

New Life Ministries International BY-LAWS

Article I: Apostolic Servant Council

Functions

- 1-1A. The Apostolic Servant Council, hereafter referred to as ASC, shall confirm and implement the overall vision, direction, focus, administration and finance of New Life Ministries International, hereafter referred to as NLMI, as presented by the Senior Director.
- 1-1B. The ASC shall be given leadership by the Senior Director (SD). The SD shall be both the CEO/PVC (Chief Executive Officer/Primary Vision Carrier).
- 1-1C. The ASC shall be the legal board of the corporation.
- 1-1D. The members serving on this ASC shall be synonymous with Trustee or Director.

Appointments

- 1-2A. The SD shall be called by God, qualified (I Tim. 3:1-7 and Titus 1:5-9) and willing to fulfill this leadership responsibility. The SD shall be recognized and recommended by both the ASC and a designated team of spiritual “fathers” or advisors. The ASC shall not appoint an individual as SD unless there is unanimous agreement with the Apostolic Council and recommendation by the recognized spiritual advisors.
- 1-2B. ASC members shall be called by God, qualified by scripture (I Timothy 3:1-7 and Titus 1:5-9) and willing to fulfill this leadership responsibility of spiritual watch over the entire New Life family of churches and ministries.
- 1-2C. ASC members are discerned through fasting and prayer, and nominated by the SD and the existing ASC.
- 1-2D. The SD shall install new members as set forth in 1-4B and 1-4C as required due to vacancies.
- 1-2E. The ASC shall consist of five to twelve members, which includes the SD.
- 1-2F. The SD and each member of the ASC shall be active members of a cell group and involved in the life of their respective local NLMI partner church.

Voting Membership

- 1-3A. The voting membership of the corporation shall consist of the ASC members and the SD.

Non-Voting Membership

- 1-4A. The nonvoting membership of the corporation shall consist of all the ASC designates (those individuals that the ASC has given authority to give spiritual watch care to churches and ministries), senior pastors of NLMI partner churches, heads of Board Directed Ministries under NLMI, and all NLMI staff.

Duties of the SD of NLMI

- 1-5A. Hire and supervise an Administrator, as needed with future growth, with specific duties and responsibilities.
- 1-5B. Hire and supervise a Mission Director, in the case of a vacancy, with specific duties and responsibilities.
- 1-5C. Appoint and supervise specific committees, interns, consultants, or staff: e.g., worship, children, youth, and singles, as needed to resource the vision of NLMI
- 1-5D. Provide oversight and spiritual protection to senior pastors
- 1-5E. Provide assistance during times of crisis in a partner church or NLMI related ministry.

Duties of the Board of NLMI

- 1-5F. Affirm, appoint, discipline and remove senior pastors and elders in each partner church

- 1-5G. Recognize, appoint, protect spiritually and provide accountability to the fivefold trans-local ministers.
- 1-5H. Approve annual and all modified NLMI budgets.
- 1-5I. Final approval for Missionaries and Support to those recommended by Missions Director in collaboration with NLCF pastors.

Duties of NLMI as an organization

- 1-5J. Resource and encourage church planting.
- 1-5K. Adopt other congregations into the NLMI family churches.
- 1-5L. Contribute to the training and nurture of leaders.

Terms-Vacancies

- 1-6A. ASC members, including the SD, shall be willing to serve long term with regular evaluations.
- 1-6B. Each year the SD and each ASC member shall mutually discern the call of God on the ASC member's life to serve another year.
- 1-6C. At any time the SD or other ASC members may vote to suspend or remove a member of the ASC if deemed to be in the best interest of the organization. The member shall be given notice and the opportunity to be heard before removal. The recognized spiritual advisors shall be included in the process of suspension or removal. If required, discipline shall be invoked.
- 1-6D. In the event of the necessity of termination of the responsibility of the SD due to moral failure (I Tim 3:2, Eph. 5:11, I Tim 5:20, I Cor 5:11-13), irreconcilable disputes (Titus 3:10 & 11, III John 9-11, Mat 18:15-17), disorderly conduct (I Cor 5:11, II Thes. 3:6 & 14, III John 9-11, Matt 18:15-17), apostasy (Titus 1:9-11, Titus 3:10 & 11, Romans 16:17, I Tim 1:18-20, II Tim 2:16-18), or other good cause, the recognized spiritual advisors will give leadership to this process along with the other ASC members. The ASC, with counsel from the recognized spiritual advisors, will suspend the SD pending a thorough review. The ASC, with counsel from the recognized spiritual advisors, will appoint an acting SD immediately, who will serve until restoration or a replacement is discerned. Termination shall occur only upon the vote of two-thirds of ASC and two-thirds of the recognized spiritual advisors, each of whom shall certify in writing 1) the member or advisor has diligently sought the direction of the Holy Spirit, 2) there is good cause for the termination, 3) termination is in the best interest of NLMI. This determination shall not be subject to review by any court or other tribunal (I Cor. 6).

Officers

- 1-7A. The ASC shall meet annually during the month of January or February. At that meeting, the ASC shall elect officers for a one-year term. In the event that an office position becomes vacant for any reason, the ASC may call for a special election to fill the unexpired term of the position, which is vacant. All officers of NLMI shall be members of the ASC.
- 1-7B. Chairman: The chairman of the ASC shall be the Senior Director. The chairman shall in general be responsible to supervise and control all of the business affairs of the corporation. The chairman shall preside at all business meetings of the ASC. The chairman may sign, with the secretary or any other proper officer of the corporation authorized by the ASC, any deeds, mortgages, bonds, contracts, or other instruments which the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the ASC or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the ASC from time to time.
- 1-7C. Vice Chairman: In the absence of the chairman or in the event of his inability or refusal to act, the vice chairman shall perform the duties of the chairman, and when so acting, shall have all powers of and be subject to all the restrictions

upon the chairman. Any vice chairman shall perform such other duties as from time to time may be assigned to him by the chairman or by the ASC. The vice chairman may simultaneously hold the office of treasurer or secretary while holding the office of vice chairman. However, if due to the chairman's inability or refusal to act, the chairman is removed from office, then the vice chairman shall assume the position of chairman until the special election is convened by the ASC.

- 1-7D. Treasurer: The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general he shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chairman or by the ASC.
- 1-7E. Secretary: The secretary shall keep the minutes of the meetings of the ASC in one of more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chairman or by the ASC.

Meetings

- 1-8A. The ASC shall meet annually during the month of January or February. The ASC shall publish the minutes of the annual meeting. A basic purpose of the annual meeting is to reconfirm all ASC members and all other appointees. The ASC shall meet regularly as determined by the SD. Special meetings may be called with sufficient notice as possible under the circumstances, which will permit the members to participate. Members may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. A special meeting of the ASC may be requested to the SD by two (2) members of the ASC. If the SD refuses, the members of the ASC shall request assistance by the recognized spiritual advisory.
- 1-8B. The place of the ASC meetings shall be at the NLMI Office in Chesapeake, Virginia, USA or any other place as may be chosen and announced in writing.
- 1-8C. All decisions of the ASC shall be made with the minimum of two-thirds majority approval, with the exception of amending the bylaws which requires the consensus of the entire Board of Directors.

Quorum

- 1-9A. In order for the ASC to conduct any business, a quorum shall be present in person or by electronic means.
- 1-9B. A quorum shall be 50% of all members of the ASC.
- 1-9C. Members of the ASC may, in writing, express their opinion or vote on any issue when absent from their respective meetings. All written votes shall be signed and dated by the members and presented to the secretary of the ASC prior to the meeting. Signed and dated faxes are acceptable. Members may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

Budgets and Support

- 1-10A. All Annual NLMI Budgets shall be made final upon approval by the ASC.
- 1-10B. Support, if any, for ASC members shall be defined in the annual NLMI budget.
- 1-10C. Support for ASC members may come from multiple sources.
- 1-10D. The SD shall present in writing to the ASC by December 30 of each year a full description of vision and direction for the upcoming year. Final approval of both vision and budget shall be made at the annual meeting.

Article II: Recognized Spiritual Advisors

- 2-1A. A group of three to five recognized spiritual advisors from outside the body of NLMI shall serve as a link to the body of Christ at large.
- 2-1B. This group, individually or as a whole, shall provide advice, counsel, and accountability to the SD and members of the ASC.

- 2-1C. In case of moral failure (I Tim 3:2, Eph 5:11, I Tim 5:20, I Cor 5:11-13), irreconcilable disputes (Titus 3:10 & 11, III John 9-11, Mat 18:15-17), disorderly conduct (I cor 5:11, II Thess 3:6 & 14, III John 9-11, Mat 18:15-17), or apostasy (Titus 1:9-11, Titus 3:10 & 11, Romans 16:17, I Tim 1:18-20, II Tim 2:16-18), on the part of the SD or a member of the ASC, two or more recognized spiritual advisors, as a team, will work closely with the ASC as described in Article 1-6F and 1-6G.
- 2-1D. In cases of unresolved conflict for both the SD and the ASC, two or more recognized spiritual advisors, as a team, will serve as outside mediators, facilitating the resolution of disputes.
- 2-1E. Recognized spiritual advisors shall be appointed upon unanimous decision of the ASC with input from existing recognized spiritual advisors.
- 2-1F. Biannually, the ASC and each spiritual advisor will mutually discern the call of God for the advisor to continue serving in this capacity. Advisors may serve continually as long as there is a mutual agreement and support for the vision of NLMI. Either the ASC or the recognized spiritual advisors may at any time initiate a release from service for a specified period of time or permanently.

Article III: Council Member's Liability

- 3-1A. No member of the ASC shall be personally liable, as such, for monetary damages for any action taken unless:
 - 1. The member has breached or failed to perform the duties of office in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
 - 2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 3-1B. This provision cannot by law release member from liability under criminal laws or for proper payment of taxes.