

PROPOSED CONSTITUTION AND BYLAWS OF PRAISE MINISTRIES INT'L, INC.

A Non-Profit Corporation



ESTABLISHED; January 2003

The following Constitution and By-Laws were adopted by the Advisory Board in January, 2003 in the state of Oklahoma.

Amendments are recognized in light italics under the original Article and Section headings.

Praise Ministries Int'l, Inc. is a contemporary, inter-denominational, Spirit-filled Church, in fellowship with and under the covering of the Independent Assemblies. Praise Ministries Int'l, Inc. is recognized by the Internal Revenue Service as being a nonprofit incorporation and is tax-exempt under the status of the exemption of the Independent Assemblies.

ARTICLE ONE

Name and Offices

Section One – NAME

The legal name of this Church is Praise Ministries Int'l, Inc. It shall also be known as Praise Ministries Int'l, Praise Ministries Int'l World Outreach, PMImissions or PMI.

Section Two – OFFICES

The principle office of the Church shall be in the county of Oklahoma, city of Oklahoma City, and state of Oklahoma. The Church may also have offices at such other places as the Advisory Board may designate if so needed, either within or without the state of incorporation.

ARTICLE TWO

Membership*

This corporation shall have no members, only a Board of Directors.

ARTICLE THREE

Statement of Faith and Purposes

The programs and activities governing the form of worship of Praise Ministries Int'l shall be based upon and at all times shall be consistent with the following creed and beliefs:

Section One: *The Inspired Word Of God.*

The bible, both the Old and New Testaments, are the inspired Word of God and are revelation of God to man, the infallible authoritative rule of faith and conduct. The entirety of scripture is totally inerrant in the original manuscripts. We further believe it is superior to conscience and reason, though not contrary to them; and it is therefore our infallible rule in all matters. We believe that the entire scriptures center about the Lord Jesus Christ and therefore no portion is properly read nor understood until it leads to Him. (John 5:39; 2 Timothy 3:16-17; 1 Thessalonians 2:13; 1 Peter 1:23-25; 2 Peter 1:21; Hebrews 4:12)

Section Two: *The Trinity.*

We believe that there is one true God, eternally existent in three persons-the Father, the Son, and the Holy Spirit. These three are one God, having the same nature, attributes, and perfections, and are worthy of the

same honor and obedience. (Matthew 28:18-19; Mark 12:29; John 1:14; 2 Corinthians 13:14-16; Hebrews 1:1-3; Revelation 1:4-6)

Section Three: *The Lord Jesus Christ.*

We believe in the pre-existence, incarnation and the virgin birth of the Lord Jesus Christ who came into the world to reveal the Father, was the brightness of His glory and the express image of His person; that the Lord Jesus Christ was the creator of all things, for by Him the worlds were made. We believe in Christ dwells all the fullness of the godhead bodily, and that He was very God and very man, the I Am, the Jehovah of the Old Testament. We further believe in the sinless life of our Lord Jesus Christ, His miracles, His vicarious and atoning death, His bodily resurrection, His bodily ascension into heaven, and His imminent return. We further believe that He is presently seated at the right hand of God the Father, interceding for His redeemed. We also acknowledge Jesus Christ as Lord over all things in heaven, and in earth, and under the earth.

The scriptures declare:

- (1) His Virgin Birth. Matthew 1:18
- (2) His Sinless Life. Hebrews 4:15
- (3) His Miracles. John 12:37; John 21:25
- (4) His Substituted and Vicarious Death on the Cross. Mark 15:20-39
- (5) His Bodily Resurrection from the Dead. Matthew 27:52-53
- (6) His Being on the Right Hand of God. Hebrews 10:10-1

Section Four: *The Holy Spirit.*

We believe that the Holy Spirit, though omnipresent from all eternity, after the glorification of Jesus Christ was sent on the day of Pentecost, dwells in every believer, unites all to Christ in one body, and is the source of all power and all acceptable service. We believe the ministry of the Holy Spirit includes the restraining of evil in the world; the convicting of the world respecting sin, righteousness and judgment; the regenerating of all believers; the sealing of all believers unto the day of redemption; and the continued filling for power and service of those among the saved who are yielded to Him and to His will. We believe that the fruit of the Spirit is the manifestation of the character of Christ in the believer's life. We further believe that all of the gifts of the Holy Spirit are available to Christians today and should be operative in the church for the church to manifest her full glory under the lordship of Jesus Christ (John 3:6; 14:16-17; Romans 8:9; 12:1-11; 1 Corinthians 6:19; 12:8-11; Galatians 5:22-23; Ephesians 2:22; 4:11-13).

Section Five: *The Creation of the World and Of Man.*

We believe that God in His sovereignty created the world out of nothing. We further believe that man was created in the image and likeness of God and by direct and immediate act of God to exercise dominion over the earth (Genesis 1:1, 26-27; 2:4).

Section Six: *Man's Fallen Condition.*

We believe that man by willful transgression fell from a state of righteousness and holiness in which he was first created into total spiritual depravity; a state of death in trespasses and sins in which he is held as a slave of sin and an enemy of God, being unable to attain divine righteousness by his own efforts, but must be redeemed and delivered by the power of the Gospel (Romans 3:23-25; 5:12-21; 1 Corinthians 15:1-4; 2 Corinthians 4:3-4).

Section Seven: *Man's Redemption.*

We believe that salvation is by grace, through faith in Christ alone. It is not by works but a gift of God. Further, we believe that the cause of universal spiritual death through sin, no one can enter the kingdom of God in less born of the Spirit. We also believe that our redemption has been accomplished solely by the shed blood of Jesus Christ, who died as our substitute (Romans 5:1; Romans 6:23; Romans 10:9-10; Ephesians 2:8-9).

Section Eight: *The Ordinances.*

We believe that water baptism is for believers only and should be administered by the model of immersion and in the authority of the Lord Jesus Christ to the glory of the Father, the Son, and the Holy Spirit. We also believe that we are identified with Jesus Christ and participate symbolically in His death, burial and resurrection through water baptism (Matthew 28:19-20; Romans 6:4; Colossians 2:11-12; Acts 8:36-39).

We believe that through the Lord's Supper the believer renews and affirms the reality of the New Covenant. It is a memorial commemorating the death of Jesus Christ for us and a reaffirmation of His imminent return. We also believe that this ordinance is open to all Christian believers and is to be received with joy and gratitude upon confession and repentance from sin (Matthew 26:26-29; 1 Corinthians 11:23-26).

Section Nine: *Baptism in the Holy Ghost.*

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, and baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church and continues in this dispensation. With it comes the endowment of power for life and service, and bestowment of the gifts and their uses in the work of the ministry. This experience is distinct from and subsequent to the experience of the new birth. With the baptism in the Holy Ghost comes such experiences as an overflowing fullness of the Spirit, a deepened reverence for God, an intensified consecration to God and dedication to His work and a more active love for Christ, for His Word and for the lost (Acts 1:8; Acts 2:4; Acts 2:38,39; Acts 19:6).

Section Ten: *Speaking In Tongues.*

The baptism of believers in the Holy Ghost is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance. The speaking in tongues in this instance is the same in essence as the Gift of Tongues, but different in purpose and use (Acts 2:38-39; Acts 19:6; 1 Corinthians 12:4-10).

Section Eleven: *Sanctification.*

Sanctification is an act of separation from that which is evil, and of dedication unto God. The scriptures teach a life of "holiness without which no man shall see the Lord". By the power of the Holy Ghost, we are also to obey the command: "be ye holy, for I am Holy". Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of the union, and by offering every faculty continually to the dominion of the Holy Spirit (Romans 12:1-2; 1 Thessalonians 5:23; Hebrews 12:14; Hebrews 13:12; 1 Peter 1:15-16).

Section Twelve: *Book of Life.*

The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer born of the Spirit is an integral part of the invisible church, whose name is written in heaven (Revelation 20:12).

Section Thirteen: *Evangelism and Edification.*

The divinely called and scripturally ordained ministry has been provided by our Lord for a twofold purpose:

- (1) The Evangelization of the World.
- (2) The Edifying Of the Body of Christ.

This church shall be organized and operated exclusively for religious purposes within the meaning of section 501(c)3 of the Internal Revenue code of 1954, or any superseding section in order to:

- (1) Minister the word of God.
- (2) Conduct a regular religious worship service through various forms of ministries.
- (3) Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community.
- (4) Spread the Word of the Gospel by ministering to all through seminars, radio, television, internet, and other forms of mass media.
- (5) To conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Holy Bible.
- (6) To maintain local church and missionary facilities.
- (7) To conduct a school for the training of ministers.
- (8) To license and ordain qualified individuals including graduates of the ministerial school.
- (9) To provide bible school or any other type of school for the religious and educational instruction of the young, as well as for adults, under the direction of the church.

This church is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church is irrevocably dedicated to charitable, educational and religious purposes and not part of the profits or net income of this church shall ever inure to the benefit of any profit shareholder or individual. On the dissolution or winding up of this church, its assets remaining after payment or provision of payment of, all debts and liabilities of this shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated for charitable, educational, ecclesiastical, religious, or ministerial purposes and that has established its tax exempt status under section 501(c)3 of the Internal Revenue code.

Section Fourteen: *Healing.*

Divine healing is an integral part of the Gospel. Deliverance from sickness is provided for in them atonement, and is the privilege of all believers. Healing is wrought by the power of God through the prayer of faith, the laying on of hands, and anointing with oil. It is provided for in the atonement of Christ, and it is the privilege of every member of the Church today (Isaiah 53:4-5; Matthew 8:18; Mark 16:18; Romans 8:11; 1 Peter 2:24; James 5:14-16; 3 John 2).

Section Fifteen: *Resurrection.*

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Corinthians 15:12-55; 1 Thessalonians 4:13-17).

Section Sixteen: *Christ's Second Coming.*

The second coming of Christ includes the rapture (the calling out) of the Saints, which is our blessed hope, followed by the visible return of Christ with his Saints to reign on the earth for one thousand years.

This millennial reign will bring the salvation of national Israel and the establishment of universal peace (Acts 1:11; Revelation 20:6).

Section Seventeen: *The Final Judgment.*

There will be a final judgment in which those who physically die in their sins without Christ will be raised and judged according to their works. They will be hopelessly and eternally lost and therefore have no further opportunity for repentance. "Whoever is not found written in the Book of Life, together with the devil, his angels, the beast, and the false prophet will be consigned to everlasting punishment in the lake of fire which burns with fire and brimstone, which is the second death" (Revelation 20:10).

The lake of fire is literal. The terms "eternal" and "everlasting" used in describing the duration of the punishment of the damned in the lake of fire carry the same thought and meaning of endless existence as used in noting the duration of joy and ecstasy of the saints in the presence of God (Hebrews 9:27; Hebrews 6:1-2; Revelation 19:20).

Section Eighteen: *Righteousness.*

"We according to his promise, look for new heavens and a new earth wherein dwells righteousness" (2 Peter 3:13).

Section Nineteen: *Laying On Of Hands.*

The laying on of hands is a simple belief that power or anointing or any other necessary quality can be transmitted, or transferred from one person touching another. Laying on of hands was practiced by the Levitical Priesthood. Jesus practiced it in Mark 10:13-16 as a blessing and it is our grounds for baby dedication instead of baptism. Laying on of hands for healing (Mark 5:22-23; Mark 5:28-31; Acts 19:11-12; Acts 28:8); laying on of hands to confirm office (Acts 6:2-6); laying on of hands to receive the Holy Ghost (Acts 8:16-18); laying on of hands to believe the words spoken, to receive anointing, and to cultivate the anointing (1 Timothy 4:14); laying on of hands for ordination to consecrate and received the necessary ministry tools.

Section Twenty: *The Church.*

We believe that all who are united by the new birth to Jesus Christ are members of the universal church, the body of Christ. We also believe that the local congregation of Christian believers is divinely instituted and is the chosen instrument of God for the furtherance of God's work upon the earth. While appreciating the work of para-church groups, we believe that the local church is God's primary vehicle for world evangelism and the nurture of Christians. We further believe in the spiritual unity of all believers and in working together with others who believe in salvation through the shed blood of Jesus Christ for the cause of evangelism, missions, and benevolences (Matthew 16:16-18; John 17:21; Romans 12:5; Ephesians 1:20-23, 4:3-10; Colossians 3:14-15).

Section Twenty-One: *The Personality of Satan.*

We believe that Satan is a literal being, the author of sin and the cause of the fall of man; that he is the open and declared enemy of God and man; and, that he shall be eternally punished in the Lake of Fire (Job 1:6-7; Isaiah 14:12-17; Matthew 4:2-11; 25:41; Revelation 20:10).

Section Twenty-Two: *Creation.*

That God created the universe in six literal, 24-hour periods. We reject evolution, and all unscriptural theories of origin (Genesis 1-2; Exodus 20:11).

Section Twenty-Three: *Civil Government.*

That God has ordained and created all authority consisting of three basis institutions: (1) The home (2) The church (3) The state. Every person is subject to the authorities, but all (including the authorities themselves) are answerable to God and governed by his Word. God has given each institution specific biblical responsibilities and balanced those responsibilities with the understanding that no institution has the right to infringe upon the other. The home, the church, and the state are equal and sovereign in the respective biblically assigned spheres of responsibility under God (Romans 13:1-7; Ephesians 5:22-24; Hebrews 13:17; 1 Peter 2:13-14).

Section Twenty-Four: *Marriage and Human Sexuality.*

We believe, based from scripture and the very creation of mankind by God Himself, that the only legitimate marriage is the joining of one man and one woman. We will only allow, based by our convictions from the Word of God, a marriage to be performed by ministers connected to Praise Ministries Int'l, between an original male and an original female. We also will only allow marriages to be performed at any PMI building, facility or properties between an original male and an original female. We believe that a man is one who is born with male genitalia and a woman is one who is born with female genitalia.

God has commanded that no intimate sexual activity be engaged in outside of marriage between a man and woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, molestation, rape, fornication, adultery, and pornography are sinful perversions of God's gift of sex. It is under the sole discretion of the churches leadership that if any person is or has been involved in any of the above acts, and where it may cause harm to other members of the body, then that person may be asked to leave the church if they refuse to cease, ask forgiveness and obtain support and counsel from the Pastoral Staff. (Genesis 1:27-28; Genesis 2:22-24; 19:5, 13; 26:8-9; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1; 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4).

Section Twenty-Five: *Divorce and Remarriage.*

God hates divorce and intends marriage to last until one of the spouses' dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. (1) We believe that divorce occurring prior to one's salvation is under the blood of Jesus. Since divorce and remarriage is not an unpardonable sin, it is obviously forgiven by our Lord at the cross. (2) Divorce occurring after ones salvation must be considered in the light of the circumstances at the time. The innocent party will of course be blameless. The guilty party must establish conclusively that there has been repentance and a reasonable time period to prove and establish true repentance, if they desire a position in the ministry (Malachi 2:14-17; Matthew 19:3-12; Romans 7:1-3; 1 Corinthians 7:25-40; 1 Timothy 3:2, 12; Titus 1:6).

Section Twenty-Six: *Abortion.*

Human life begins at conception and the unborn child is a living being. Abortion constitutes the unjustified, unexcused taking of an unborn human life. Abortion is murder. We reject any teaching that abortions of pregnancies due to rape, incest, birth defects, gender selection, birth or population control, or the mental well-being of the mother are acceptable (Job 3:16; Psalms 51:5; 139:14-16; Isaiah 44:24; 49:1, 5; Jeremiah 1:5; 20:15-18; Luke 1:44).

Section Twenty-Seven: *Missions.*

God has given his church a great commission to proclaim the gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believe on the Lord Jesus Christ. As ambassadors of Christ we must use all available means to go the foreign nations and not wait for them to come to us (Matthew 28:19-20; Mark 16:15; Luke 24:46-48; John 20-21; Acts 1:8; 2 Corinthians 5:20).

Section Twenty-Eight: *Lawsuits between Believers.*

Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander (1 Corinthians 6:1-8; Ephesians 4:31-32).

Section Twenty-Nine: *Giving.*

Every Christian, as a steward of that portion of God's wealth entrusted to him, is obligated to support his local church financially. We believe that God has established the tithe as a basis for giving, but that every Christian should also give other offerings sacrificially and cheerfully to the support of the church, the relief of those in need, and the spreading of the Gospel. We believe that a Christian relinquishes all rights to direct the use of the tithe and offerings once the gift has been made (Genesis 14:20; Proverbs 3:9-10; Malachi 3:8-12; Acts 4:34-37; 1 Corinthians 16:2; 2 Corinthians 9:6-7; Galatians 6:6; Ephesians 4:28; 1 Timothy 5:17-18; 1 John 3:17).

ARTICLE FOUR

Officers

Praise Ministries Int'l Inc. is governed by the office of the President and his/her staff, and the Advisory Board. The Advisory Board is to serve the Church by setting policy in the management of the Church Corporation and making the major financial decisions for the Church. The President's office is responsible for the providing of the overall vision and direction for the Church in addition to overseeing the day-to-day ministry of the Church.

Section One – PRESIDENT* **

The President shall be a licensed and/or ordained minister of the Gospel under the covering of a recognized, prominent ministry and its leadership. Praise Ministries Int'l Inc. (the Corporation) finds its headship under the Lord Jesus Christ, under the covering of the Independent Assemblies Fellowship and in its President, Rev. David L Tompkins. The President shall be committed to the principles and standards set forth under Section One through Twenty-nine of Article Three of these bylaws. The President shall be the chief executive officer of Praise Ministries Int'l. The President shall be a continuing member of the Advisory Board, which will be utilized for unity of communication and accountability. The President shall have general management of the business of Praise Ministries Int'l and have general supervision of the other officers. The President shall distribute Church funds, especially tithes and special offerings, as he deems necessary; but not excessively – and at times, with the advisement of the Advisory Board. Praise Ministries Int'l and its leadership is a giving ministry and will distribute funds as God leads. The President shall preside at all meetings of the Advisory Board and see that all orders and resolutions are carried into effect. The President shall execute in the name of Praise Ministries Int'l Inc. all deeds, bonds, mortgages, contracts and other documents. The President shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. No persons shall be invited to speak, teach or minister with Praise Ministries Int'l without the President's approval/knowledge. The President shall have the authority to appoint and approve any associates and/or assistants that would be necessary to properly carry on the work of Praise Ministries Int'l and of the Lord.
**We recognize that the institution of marriage is a God ordained and God appointed position that the*

husband and wife share in equally.

****Officers and Advisory Board includes those holding official credentials of Licensed or Ordained ministers and working in a leadership position within Praise Ministries Int'l.**

Section Two – VICE PRESIDENT * **

The Vice President: Rev. Shonda L. Tompkins, shall perform the duties and exercise the powers of the president and in case of his temporary absence from the office of Praise Ministries Int'l, the Vice-President shall perform such other duties as may from time to time be granted or imposed by the President. The Vice-President shall hold office on the Advisory Board. The Vice-President shall be committed to the principles and standards set forth under Section One through Twenty-nine of Article 3 of these By-Laws.

****We recognize that the institution of marriage is a God ordained and God appointed position that the husband and wife share in equally.***

****Officers and Advisory Board includes those holding official credentials of Licensed or Ordained ministers and working in a leadership position within Praise Ministries Int'l.**

Section Three – GENERAL SECRETARY (Ministry Assistant)

Should a secretary ever be on staff for PMI, he/she shall attend all sessions of the Advisory Board meetings held at the offices of PMI, act as a clerk there of, and record all minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the executive and standing committees when required. The Secretary shall give, or cause to be given, notice of meetings of the Advisory Board when notice is required to be given under these bylaws or by any resolution of the President and Advisory Board. The Secretary shall have custody of the seal to be used on all authorized documents requiring a seal. The Secretary shall be committed to the principles and standards set forth under Section One through Twenty-nine of Article 3 of these By-Laws.

Section Four– TREASURER *

Should a treasurer ever be on staff for PMI, he/she shall keep full and accurate account of the receipts and disbursements in books belonging to Praise Ministries Int'l, and shall deposit all monies and other valuable effects in the name and to the credit of Praise Ministries Int'l in such banks and depositories as may be designated by the President and Advisory Board, but shall not be personally liable for the safekeeping of any funds or securities so deposited. The Treasurer shall disburse the funds of PMI as may be ordered by the President and shall render to the President at the regular meetings of the Advisory Board, and whenever they may require, accounts of all transactions as Treasurer and such other duties as may be prescribed by the President. The Treasurer shall be committed to the principles and standards set forth under Section One through Twenty-nine of Article 3 of these By-Laws.

****As needed, the offices of Secretary and Treasurer may be combined under one office.***

Section Five– REMOVAL

Any officer elected or appointed by the President, Vice-President and/or the Advisory Board may be removed by the President, Vice-President and/or the Advisory Board whenever in its judgment; the best interest of PMI would be served. Such removal shall be without prejudice to the contract rights of the officer so removed, only after all avenues of restoration have been explored and counsel has been sought from the leadership of the Independent Assemblies Fellowship.

Section Six– VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President and Advisory Board for the unexpired portion of the term.

Section Seven– NEW OFFICES/OFFICERS

New offices may be created and filled at any monthly or special meeting of the President and the Advisory Board. Each officer shall hold office until his successor has been duly elected and qualified.

ARTICLE FIVE

Advisory Board Functions

Performs as a Board of Trustees

Section One– ADVISORY BOARD

The President of PMI, as led by God and with the advisement of the Vice-President, shall appoint people to the Advisory Board that have considerable character, spiritual maturity and shall be committed to the principles and standards set forth under Section 1-29 of Article 3 of these By-Laws. The Advisory Board shall serve as a lead team, counsel and spiritual prayer covering of PMI. It shall be the responsibility of the Advisory Board to assist, manage and conduct the day-to-day business and affairs of PMI in cooperation and in conjunction with the President and the Vice-President*. The function of the Advisory Board shall be to give spiritual support to the President and Vice-President in the disciple training of new converts, praying for the sick, encouraging and developing spiritual gifts and ministries in the church body, and to assist in the administration of the ordinances of Praise Ministries Int'l. The Advisory Board serves at the recommendation and the pleasure of the President and Vice-President. The tenure of each person, therefore, shall be at the determination of the President and Vice-President. The Advisory Board has no power unto itself and is not an entity unto itself. The Advisory Board is to serve, to advise, pray for, uplift and support the ministry of PMI. The Advisory Board shall be required to prayerfully establish and/or suggest change of salary and other compensations payable to the President, the Vice-President and other paid staff positions.

**President and Vice-President includes those holding official credentials of Licensed or Ordained ministers and working in a Leadership position within the ministries of Praise Ministries Int'l.*

Section Two– ANNUAL MEETINGS

The Advisory Board shall conduct meetings at PMI offices, at least (but not limited to) once every year, date and time to be determined by the President coordinating with the Vice-President, Staff and the Advisory Board.

Section Three– SPECIAL MEETINGS

Special meetings of the Advisory Board may be called by the request of the President, Vice-President and or the Advisory Board and shall be held at PMI offices. Absolutely no meetings will be recognized or deemed official without the notification, presence, or approval of the President.

Annual Business meetings may be called by the request of the President, Vice-President and or the Advisory Board and shall be held at PMI offices with only the PMI officers in attendance.

Section Four– DECISIONS

(Paragraph 1) The Advisory Board in accordance with these By-Laws will conduct the major business decisions of this Corporation of Praise Ministries Int'l Inc. The Advisory Board in conjunction with the President and Vice-President will oversee the provision of the physical facilities needed by the ministry. They will also coordinate and assist the President in decisions with any construction projects, especially

those that require a loan.

(Paragraph 2) the Advisory Board is the only body within the Corporation with the authority to (1) buy and sell real estate, (2) borrow money and/or (3) secure real estate leases.

(Paragraph 3) The act of a majority decision of the Advisory Board present at a meeting will be taken under prayerful advisement by the President and Vice-President. The Advisory Board serves at the pleasure of the President and has no power to make decisions against or in absence of the President. The decisions to discuss and make changes for the benefits of the church, its ministries, the business and finance or any other reason must be decided by unanimous consent of every Board member including the President and Vice-President otherwise changes will not be implemented but prayed about until all are in agreement.

Section Five– VANCANCIES, ADDITIONS AND REMOVALS

Any vacancy occurring in the Advisory Board shall be filled at the discretion of the President with advisement from the Vice-President and current Advisory Board. Should the church need a new President, the Advisory Board in position at that time has the general authority to select a new President. However, if the President is in good standing with the church and is removing himself because of retirement or relocation, he may choose up to two candidates for consideration and prayer by the Advisory Board in position at that time.

Section Six- FIANANCIAL GUIDELINES

(Paragraph 1) Finances Available

In order to provide for the physical needs of the church, the Advisory Board will have available to them 100% of all unrestricted monies accumulated in any type of savings account (including stocks, bonds, CDs and mutual funds, etc.) and all assets in land and property. From that 100% of all unrestricted church income at the Advisory Boards disposal, payment must be made on all debts and real estate leases of the Corporation.

(Paragraph 2) Debt Restrictions

Before the Advisory Board may authorize the church to borrow money or incur a lease obligation, the following conditions must be met:

1. Minimum 25% down. Should the Board choose to borrow money to facilitate the growth and/or work of the church, they must first accumulate 25% of the total price for the project as a down payment. Two variables apply when determining whether sufficient funds have been accumulated. (1) Amounts previously expended on the project to be financed from the proceeds of such indebtedness will be deemed accumulated. (2) Amounts previously expended as principal reduction payments above minimum required payments on pre-existing loans during the 12 month period to incurring additional debt will be deemed accumulated and credited toward the 25%.

2. Maximum 35% payment ceiling. The combined totals of all monthly debt service and lease payments, following the incurring of the indebtedness or lease obligation under consideration, will not exceed 35% of the average monthly undesignated income. The percentage shall be based on, but not limited to tithes, offerings, investment income and unrestricted gifts to the church.

3. Lease to purchase allowance. If indebtedness is being secured to build a structure that will relieve the church of its need for a leased facility to be vacated when the new building is completed, then the current lease commitment need not be calculated in to the 35% expenditure limitation for 18 months. Thus, the church is allowed 18 months for both construction and lease payments that combined, exceed the 35% limit, but only by the end of the 18 month period reasonable relief can be expected from the burden of the lease payment.

4. Income projections. The church may not set budgets, meet conditions for borrowing or make any

financial commitments based on upward projections of income.

Section Seven– COMPENSATION

Advisory Board members shall not receive compensation for services, but may receive compensation for other services performed for Praise Ministries Int'l.

Section Eight– NUMBER, TERM AND QUALIFICATIONS

The number of the Advisory Board shall be no less than three (3) and shall have no maximum number. The Advisory Board need not be residents of the State of Oklahoma. The term shall be for continuous four year* periods, unless removed. The Advisory Board, in cooperation with the President and Vice-President shall increase the Advisory Board as needed and as the ministry of PMI grows.

**If an Advisory Board Member does not complete their four-year term due to illness, death, resignation, etc. then the Advisory Board could suggest appointing a candidate to fill the unexpired term and shall be approved by the President and Vice-President.*

Section Nine– COMMITTEES

There shall be no need for committees outside of the Presidents, Staff and Advisory Board. Support Staff/Servant Leaders may be appointed to assist in the operation and ministry of PMI.

ARTICLE SIX

Business Practices

Section One– Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section Two– Contracts

The Advisory Board may authorize any officer or officers, agent or agents, of the Corporation. In addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or maybe confined to specific instances.

Section Three– Checks, Drafts or Orders

All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation, and in such manner, as shall from time to time be determined by the President and the Advisory Board.

Section Four– Deposits

All funds of the corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the President, Vice-President and the Advisory Board may select in accordance with these Bylaws.

Section Five– Gifts

The President and the Vice President may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose from the Corporation.

Section Six– Books and Records

The Corporation shall keep correct and complete books and records of all accounts. The Corporation shall also keep

minutes of the proceedings of special business meetings and any Advisory Board meetings.

ARTICLE SEVEN

Church Discipline

Section One– Disciplining Ministry Officers

Only active ministry officers are subject to church discipline. Let us remember that the law is for the lawless. Nevertheless, it is the responsibility of the local church to maintain order and discipline within the church. Church discipline shall follow the scriptural formula given by Jesus in Matthew 18:15-17 *"Moreover if your brother sins against you, go and tell him his fault between you and him alone. If he hears you, you have gained your brother. But if he will not hear, take with you one or two more, that 'by the mouth of two or three witnesses every word may be established.' And if he refuses to hear them, tell it to the church. But if he refuses even to hear the church, let him be to you like a heathen and a tax collector.*

If an officer of Praise Ministries Int'l shall willfully disregard their responsibilities as stated in these Bylaws, they shall be placed on an inactive list and cease to have officer privileges. If someone desires to move their commitments to another organization and/or ministry and they are in good standing, it will be the responsibility of the General Secretary under the guidance of the President to provide a letter of fellowship.

Section Two– Disciplining the President

(Paragraph 1) Criteria for Discipline

Should the President demonstrate immoral conduct, financial practices or theological views, which require either personal correction or termination of his/her position, the Vice-President and Advisory Board shall contact the President and then, if the problem remains, he shall undergo investigation and evaluation for any appropriate discipline.

(Paragraph 2) Process for Investigation

Should the Vice-President and/or Advisory Board be asked to investigate alleged misconduct of the President, a consensus is required to take disciplinary action. With such a consensus, the Vice-President shall assume complete authority over the President. Along with the Advisory Board, they may decide to remove him/her from his/her position or to discipline him/her in any way they deem necessary.

(Paragraph 3) Motivation

It is the intention of the Corporation to protect the hearts of all involved in matters of ministry discipline.

ARTICLE NINE

Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a unanimous decision of the Advisory Board at any regular meeting. The written notice must explain proposed changes. These Bylaws may also be altered, amended or repealed, and new Bylaws may be adopted by consent in writing signed by all members of the Advisory Board which includes the President and Vice President of the Corporation.

Bylaws were approved by the complete Advisory Board of Praise Ministries Int'l on ____/____/____.

(Attach signatures of officers and advisory board members)

President: _____

Vice-President: _____

General Secretary: _____

Advisory Board Member: _____

Advisory Board Member: _____

Advisory Board Member: _____

Advisory Board Member: _____

Advisory Board Member: _____