

BY-LAWS  
OF  
INTERACT MINISTRIES INC.

ARTICLE I — MEMBERSHIP

SECTION 1. Conditions of Membership: Membership in the Corporation is available to such individuals who meet the following conditions as set by the Board and have been accepted into membership by the Board.

- a. agree to further the purposes of the Corporation;
- b. give evidence by personal verbal testimony, corroborated by others, of having a personal relationship with Jesus Christ;
- c. sign a statement on an annual basis indicating the following:
  - (1) on-going personal agreement with InterAct's Statement of Faith (Appendix A);
  - (2) on-going intent to abide by all Membership Policies contained in the Member Handbook;
- d. agree to abide by disciplinary proceedings as may be imposed by the Corporation from time to time;
- e. be actively involved in an on-going InterAct Ministries assignment of at least one year in duration.

SECTION 2. Powers and Duties: Members shall have the right to vote on matters requiring ratification by the membership and at the annual meetings wherein directors are elected and organizational issues are acted upon, and to accept service on committees and other groups within the Corporation to which they are appointed by the Board of Directors. Members with concerns relevant to the Corporation may request to address the board of directors through established organizational channels.

SECTION 3. Resignation/Expulsion: A member's resignation shall be in writing and addressed to the Board of Directors of the Corporation. A member who, in the opinion of the Board of Directors, has violated these By-laws or Regulations prescribed by the Board of Directors, or whose conduct is prejudicial to the welfare of the Corporation, may be removed from membership by the Board of Directors.

ARTICLE II — MEMBERSHIP MEETINGS

SECTION 1. Annual Meeting: The annual meeting of the membership shall be held at a time and place designated by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the members may be called by the Board of Directors at its discretion. Upon the written request of ten percent (10 %) of the Members, the Board of Directors shall call a special meeting to consider a particular issue. Notice for any special meeting shall be communicated in the same manner as for the annual meeting, but the

notice shall further state the purpose of the meeting. Business shall be limited to the issue specified in the notice of meeting.

SECTION 3. Notice of Meeting: Notice of time and place of the annual meeting is to be communicated in writing to all members of the Corporation not less than thirty (30) days nor more than ninety (90) days prior to the date of the meeting.

SECTION 4. Voting: Each Member who is present at the meeting is entitled to one (1) vote. Decisions are made by a majority vote of members present and voting unless otherwise provided by statute or by these By-laws.

SECTION 5. Quorum: A majority of the Members constitutes a quorum.

SECTION 6. Proxy: A Member may designate another Member to vote by proxy. Proxy designation shall be in writing, (electronic format is acceptable), shall indicate the full name of the member, and must name the person designated as proxy. The writing may give voting instructions, and shall be presented to the meeting chairman on request. Proxy designators shall be counted present for voting and quorum purposes.

SECTION 7. Electronic Meetings: Participation in any meeting may occur electronically without the member being present at the place designated for the meeting provided that all participating members have access to the information and debate, may simultaneously hear each other during the meeting and may vote in a reasonably secure manner including without limitation oral voting, electronic voting, and regional voting with votes counted and communicated to the chair of the meeting. Groups of members of any size may participate at designated regional locations for ease of electronic communication. The chair may require that participation occur at such regional locations. Matters addressed by electronically held meetings carry the same force and effect as if such matters were addressed at the designated place for the meeting.

### ARTICLE III — BOARD OF DIRECTORS

SECTION 1. Management of the Corporation: The affairs of the Corporation and its property shall be governed by a Board of Directors of not more than fifteen (15) nor fewer than seven (7) directors. Directors shall be nominated by the Board of Directors. Members may also submit suggestions for board membership, names to be delivered in writing to the field office or corporate office at least sixty (60) days before the annual meeting. Directors are elected by the Members at the annual meeting of the membership. Not more than one (1) InterAct employee may serve as a director of the Corporation in any given year.

SECTION 2. Vacancies: A vacancy occurring on the Board of Directors may be filled by Board appointment. This appointee will serve for the duration of the unexpired term of the director creating the vacancy. If no Board appointment is made, a nomination to fill this vacancy may be made in accordance with the provisions of Article III, Section 1, but only for the length of the unexpired term.

SECTION 3. Term of Office: Directors are elected for a term of three (3) years, after which they are eligible for re-election for a second term of three (3) years. Unless appointed to fill a vacancy, a director shall not serve more than two (2) consecutive terms. After serving two (2) consecutive terms, a member shall be ineligible for re-election until one (1) year has elapsed. A director appointed or elected to fill a vacancy may serve two (2) consecutive terms, in addition to the vacancy term.

SECTION 4. Meetings: The Board of Directors shall meet at least two (2) times each calendar year at a place and time determined by the Board of Directors. Special meetings may be called by the chairman who will determine the date and place of the meeting.

SECTION 5. Notice of Meetings: Notice of the time and place of regular and special meetings of the Board of Directors of the Corporation shall be given in writing to each director not less than thirty (30) days nor more than sixty (60) days prior to the meeting. Notice of special meetings shall be given in the same manner. No business other than that specified in the notice of special meeting shall be transacted at any special meeting of the directors.

SECTION 6. Quorum: Two-thirds (2/3) of the full Board of Directors constitutes a quorum for the transaction of business. A decision of the majority of the directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

SECTION 7. Voting: Each director of the Corporation who is present at the meeting is entitled to one vote. Proxy voting is not permitted.

SECTION 8. Resignation/Expulsion: A director's resignation shall be in writing and addressed to the chairman of the Board of Directors. A director may be removed from the Board by the affirmative vote of two-thirds (2/3) of the directors.

#### ARTICLE IV — OFFICERS

SECTION 1. Officers: The officers of the Corporation shall be a Chairman, Vice-Chairman, Treasurer, and Secretary. The Board of Directors may appoint such other officers and agents as it shall deem necessary to hold office for such terms and to exercise such powers and perform such duties as shall be determined from time to time by the Board. Officers of the Corporation shall be nominated and elected by a two-thirds (2/3) affirmative vote of the Board of Directors from among their own number. To qualify for office, a director shall have served on the Board for at least one (1) year.

SECTION 2. Term of Office: The officers of the Corporation shall be elected by the Board of Directors at a regular meeting of the Board, and shall hold office for a period of not more than three (3) years, or until their successors shall have been installed.

SECTION 3. Chairman: The Chairman or his designate shall preside at meetings of the Board of Directors and of the members of the Corporation. He is an ex-officio member of organizational committees. He shall perform such duties as may be required by the Board of Directors and shall ensure that Board decisions are implemented.

SECTION 4. Vice-Chairman: The Vice Chairman, in the absence or disability of the Chairman, shall exercise the powers of the chairman. He shall perform such other duties as may be assigned by the chairman or the Board of Directors.

SECTION 5. Secretary: The secretary shall maintain an accurate record of the proceedings of the meetings of the Board of Directors and of the membership; shall ensure that all notices required under these By-laws are sent; shall maintain the records and seal of the Corporation; shall ensure that all books, reports, documents and correspondence are properly prepared, kept, and filed; shall ensure that all officers and directors are advised of their elections and rotational procedures of those in office and maintain accurate records of elections; shall maintain, at the Corporation's principal office, a record of the names and addresses of its members entitled to vote; shall prepare correspondence relating to Board business and action; shall sign legal documents as required; and shall perform all such other duties incident to the office of the Secretary, subject to the control of the Board of Directors.

SECTION 6. Treasurer: The Treasurer shall be the custodian of the corporate funds; shall oversee all financial matters of the Corporation and keep informed with the accountant's financial records; shall advise the Board of Directors concerning financial matters; shall sign legal documents as required; and shall perform all such other duties incident to the office of the Treasurer, subject to the control of the Board of Directors. He shall give direction to the yearly budgets and expenditures of the Corporation; shall ensure that the Corporation funds are deposited in the corporate name in such depositories as the Board of Directors shall designate; and that the accountant's reports are evaluated and presented to the Board of Directors at regular meetings.

SECTION 7. Resignation/Expulsion: The resignation of any officer shall be in writing and addressed to the Board of Directors of the Corporation. Any officer may be removed from office at any time by a two-thirds (2/3) affirmative vote of the Board of Directors.

SECTION 8. Duties of Officers May Be Delegated: In the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by the Board, the Board of Directors, by majority vote, may delegate, temporarily, the powers and duties of an officer of the Corporation to another officer or director.

SECTION 9. Executive Committee: The officers shall comprise the executive committee of the Board. The executive committee may be empowered by special action of the Board to exercise the authority of the Board.

#### ARTICLE V —EXECUTIVE DIRECTOR

SECTION 1. Executive Director: The Board of Directors shall appoint an Executive Director subject to a mail ballot ratification by a two-thirds (2/3) affirmative vote of the Members voting. The Executive Director shall be the chief executive officer of the Corporation operating under the direction and control of the Board of Directors.

SECTION 2. Duties and Responsibilities: The Executive Director shall administer the affairs of the Corporation consistent with these By-laws, and seek to achieve the purposes of the Corporation. He shall report to the Board of Directors at each regular meeting, informing the Board of the status of all operations under his direction, together with recommendations toward the improvement of the organization. He shall serve as the official representative of the Corporation. He shall perform the duties incumbent with his office and such other duties as may be assigned to him from time to time by the Board of Directors.

SECTION 3. Term of Office: The Executive Director is appointed to an indefinite term of office and shall serve (a) until he is removed by a two-thirds (2/3) vote of the Board of Directors present and voting at a duly noticed meeting with a quorum present; or (b) until he resigns.

#### ARTICLE VI — FIELD DIRECTORS

SECTION 1. Field Directors: The Executive Director shall appoint Field Directors, subject first to ratification by the Board of Directors and then to ratification by a two-thirds (2/3) vote of the Members of the respective field present and voting at a duly noticed meeting.

SECTION 2. Duties and Responsibilities: Field Directors shall assist the Executive Director by implementing mission policies and coordinating the operation of their particular fields. They shall perform other duties as may be assigned by the Executive Director.

#### ARTICLE VII — GENERAL MATTERS

SECTION 1. Committees: The Board of Directors may establish such standing and special committees as it may see fit.

SECTION 2: Fiscal Year: The fiscal year of the Corporation shall be April 1 through March 31 of each year.

SECTION 3. Inspection of Books: Books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. Personnel records are confidential and questions regarding personal relationships may be answered only by personal interview.

SECTION 4. Waiver of Notice: Whenever notice is required to be given to members or directors, a Waiver of Notice in writing signed by the person entitled to notice, whether before or after the time stated for notice, is equivalent to the giving of notice.

SECTION 5. Electronic Notice: Whenever notice is required to be given to members or directors, electronic notice is equivalent to written notice.

SECTION 6. Signatures: Checks, drafts, notes and other papers of a fiscal nature shall be signed by whomever the Board of Directors shall prescribe.

SECTION 7. Auditing: The accounts of InterAct Ministries, Inc., shall be audited at least once a year by a certified public accountant selected by the Board of Directors. The report of the audit shall be submitted to the Board of Directors.

SECTION 8. Indemnification of Directors and Officers: Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The right of indemnification provided for herein shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

#### ARTICLE VIII — AMENDMENTS

These By-laws of the Corporation may hereafter be amended only by the affirmative two-thirds (2/3) vote of all Members of the Corporation present and voting, but no amendment shall be acted upon unless written notice, setting forth the substance of the proposed amendment and the time and place of the meeting, shall have been sent to each Member at least sixty (60) days before the meeting.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Chairman of INTERACT MINISTRIES INC. does hereby certify that the above and foregoing By-laws were duly adopted by the Members as the By-laws of such corporation on the 15th day of September 2015.

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Chairman

## APPENDIX A – STATEMENT OF FAITH

1. We believe the Bible is the verbally inspired Word, revelation of God, inerrant, infallible and God-breathed. It shall be our guide in all matters of faith and conduct. *Psalm 19:7-11; Matthew 5:18; II Timothy 3:16-17; II Peter 1:19-21*
2. We believe in the triune Godhead, composed of God the Father, Son and Holy Spirit, coexistent, eternal, omniscient, omnipresent and omnipotent. *Deuteronomy 6:4; John 1:1; Acts 5:3-4; I Peter 1:2*
3. We believe in the deity of Jesus Christ, his virgin birth and sinless life, that He is God incarnate, very God of very God, for whom and by whom all things were created, and that He is the head of his body, the true church. *John 1:1-14; II Corinthians 5:21; Colossians 1:18*
4. We believe that man was created in the image of God. Man chose to sin and thus became totally lost and absolutely incapable of saving himself by his own works. Therefore, apart from Jesus Christ, all human beings incur physical, spiritual and everlasting death. *Genesis 1:26; 3:1-24; Isaiah 64:6; Romans 5:12, 19; 6:23; Ephesians 2:1, 8-9*
5. We believe that marriage is the union of one man and one woman. *Gen. 2:20-25; Matt. 19:4-6; I Tim 3:2, 12; Titus 1:6*
6. We believe that because of the very nature of the gift of eternal life, because of the present intercessory ministry of Jesus Christ, and because of the sealing of the Holy Spirit, all true believers once saved will be kept saved by the power of God forever. *John 5:24; 10:28; Romans 8:29; Ephesians 4:30; Hebrews 7:25; Jude 24*
7. We believe that the true church is one body composed of all believers with Jesus Christ as the head. We further believe that baptism and the Lord's Supper are scriptural ordinances and are to be observed by the church today. *Matthew 26:26-29; 28:19; Acts 2:41; I Corinthians 11:17-34; Ephesians 5:23*
8. We believe in the great Evangelistic Commission of the Lord Jesus Christ: "Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit." *Matthew 28:16-20; Acts 1:8*
9. We believe in the personal, bodily, imminent, visible return of our Lord Jesus Christ to complete his work as Messiah and to judge all people. We believe in the bodily resurrection of believers and unbelievers. Those who accepted Christ as Lord and Savior will be with him in heaven forever, and those who have rejected him will be separated from him in the lake of fire forever. *Matthew 25:41; I Corinthians 15:50-59; I Thessalonians 4:13-18; Revelation 19:19-20; 20:1-6*
10. We believe that Jesus Christ was conceived by the Holy Spirit, was born of the virgin Mary, and was fully God and fully man. We believe in his sinless life, his miracles, his death for sin, his bodily resurrection, his ascension to the right hand of the Father, his ministry on behalf of true believers, and his personal return in power and glory. *Matthew 1:18; 28:6; Luke 1:27; 24:6; John 19:30; Philippians 2:5-7; Colossians 3:1; I Thessalonians 4:16-17; Hebrews 4:15; 7:25; Revelation 19:11-16*
11. We believe that Christ died for our sins as a substitutionary sacrifice; and that all who receive him as personal Savior and Lord are declared righteous by faith on the basis of his shed blood. *Isaiah 53:6; John 1:12; Romans 5:1, 18-19; 10:9; Ephesians 1:7; 5:2; Hebrews 10:14*

12. We believe in the power of the Holy Spirit to give unbelievers a new life in Christ. The Holy Spirit baptizes all believers into the Body of Christ and permanently indwells them at the time of salvation. The filling of the Spirit enables believers to live a godly life and empowers them for service. *I Corinthians 6:19-20; 12:13; Ephesians 5:18; Titus 3:5-6*
13. We believe in the personality and reality of Satan as well as his present and ultimate judgment. *Isaiah 14:12-17; Matthew 4:2-11; John 8:44; 16:11; Revelation 12:9; 20:10*
14. We believe that all followers of the Lord Jesus Christ have eternal life and are expected to maintain good works. This involves separation from the sinful pleasures of the world system. *John 3:16; 10:27-29; Romans 5:10; Titus 2:1-15; I John 2:15-17*