

Barnabas Group, Inc.

Constitution and By-Laws

Article One

NAME

The name of this body shall be Barnabas Group, Inc.

Article Two

RELIGIOUS-NONPROFIT ORGANIZATION

We of Barnabas Group, Inc. publicly declare that we are a religious, nonprofit organization, not being operated for financial gain or profit of any person or group, and all the net receipts of the aforementioned organization shall be used only for religious, charitable, and educational purposes within the meaning of section 501-(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

Article Three

PURPOSES

The purpose for which this religious Christian ministry group is formed shall be:

To preach and expound the Gospel of Jesus Christ, according to the Holy Scriptures, to educate and lead people in the way of salvation, goodness, righteousness, morality and temperance as taught in the Bible: The promotion of any missionary, educational or charitable enterprise. To assume and share the responsibility of fulfilling the Great Commission: The Propagation of the Gospel and the evangelization of the nations. To promote healing and fellowship among all the members of the Body of Christ, especially those who have experienced workplace abuse in the church. To provide ways and means by which the above objectives may be obtained.

Barnabas Group, Inc. shall have the right to process, buy, mortgage, sell, lease, barter and exchange real and personal property, to borrow money, collect funds, receive gifts and legacies as it may judge necessary for the attainment of these objects.

Article Four

BOARD OF TRUSTEES

1. The Board of Trustees, which shall consist of not less than four (4) members, shall direct the affairs of this corporation.
2. Each Trustee shall hold office indefinitely, subject to termination by a unanimous vote for removal from the other Trustees or resignation. Thereafter, in the event of a vacancy on the Board of Trustees, whether caused by resignation, removal, death, or expansion of the Board, the Trustees then serving shall suggest the name of a person deemed to be qualified to serve. If there be no unresolved objection on the part of the Board of Trustees, the person so suggested shall be set in office as a Trustee; but if there be an unresolved objection, the Trustees shall suggest another name, and the process shall continue until the vacancy or vacancies shall have been filled.
3. The Board of Trustees, by unanimous vote, shall have the authority to establish reasonable compensation of all Trustees or officers for service to the corporation.
4. An annual meeting of the Board of Trustees shall be held in the month of June. The Board of Trustees shall determine the day, time and place of the meeting. The meeting will be for the purpose of transacting such business as may come before the Board.
5. Meetings of the Board of Trustees, regular or special, may be held either within or without the State of Wisconsin.
6. Regular meetings of the Board of Trustees may be held upon such notice, or without notice, at such time and such place as from time to time may be determined by the Board.
7. Special meetings of the Board of Trustees may be called by the President upon notice to each Trustee, either personally, or by regular or electronic mail.
8. Attendance of a Trustee at any meeting shall constitute a waiver of any notice of such meeting that may have been required by or under any law, statute or regulation. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice of waiver of notice of such meeting.
9. A majority of the Trustees shall constitute a quorum for the transaction of business. The active majority of the Trustees present at any meeting of which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statutes or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Trustees, the Trustees present at such meeting may adjourn the meeting without notice, other than an announcement at the meeting, until a quorum shall be present.
10. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting when consent for such action has been given in writing. Such written consent shall set forth the actions taken shall specifically identify the

Yea or Nay vote of the Trustee, and shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof.

Article Five

OFFICERS

1. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board shall elect the following officers: (1) One or more Vice Presidents, (2) a Secretary, (3) a Treasurer. The Board may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board. Any two or more offices may be held by the same person, except the office of the President and Secretary.
2. Any Board member or officer may be removed by a three-quarters vote of the Board whenever in their judgement the best interest of the Corporation would be served thereby.
3. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and preside over all of the business affairs of the corporation. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board 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 President.
4. The President may be replaced by a three-quarters vote of the Board only on the grounds of immorality or incompetence. Otherwise, his replacement will be upon his retirement or resignation.
5. The President shall have final authority to employ or dismiss any staff member or office personnel.
6. Vice_President. In the absence of the President, or in the event of his inability to act, the Vice President (or in the event there by more than one Vice President, the Vice Presidents in chronological order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to him by the President or the Board.
7. Secretary: The Secretary shall keep in the minutes of the meetings of the Board in one or more of books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation records and the seal of the Corporation, and affix the seal of the

Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him by the President or by the Board.

8. Treasurer: If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies 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 by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board.
9. Assistant Treasurers and Assistant Secretaries. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

Article Six

INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

The corporation shall indemnify any trustee, officer or employee, or former trustee, officer or employee of the corporation, or any person who may have served at its request as trustee, officer or employee of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any trustee, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a committee composed of the Trustees not involved in the matter in controversy (whether or not a quorum), that it was to the interest of the corporation that such trustee, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such trustee, officer or employee may be entitled under any By-Law agreement, or otherwise.

Article Seven

CONTRACTS

The Board of Trustees, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power of authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or for any amount.

Article Eight

STATEMENT OF FAITH

Barnabas Group, Inc. stands for the whole Bible rightly divided. That the Bible is the inspired Word of God, a revelation from God to man: the infallible rule of faith and conduct and is superior to conscience and reason but not contrary to reason (II Timothy 3:15, 16; I Peter 2:2).

We believe...

1. In one God who has revealed Himself as the eternally self-existent "I AM". (Exo 3:14)
2. That Jesus Christ is the only begotten Son of the Father, conceived by the Holy Spirit and born of the Virgin Mary. That He was crucified, buried and rose from the dead and is today at the right hand of the Father and is the Intercessor. (Matt 1:18, Matt 27-28, Heb 12:2)
3. That all have sinned and come short of the glory of God and that repentance is commanded of God for the forgiveness of sins. (Rom 6:23)
4. In the new birth as a result of faith in the shed blood of Jesus Christ which brings the forgiveness of sins and that a life of holiness and purity, separated from the world, is God's gift of living for His people. (2 Cor 5:17,18)
5. That all believers are entitled to and should ardently expect, and earnestly seek the Spirit-filled life as an endowment of power for life and service, and their use in the world of ministry. (Acts 2)
6. In water baptism as established by the Lord Jesus Christ. (Matt 28:18-20)
7. That the Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of the great commission. Each believer, born of the Spirit, is an integral part of the Church of the First Born. (Eph 1:22, 23; 2:22; Heb 12:23)
8. In the resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain until the coming of the Lord, which is the blessed hope of the Church. (1 Thess 4:13-18)
9. In the final judgment of all human kind and that all have an appointment to stand before the eternal God to be judged for the deeds committed in this life. (Rev 20:10)

Article Nine

EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal

income tax under section 501-(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article Ten

NOTICE

1. Any notice of Trustees or officers of the corporation shall be in writing and shall be delivered personally or mailed to their respective addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited by the United States mail, postage prepaid.
2. Whenever any notice is required to be given under the provisions of the statutes or under the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Eleven

CHECKS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time designate.

Article Twelve

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Trustees, and shall end on June 30th of each year unless changed by action of the Board of Trustees.

Article Thirteen

AMENDMENTS

These By-Laws may only be amended or repealed at a meeting of the Board of Trustees duly called for the specific purpose of amending or repealing the same.

Article Fourteen

DISSOLUTION

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501-(C)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located. Exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.