
2. Officers shall, by virtue of their office, serve as members of the Board of Directors.
3. No officer shall be entitled to receive any salary or compensation in association with his or her duties.
4. No Board of Director may expend more than three hundred dollars (\$300) from a Christian Mission Fellowship account(s) without a majority vote of the Board of Directors.
5. No Board of Director may enter into any contract or agreement, whether written or oral, without a majority vote of the Board of Directors.

ARTICLE VI: MEETINGS

A. Annual Membership Meeting

1. The Christian Mission Fellowship Annual Membership Meeting shall be held on the second Tuesday of April except when such day falls on a legal holiday. In that event, the Board of Directors shall determine a new date not more than two (2) weeks from the date fixed by these Bylaws.
2. The Board of Directors Secretary shall mail to every member in good standing at his or her address of record within the Fellowship's Membership Roll Book notice of the Annual Membership Meeting, detailing the time and location.

- a. In an effort to reduce administrative costs, the Board of Directors will encourage all members to provide a current e-mail address for the purpose of distributing meeting notifications.
3. The election of officers and members to serve on the Board of Directors will be conducted at the Annual Membership Meeting.

B. Regular meetings

1. A rotation specifying the location of regularly scheduled meetings will be provided at each Annual Membership Meeting; regular meetings for the following twelve (12) months will be located at the church specified within the rotation.
2. The attendance of no fewer than fifty (50) percent of the Board of Directors is necessary to constitute a quorum and shall be necessary to transact any official business on behalf of the Christian Mission Fellowship.
3. Should a quorum not be present at any regularly scheduled meeting of the Christian Mission Fellowship, the meeting may be adjourned for a period of not more than two (2) weeks from the original date of the monthly meeting. The Secretary shall provide notice of the rescheduled meeting to those members not present at the regularly scheduled monthly meeting.
4. Should a quorum not be present at the second attempted meeting, said meeting shall be conducted; however, official business may not be transacted.

C. Special Meetings

1. Special meetings of the Christian Mission Fellowship may be called by the Board of Directors chair when he deems such meeting to be in the organization's best interests. Notice of such meeting shall be mailed to all members at the address recorded within the Christian Mission Fellowship Membership Roll Book. Said notice shall be provided no fewer than ten (10) days prior to the date of the special meeting. Such notice shall specify the reason(s) that such meeting has been called.
2. At the request of no fewer than five (5) members of the Board of Directors or fifty (50) percent of the organization's membership, the president shall call a special meeting so long as said request is made in writing and is received at least ten (10) days prior to the meeting date.

3. No other business than that specified within the special meeting notice may be transacted at such meeting without the unanimous consent of those in attendance at the special meeting.

ARTICLE VII: VOTING

At all meetings, with the exception of those during which the election of officers and directors are conducted, voice votes will be considered official and binding.

A. General Voting Procedures

Any question may be voted upon at any special or regularly scheduled monthly meeting so long as a quorum is present and a majority of those members present deem the vote appropriate and necessary for the conduct of Fellowship business.

B. Election Participation Eligibility

A member shall be considered in good standing and eligible to participate in Christian Mission Fellowship elections provided he or she has attended no fewer than three (3) of the previous four (4) regular meetings.

C. Candidate Eligibility

To be eligible to serve as a member of the Christian Mission Fellowship Board of Directors, a candidate must have participated in at least (1) mission trip whose purpose was to build facilities.

D. Officer Election

The election of officers and /or directors for the Christian Mission Fellowship will be conducted via secret ballot.

E. Election Inspectors

1. Prior to the commencement of the secret balloting process, the meeting chair shall appoint a committee of no fewer than three (3) Christian Mission Fellowship members to serve as Election Inspectors.
2. A member who meets either of the following criteria may not serve as an Election Inspector:
 - a. The member is a candidate for office, and/or
 - b. The member may experience personal gain in the question or issue before the group.

F. Secret Ballot Tabulation

1. At the conclusion of the secret balloting process, the designated election inspectors shall certify, in writing, the outcome of the secret ballot election to the meeting chair. Such certification shall take the form of a Christian Mission Fellowship Election Certificate.
2. The Election Certificate shall be affixed to the meeting minutes and become part of the official Christian Mission Fellowship Record for a period of no fewer than three (3) years.

ARTICLE VIII: ORDER OF BUSINESS

The order of business for all meetings conducted by the Christian Mission Fellowship shall be as follows:

- A. Prayer
- B. Reading of scripture
- C. Roll call
- D. Reading of minutes of the preceding meeting
- E. Treasurer's report
- F. Committee reports
- G. Officer reports
- H. Old and/of unfinished business
- I. New business
- J. Adjournment
- K. Prayer

ARTICLE IX: SALARIES

The Board of Directors positions shall be filled on a volunteer basis and without compensation.

ARTICLE X: COMMITTEE

A. The Board of Directors shall appoint the following permanent committees:

1. Public Affairs
2. Planning
3. Logistics
4. Membership
5. Capital Campaigns

B. The Christian Mission Fellowship Board of Director chair shall appoint the chairs of all permanent committees for a term not to exceed one (1) year. The Board shall retain the authority to remove a committee chair when it deems the action to be in the Fellowship's best interests.

ARTICLE XI: DUES

There shall be no membership dues associated with participation in the Christian Mission Fellowship.

ARTICLE XII: AMENDMENTS

The Christian Mission Fellowship Bylaws may be revised, amended, repealed or expanded by an affirmative vote of a quorum of the membership.