

PASSION FOR HEAVEN MINISTRIES

Grand Rapids, Michigan 49534

BYLAWS

ARTICLE I: DIRECTORS

1.01 Permanent Directors:

Fred Ignatoski, as chairman, shall serve as a permanent member of the Board of Directors until his death or resignation and shall not be subject to removal by the Board of Directors.

1.02 Appointment:

Except as provided in **Article I, Section 1.01**, the Board of Directors shall be appointed at the annual meeting for a three year term by a majority of the existing Board of Directors. The Corporate Officers will be appointed from the members of the Board of Directors by the current Board of Directors.

1.03 Number:

The number of directors will be at least three and not more than five.

1.04 Quorum:

At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

1.05 Vacancies:

Any vacancy in the Board of Directors shall be filled for the unexpired term by appointment of the existing Board of Directors.

1.06 Powers:

All the corporate powers, except such as are otherwise provided for in these Bylaws or by statute, shall be and are hereby vested in and shall be exercised by the Board of Directors.

1.07 Compensation:

Directors shall not receive any compensation for their services other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as director.

1.08 Removal:

Except as provided in **Section I, 1.01**, a director may at any time be removed, with or without cause, by the majority vote of the current Board of Directors.

With Cause: The Board may declare vacant the office of a Director who has been convicted of a felony, or found guilty, based on: (a) the Director's personal admission, (b) the testimony of two (2) eyewitnesses of good character, or (c) unambiguous authentic photographic or written evidence, to have committed any of the following offenses:

1. use of illegal drugs;
2. chronic alcoholism;
3. adultery or fornication;
4. theft of the Corporation's funds; or
5. any legal or Scriptural breach of duty committed by said Director.

If a Director, removed according to the preceding paragraph, repents according to the Holy Scriptures, then the Board shall consider making available to such Director counseling and rehabilitation services as may be deemed necessary by the Board, including partial or full payment for the same by the Corporation. The decision of the Board of Directors in this matter shall be final.

Without Cause: Any Director may be removed without cause if such removal is approved or ratified by the affirmative vote of a majority of the Directors present, and voting at a duly-held meeting of Directors at which a quorum is present.

1.09 Resignation

Any Director may resign at any time by giving written notice to the Board of Directors and/or to the President of the Corporation. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

ARTICLE II: OFFICERS

2.01 Officers:

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer offices may be held by the same person.

ARTICLE III: DUTIES OF OFFICERS

3.01 President:

The President shall have and exercise general control over and supervision of the affairs of the Corporation under the direction of the Board of Directors and shall perform such other duties as may be assigned to him by the Board of Directors. Any of all of the powers and duties of the President may, in the discretion of the Board of Directors, be vested in a Chairman of the Board, in which event they shall be exercised or performed by the President only in the absence or disability of the Chairman of the Board.

The President, as Chairman of the Board, shall preside at all meetings of the Board of Directors, shall be ex officio, a member of all the standing committees (including the Executive Committee), shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The President shall have general oversight of all spiritual matters concerning the ministry, according to the Holy Scriptures.

3.02 Vice President:

In the absence (other than on vacation or on the business of the Corporation) or disability (if the same continues longer than one [1] year) of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of the President and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties, as from time to time may be prescribed by the Board of Directors or these Bylaws.

3.03 Secretary:

The Secretary shall attend and keep, or caused to be kept, the minutes of all the meetings of the Board of Directors of the Corporation and see that notices of all meetings are duly given to the Directors. He/she shall have custody of the corporate records and seal. He/she shall, in general, perform all the duties incident of the office of secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to him/her from time to time by the President or the Board of Directors.

3.04 Treasurer:

The Treasurer shall keep and maintain, or cause to be kept and maintained, full and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by the Directors.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors.

The Treasurer shall receive and give receipts, or cause to be receipted and for receipts to be given, for moneys due and payable to the Corporation from any source.

The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The Treasurer shall present a quarterly and annual financial report to the Board of Directors.

ARTICLE IV: ADVISORY BOARD

4.01 An Advisory Board may be formed of persons selected by the Board of Directors that will be involved with *Passion for Heaven Ministries* in the following areas:

1. Supporting the ministry in prayer.
2. Share any suggestions and opinions concerning the ministry of *Passion for Heaven Ministries* with the Board of Directors.
3. Attend all meetings of the Advisory Board.
4. Advisory Board Members will have no voting privileges.

ARTICLE V: FINANCES

- 5.01** All funds of this organization shall be raised by voluntary donation, secured upon the merits of the causes for which appeals are made. *Passion for Heaven Ministries* may also acquire funds by bequest, or income property that may be acquired.
- 5.02** A tithe on the income of *Passion for Heaven Ministries* will be disbursed to a designated ministry or ministries selected by the Board of Directors.

ARTICLE VI: MEETINGS

6.01 Annual Meeting:

There shall be a mandatory annual meeting of the Board of Directors. The annual meeting shall take place each year as near February 15 as conveniently possible. The meeting shall be held at the Corporation's principal office, unless scheduled for another place or time during the year by the Board of Directors.

Notice must be provided to the members of the Board of Directors at least five (5) days and not more than sixty (60) days in advance of the meeting. A majority of the Board of Directors shall constitute a quorum.

The Board of Directors may, at their discretion, open this meeting up to others at their invitation.

Appointment of Board of Director members and Corporate Officers shall take place during the Annual Business Meeting.

6.02 Special Meetings:

Special meetings of the Board of Directors may be called by the President or at the request of two or more members of the Board of Directors. Those calling special meetings of the Board of Directors shall notify the Secretary of the information required to be included in the notice of the special meeting, including the date, place, time and specific matters to be addressed at such meeting.

6.03 Meetings by Electronic Means:

The Board of Directors, the Advisory Board, or any committee of *Passion for Heaven Ministries* may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of such a meeting must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

ARTICLE VII: COMMITTEES

- 7.01** Special committees may be appointed by the President or established by action of the Board of Directors. They will serve for specific periods of time, to perform specific duties that, in the judgment of the President, or Board of Directors, cannot be effectively performed by the Board of Directors.

ARTICLE VIII: PROPERTY

- 8.01** The ministry shall have the right and power to purchase, hold, lease, rent, occupy, sell, convey and mortgage such real and personal property of any kind or nature as may be necessary or convenient to the proper conduct of the affairs of the ministry. The conveyance of all property, real or personal, to this ministry shall be taken in the name of the ministry, and any such property owned by the ministry may be sold, conveyed or exchanged, assigned or transferred by said ministry. The Board of Directors shall have power to purchase, sell, exchange, assign or transfer real estate. Any and all instruments affecting real property, as authorized by the ministry, shall be signed by the President and the Secretary.

ARTICLES IX: DISPOSITION OF PROPERTY

- 9.01** Should a condition arise at any time in the future when, for any reason, the work of the ministry cannot continue, and the ministry property is to be disposed of in accordance with these by-laws, after all indebtedness has been paid, the balance is to be given to another non-profit religious corporation for the furtherance of the Full Gospel Message. Said corporation to be decided upon by the Board of Directors at the time of dissolution.

ARTICLE X: INDEMNIFICATION AND LIMITATIONS ON LIABILITY

10.01 Indemnification

The Corporation shall, to the maximum extent permitted by law, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is, or was, an agent of the Corporation. For purposes of the Article, an "agent" of the Corporation includes any person who is, or was, a Director, Officer, employee, or other agent of the Corporation, or is, or was, serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee or agent of a corporation which was a predecessor corporation of the Corporation, or of another enterprise at the request of such predecessor corporation.

10.02 Nonassessability

The private property of the Directors and Officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Directors or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

10.03 Limitation on Liability of Directors and Officers

A Director, Officer, or any other volunteer shall not be liable for any harm caused by an act or omission of the Director, Officer, or volunteer on behalf of the nonprofit Organization as provided by the Volunteer Protection Act, except to the extent otherwise provided by a statute of the state of incorporation.

Officers and Directors of the Corporation shall be considered volunteers in their capacities as Directors and Officers. Compensation may be paid to employees, who happen to serve as an Officer or a Director, as long as such compensation is for other duties rendered to the Corporation and not for duties related to serving as an Officer or a Director of the Corporation.

ARTICLE XI: AMENDMENTS

11.01 These Bylaws can be changed and/or amended by the Board of Directors at a properly called meeting of the Board of Directors. A simple majority vote is required for action and acceptance.

These By-laws were adopted by the Board of Directors of *Passion for Heaven Ministries* on this _____ day of _____, 2016 and the following signatures are fixed to these Articles:

Fred Ignatoski
Name (please print) President

Signature

Sue Ignatoski
Name (please print) Secretary

Signature