



GOVERNING BYLAWS

OHIO MINISTRIES

Of the Church of God (Anderson, Ind.), Inc.

ADOPTED September 24, 2009
AMENDED October 23, 2020



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BYLAWS OF OHIO MINISTRIES OF THE CHURCH OF GOD (ANDERSON, IND.), INC

ARTICLE 1 – NAME

1.1 The name of this corporation is OHIO MINISTRIES OF THE CHURCH OF GOD (ANDERSON, IND.), INC., a voluntary organization associated with Church of God (Anderson, Ind.) Ministries, Anderson, Indiana, and all related organizations that are approved by Church of God (Anderson, Ind.) Ministries, Anderson, Indiana.

1.2 The present location of business is at 3438 Township Road 221, Marengo, Ohio 43334.

ARTICLE 2 – PURPOSE & MISSION

2.1 The purpose of OHIO MINISTRIES is to conduct business as the legally incorporated body of THE OHIO GENERAL ASSEMBLY OF THE CHURCH OF GOD (ANDERSON, IND)(hereafter referred to as Ohio GA).

2.2 The purpose of OHIO MINISTRIES shall be to provide assistance to Ohio congregations and pastors and to be a channel through which local congregations shall fulfill their vision and mission.

2.3 The mission of OHIO MINISTRIES shall be to create and maintain ministries that will strengthen, supplement, and promote pastors and local congregations of the Church of God (Anderson, Ind.) in Ohio.

2.4 The mission of OHIO MINISTRIES is to inspire commitment to the teachings, mission, and faith of the theological perspectives of the Church of God (Anderson, Ind.).

2.5 The mission of OHIO MINISTRIES is to provide support for the development of healthy pastors and congregations in Ohio. The vision of OHIO MINISTRIES is for every believer and congregation to fulfill the mandate of the Great Commission, the Great Commandment, and the teachings of Jesus Christ.

ARTICLE 3 - MEMBERSHIP

3.1 Members of OHIO MINISTRIES with voting privileges shall be as follows:

3.1.1 Ministers. All ministers who are in good standing as defined by the state's credentials committee, and are ordained, licensed, or commissioned in the Church of God (Anderson, Ind.) and fulfill any of the following qualifications and declaration thereof by Church of God (Anderson, Ind.) Yearbook registration within the last two (2) years:

3.1.1.1 Ministers actively engaged in ministry with Church of God (Anderson, Ind.) congregations in good standing in Ohio.

3.1.1.2 Ecumenical ministers actively engaged in ministry while maintaining relationship with OHIO MINISTRIES.

3.1.1.3 Retired ministers who maintain identity and affiliation with the Church of God (Anderson, Ind.) in Ohio.

3.1.1.4 State Executives and Officers of the Corporation.

3.1.2 Lay Delegates. Lay Delegates selected by their local congregation, under the following formula: one for every one hundred people counted in the local congregation's annualized average weekend worship service attendance published in the current ***Church of God (Anderson, Ind.) Yearbook***, not to exceed 10 delegates from any one congregation; such lay members of the Assembly shall have their eligibility authenticated by a written statement (presented to OHIO MINISTRIES) from the sending congregation's lead pastor, interim pastor, or leadership board (in the absence of a pastor) before participation is allowed.

3.2 The rules and regulations governing membership herein stated shall apply to business meetings only, and shall not affect in any way the religious standing, rights, and privileges of either ministers or lay delegates.

ARTICLE 4 – OFFICERS

4.1 The officers of OHIO MINISTRIES shall be the Chairperson of the Board, Director of Ministries, Vice-Chairperson, Secretary, and Treasurer.

4.2 Selection of Officers

4.2.1 The Chairperson of the Board shall be selected by the Nominating Committee and ratified by the General Assembly at the annual assembly meeting.

4.2.2 The Director of Ministries shall serve in concert with the Board and by virtue of the office and will be ratified by the voting membership (See Article 5.3). The Director of Ministries shall serve as the President and Chief Executive Officer of the Corporation.

4.2.3 The Vice-Chairperson shall be appointed by the Board from among its members.

4.2.4 The Secretary shall be appointed by the Board from among its members.

4.2.5 The Treasurer shall be appointed by the Director of Ministries and ratified by the Board. The Treasurer will meet with the Board as requested by the Director of Ministries or at the request of the Board for the purpose of information sharing and reporting but not as a voting member of the Board.

4.3 Terms of Office

4.3.1 The officers, with the exceptions of the Director of Ministries (See Article 5.1 & 5.3) and Treasurer, who is named and appointed by the Director of Ministries, shall serve a three (3) year term or until their successors are ratified and qualify. The ratified officers shall be eligible for no more than two consecutive full or partial terms.

4.4 Duties of Officers

4.4.1 Chairperson of the Board

4.4.1.1 Shall serve as the Chairperson for the Board and the annual meeting of the Ohio General Assembly of the Church of God (Anderson, Ind.).

4.4.1.2 Shall manage the affairs of the Board under the general direction of the Board.

4.4.1.3 Shall be accountable to the Board for the proper conduct of business according to the policies established by the Board.

4.4.1.4 Shall represent OHIO MINISTRIES when requested or necessary.

4.4.1.5 Shall sign legal documents as instructed by the Board.

4.4.1.6 Shall serve as an ex-officio member of any team or committee reporting to the Board.

4.4.2 Director of Ministries

4.4.2.1 Shall serve as Primary Vision Caster for OHIO MINISTRIES and exercise supervision, direction, and control over the daily operations of OHIO MINISTRIES' activities and affairs.

4.4.2.2 Shall serve as President and Chief Executive Officer of the corporation.

4.4.2.3 Shall sign legal documents as instructed by the Board.

4.4.2.4 Shall provide for a quarterly report of the organization's work to the Board and an annual report at the annual assembly business meeting.

4.4.3 Vice-Chairperson of the Board

4.4.3.1 Shall serve in the absence or the vacancy of the Chairperson of the Board.

4.4.3.2 Shall carry out all of the functions of the Chairperson as outlined in

4.4.4 Secretary

4.4.4.1 Shall keep or cause to be kept accurate minutes of all meetings, proceedings, and actions of the Board, the annual business meeting, and all special meetings of OHIO MINISTRIES.

4.4.4.2 Shall give notice of all meetings to the members of the Board in a manner consistent with the Bylaws and with the policies and procedures of OHIO MINISTRIES.

4.4.5 Treasurer

4.4.5.1 The duties of the Treasurer are specified in the policy and procedures of the OHIO MINISTRIES Policy Manual.

ARTICLE 5 - DIRECTOR OF MINISTRIES

5.1 The Board shall appoint a Director of Ministries to oversee the business affairs and guide the ministries of OHIO MINISTRIES. The Director shall hold that office at the pleasure of the Board and the General Assembly membership or until he/she resigns the office.

5.2 Duties of the Director of Ministries

5.2.1 The Director of Ministries shall be accountable to the Board and to the General Assembly for the proper and legal conduct of the business of OHIO MINISTRIES according to the policies established by the Board.

5.2.2 The Director of Ministries shall be responsible for the organization of the work of OHIO MINISTRIES and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the OHIO MINISTRIES Personnel Manual.

5.2.3 The Director of Ministries shall serve as ex-officio member of the Board, all committees, and other appointed entities.

5.2.4 To serve as a liaison to regional, national, and international ministries of the Church of God (Anderson, Ind.), as well as in ecumenical settings.

5.3 Selection or Removal

5.3.1 The selection of the Director of Ministries shall require an affirmative vote of three-fourths (3/4) of the voting membership at a regular or special meeting of the General Assembly called for that purpose.

5.3.2 The removal of the Director of Ministries shall require the affirmative vote of three-fourths (3/4) of the voting membership at a regular or special meeting of the General Assembly called for that purpose.

ARTICLE 6 - BOARD OF DIRECTORS

6.1 Membership

6.1.1 OHIO MINISTRIES Board of Directors shall be comprised of at least seven persons appointed by the Nominating Committee and ratified by the Ohio GA in its annual business meeting.

6.1.2 The Board shall consist of the Chairperson and six members-at-large.

6.1.3 The Board members shall be ratified on a staggered rotation basis for a term of three years.

6.2 Qualifications

6.2.1 Persons qualified to serve on the Board must support the state leadership and commit to attending the regular and special meetings of the Board.

6.2.2 Members shall be selected on the basis of gifts, skills, and experiences. Attempts will be made to reflect the gender, geographic and ethnic diversity of the Church of God (Anderson, Ind.) in Ohio.

6.2.3 Each Board member shall be a participating member of OHIO MINISTRIES and in good standing in a local congregation and in compliance with ***The Credentials Manual of the Church of God (Anderson, Ind.)***. Each member must support the vision, mission, and values of OHIO MINISTRIES.

6.3 Duties and Responsibilities

6.3.1 The Board will provide broad parameters, resources, and sound financial management for the accomplishments of the mission of OHIO MINISTRIES, and:

6.3.1.1 Transact any business as may be referred to the Board at an annual or special called meeting of the General Assembly.

6.3.1.2 Hire, supervise, receive the resignation of, or recommend the termination of the Director of Ministries (See Article 5.3.2) and appoint an Interim or Acting Director of Ministries when the position becomes vacant.

6.3.1.3 Adopt, amend and repeal OHIO MINISTRIES policies and procedures as found in the OHIO MINISTRIES Personnel and Employee Handbook.

6.3.1.4 Assist, encourage and support the accomplishment of the mission of OHIO MINISTRIES.

6.3.1.5 Work with the Director of Ministries in the preparation of the annual budget to then be presented to the assembly for ratification.

6.3.1.6 Receive and review reports from OHIO MINISTRIES teams, task forces and committees.

6.3.1.7 Authorize any and all fund campaigns.

6.3.1.8 Fill any vacancies on the Board, when they occur, maintaining any policy pertaining to representation.

6.3.1.9 Maintain oversight of property of every kind owned by OHIO MINISTRIES and transact any business as may be referred to the Board at the annual assembly meeting or special meeting and any other business as may properly come before the Board.

6.4 Terms of Office

6.4.1 Ratified members of the Board shall hold office for three (3) years or until their successors are ratified and qualify. Members shall be eligible for no more than two (2) consecutive full or partial terms. The Members shall be ratified in a staggered rotation basis for a term of three years.

6.5 Meetings

6.5.1 The Board shall meet at least twice annually.

6.5.2 Written notice of a Board meeting shall be issued fourteen (14) days in advance of the scheduled meeting.

6.5.3 A quorum for meetings of the Board shall be a simple majority of the members of the Board.

6.5.4 Any decision ordered by a simple majority of the Board present at a duly called meeting when a quorum is present is an act of the Board. In such cases, where the number of members has withdrawn to leave less than a quorum, any decision approved by at least the majority of the Board members who remain will constitute a temporary decision, subject to ratification by quorum at the next duly called meeting.

6.5.5 Special meetings may be called by the Chairperson of the Board or the Director of Ministries or upon petition to the Chairperson by three of the members of the Board. Notice of special meetings called will be given seven (7) days in advance of the meeting with the business of the meeting stated in the notification.

6.5.6 The Director of Ministries or Chairperson reserves the right to call emergency meetings with

little notice, as needed.

6.5.7 Telephonic and electronic devices shall be permitted to conduct and attend meetings.

6.6 Removal, Resignation and Vacancy

6.6.1 Any member may be removed for proper cause (as outlined in Article 6.2) at any time. Any member may resign at any time by giving written notice to the Chairperson of the Board or Secretary.

6.6.2 Any resignation shall take effect at the date of receipt of said notice or at any later date specified therein.

6.6.3 Upon the notice of a vacancy, the Board shall appoint a person to serve in that position at any remaining Board meetings until the next annual business meeting, at which time the Nominating Committee shall submit a name to be ratified for the unexpired term.

ARTICLE 7 – THE OHIO GENERAL ASSEMBLY MEETINGS

7.1 The Ohio GA will meet in its annual business meeting during the month of October with a specific date and time to be determined by the Director of Ministries and the Board. All business shall be conducted during the annual assembly business meeting. Notification of the annual meeting shall be provided to each congregation at least thirty (30) days prior to the meeting date.

7.2 Special meetings of the Assembly shall be scheduled by the request of the Board, the Director of Ministries, or upon a written request signed by one-third (1/3) of the voting membership. A ten (10) day written notice stating the business to be considered shall be given to each congregation and member.

7.3 **Quorum.** Assembly decisions taken by vote shall be determined by the number of votes cast, not the number of eligible voting members.

7.4 **Voting methods.** Voting on assembly matters may take place in any regular or special called meeting, as well as via U.S. mail and/or electronically (E-Voting) in a manner in keeping with the spirit of Robert's Rules of Order. The method of voting on any given issue or business shall be determined by the Governance/Leadership Board.

7.5 **Absentee voting.** Eligible members of the Ohio G.A. must be personally present to vote in any duly called meeting of the Assembly or cast an authorized absentee ballot. Absentee ballots must be requested from OHIO MINISTRIES in writing at least fourteen (14) business days before the Assembly meeting is called to order and received by midnight before the Assembly convenes. Absentee ballots may be received by post or electronically, at the discretion of the Assembly's officers.

7.6 All meetings of the voting membership shall be conducted according to parliamentary procedures as directed by the most recent revision of Robert's Rules of Order.

ARTICLE 8 - COMMITTEES

8.1 OHIO MINISTRIES and its director shall maintain at least two (2) standing committees---Credentials and Nominating and shall be responsible to appoint the chairpersons for each respective committee. OHIO MINISTRIES may establish ad hoc committees or ministry teams consisting of no less than three (3) members to delegate such portions of their authority as they may desire with the exception of the hiring or termination of employment of the Director of Ministries; amending, repealing, or adopting bylaws; or approving any contract or transaction in which OHIO MINISTRIES is a party.

8.1.1 The committee members need not be members of the Board.

8.1.2 Ministry assignments that are appointed, recommended, or delegated to a committee shall function under the direction of OHIO MINISTRIES.

8.1.3 Qualifications will be the same as those of the board (See Article 6.2).

8.1.4 Term limitations will be the same as those of the board (See Article 6.4).

8.2 Credentials Committee

8.2.1 The Credentials Committee serves in the interest of OHIO MINISTRIES and has authority to make credentialing decisions and take appropriate action for the commissioning, licensing and ordaining of ministers in the Church of God (Anderson, Ind.); for certifying licensed and ordained ministers; and certifying congregations in the Church of God (Anderson, Ind.).

8.2.2 The Credentials Committee exists for/and by OHIO MINISTRIES, as set forth in these bylaws, to consider matters pertaining to qualification, certification, discipline of prospective ministers and congregations, and to render appropriate judgment and resolution.

8.2.3 The Chairperson and one at large member of the Credentials Committee shall be selected by the Nominating Committee and ratified by the voting members of OHIO MINISTRIES. The committee shall be comprised of at least seven (7) members who are ordained ministers in the Church of God (Anderson, Ind.), including district credentials committee chairpersons. The Members shall be ratified in a balanced rotation basis for a term of three years.

8.2.4 The Committee shall abide by the guidelines of the Credentials Manual of the Church of God (Anderson, Ind.) as adopted by the Ohio GA.

8.3 Nominating Committee

8.3.1 The Board shall appoint members of a Nominating Committee on a staggered rotation basis for a term of three (3) years. These shall be comprised of the Chairperson of the Board, one other member of the Board, and three (3) members at large of OHIO MINISTRIES. The Director of Ministries shall be an ex-officio, non-voting member of the Nominating Committee.

8.3.2 The Committee shall nominate a Chairperson of the Board and members at large who shall serve as members of the Board. The Committee shall take into consideration candidates who adequately represent the constituency served by OHIO MINISTRIES (See Article 6.2) and make recommendation with respect to any vacancies on the Board.

8.3.3 The Committee shall nominate a chairperson and one at large member of the credentials committee to be ratified by the voting members of the Ohio GA.

8.3.4 The Committee, prior to the annual meeting of OHIO MINISTRIES, shall:

- a) Fully explain to potential candidates their duties and responsibilities as members of the Board.
- b) Obtain from each candidate a written consent to place their name for ratification.
- c) Prepare a list of candidates to be ratified to fill vacant positions.

8.3.5 The Committee shall ensure that the attendance at Board meetings is monitored and that regular reports are submitted to the Nominating Committee regarding attendance.

8.3.6 The Nominating Committee or its designee or the Chairperson of the Board shall consult with those members of the Board who are not meeting the attendance requirements of the Board and shall make recommendations with respect to such non- attendance.

ARTICLE 9 – AMENDMENTS

- 9.1 These bylaws may be amended at any annual or special meeting of the Ohio GA of the Church of God (Anderson, Ind.). Each proposed amendment must be presented to the Board not less than ninety (90) days prior to the annual or special meeting at which the proposed amendment is to be considered and acted upon.**
- 9.2 A notice of a meeting at which a change of bylaws will be considered shall be presented in writing to members of OHIO MINISTRIES at least forty-five (45) days in advance of such meeting.
- 9.3 An affirmative vote of a two-thirds (2/3) majority of members and delegates present and voting is required for passage of amendments to the bylaws.

ARTICLE 10 - INDEMNIFICATION

- 10.1 Every Board and committee member, or Officer of the corporation, or employee and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:
- 10.1.1 All costs, charges, damages, and expenses whatsoever that the Member or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, or matter of thing whatsoever, made, done, or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability.
- 10.1.2 All other costs, charges, damages, and expenses which the Member or Officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the Member's or Officer's own willful neglect or default. OHIO MINISTRIES shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by OHIO MINISTRIES.

ARTICLE 11 - PLAN FOR DISSOLUTION

- 11.1 Upon the dissolution of OHIO MINISTRIES, any assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to an existing Church of God (Anderson, Ind.) exempt organization which shares like faith, mission, and purpose, which is tax exempt under Internal Revenue Code Section 501(c)(3).
- 11.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of Ohio and the membership of OHIO MINISTRIES.