

Bylaws of Gospel Rescue Mission Fellowship, Inc. (GRMF)

ARTICLE I BOARD OF DIRECTORS

Section 1. Number, Appointment and Term. The Board of Directors shall appoint successive Board members upon their due election by the organizational members. Each organizational member shall have one (1) vote. The number of Directors shall be not less than three (3) and not more than fifteen (15). This number may be increased or decreased at any time by amendment of these Bylaws. No reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director. Any Executive Director of GRMF will be a non-voting member of the board by virtue of his office and will not be subject to the term limitations. Directors need not be residents of the State of Delaware. The Board will make recommendations for or solicit names for board candidates. Approved Board candidates will be presented for vote by the members at a duly called meeting.

Each Director shall serve three-year terms but may be reelected for up to two consecutive terms. After serving two full terms, a Director must wait at least one year before being elected to serve again. There shall be three annual classes of Board members so that approximately one third (1/3) are up for election every year to maintain continuity and make for smooth transitions within the Board. Directors shall hold office until the next annual meeting of the Board of Directors or until their respective successors are appointed, except that any Director may be removed from office at any time as permitted by these Bylaws. Every Director shall affirm the Statement of Faith and Biblical Code of Conduct adopted by the GRMF and set forth in these Bylaws.

Section 2. Duties and Powers. The Board of Directors shall have power to do whatever is necessary to advance the interests of the GRMF. It shall have power to fill all vacancies caused by death or otherwise. The Board of Directors shall have oversight for the Annual Convention of the Gospel Rescue Mission Fellowship and shall develop guidelines for the operation of the convention as well as members' dues, benefits and responsibilities.

Section 3. Removal and Vacancies. Any Director may be removed with or without cause by a two-thirds majority vote of the Board of Directors or by a two-thirds majority of the members. Vacancies because of removal, resignation, or otherwise, may be filled by one chosen by a majority vote of the Board of Directors until the next opportunity for the members to elect a replacement.

Section 4. Annual Meetings. The annual meeting of the Board of Directors shall be held in the spring in each year.

Section 5 Other Meetings and Notices. Any meeting of the Board of Directors or Executive Committee can be done in person, by videoconference, or by teleconference. No meeting can be done solely through an electronic means (such as email) unless all decisions made therein are made unanimously by all members of the Board of Directors elected and serving at the time of the meeting.

Section 6. Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of the Directors elected and serving as of the time of the meeting in question, provided. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

Section 7. No Compensation of Directors. Whether or not employed by the Corporation for other purposes, Directors shall serve as volunteers without compensation, but may be entitled to reimbursement for any reasonable expenses incurred in attending meetings upon request. Any Director barred from receiving compensation under this provision shall not be barred from serving the GRMF in any other capacity and receiving reasonable compensation for such other services.

ARTICLE II MEMBERSHIP

Section 1. Members. There shall be two types of members of the GRMF: organization members and individual members.

Section 2. Organizational Members. Organizational members are comprised of ministries that serve the physical and spiritual needs of the poor. Organizational members shall pay dues as set by the Board of Directors. Organizational members in good standing have the right to vote for the Board of Directors. Organizations seeking to become an organizational member of the GRMF may apply to the Board of Directors (or its appointee) and upon acceptance by the Board (or its appointee) and the payment of dues, become a new organizational member. Applications for organizational membership at a minimum should be accompanied by: (1) a copy of the Internal Revenue Service letter of tax exemption, (2) a current listing of the Board of Directors or Trustees, (3) GRMF dues for one year, (4) a current balance sheet and/or Form 990 which shows the financial condition of the ministry, and (5) a copy of Articles, Constitution & By-Laws and proof of good standing.

The Board shall create the criteria by which an application is to be accepted. However, all organizational members must agree to abide by the Biblical Code of Conduct and Statement of Faith set forth herein. Member ministries are to be committed to a sound gospel program and maintain clean and helpful facilities in their communities. The financial transactions and accounting for the Organizational Members are to be ethical and auditable.

Section 3. Individual Members. Individuals working in or interested in the mission of the GRMF may become individual members upon the acceptance of an application by the Board of Directors (or its appointee) and the payment of individual dues set by the Board. The Board shall create the criteria by which applications for individual members are to be accepted. Individual members shall have no right to vote. The Board may discount the fee of attending the GRMF conference for members. Nonmembers shall be allowed to attend the GRMF conference subject to the fee and terms set by the Board.

Section 4. Removal. The Board of Directors shall determine all issues relating to termination or

suspension of membership. Individual membership may be terminated for non-payment of dues, on proof of immoral behavior, departure from the Statement of Faith, or a violation of the Biblical Code of Conduct. Organizational members may be terminated or suspended for any violation of the Statement of Faith, Biblical Code of Conduct

ARTICLE III OFFICERS

Section 1. Number, Election, and Term. The Board of Directors, promptly after its appointment each year, shall elect a President, Vice-President, Secretary, and Treasurer. Each officer shall serve for a term of one (1) year and until his respective successor is elected. Officers may only be chosen from among the Directors. Each officer may be removed summarily with or without cause and at any time by the Board of Directors. In the event of death or inability of the President to serve, the Vice President shall succeed the President for the remainder of the term. The same individual may not serve in more than one office at a time. No officer shall serve more than three (3) consecutive terms. Officers may only serve additional terms after remaining out of office for at least one year.

Section 2. Duties of President. The President shall be the chief executive officer of the Corporation. The President, when present, shall preside at meetings of the Board of Directors. The President is Chairperson of the Board of Directors and the Executive Committee. In the absence of the President the duties shall be performed by the Vice President. The President shall perform the duties of the Executive Director if the position of Executive Director is vacant.

Section 3. Duties of Vice President. It shall be the duty of the Vice President to render the President such assistance as he may require.

Section 4. Duties of Treasurer. The Treasurer, subject to an order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation (other than his own bond, if any, which shall be in the custody of the President and/or Executive Director). The Treasurer shall further keep accurate books of account of the Corporation's transactions, which books shall be and remain the sole property of the Corporation and, together with all its property in his possession, shall be subject at all times to the inspection and control of the Executive Director and the Board of Director.

Section 5. Duties of Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be authorized to affix the seal of the Corporation to any and all documents and instruments duly executed on behalf of the Corporation by any of its officers. In the absence of the Secretary at any meeting, an assistant secretary or a secretary pro tempore shall perform the duties of the Secretary at such meeting. The Secretary shall further perform all the duties commonly incident to the office of Secretary, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. At the conclusion of his term of office all records shall be turned over to his successor.

Section 6. Executive Director. The Board has the power, but not the obligation, to hire an Executive Director. The Executive Director shall serve at the pleasure of the Board, as such the Executive Director will not be subject to term limitations. The Executive Director need not be a member of the Board of Directors when hired, but will serve as a non-voting member of the board by virtue of his office.

If hired, the Executive Director shall collect dues, receive all contributions and other monies, pay all bills authorized by the Board of Directors, keep an accurate record of his disbursements and receipts in a businesslike manner and render a detailed account at the Annual Meeting of the Gospel Rescue Mission Fellowship, and to the Board of Directors whenever called upon. He shall notify all members who are in arrears for dues.

Section 7. Compensation. Whether or not employed by GRMF for other purposes, the President, Vice President, Treasurer, and Secretary shall serve as volunteers without compensation, but may be entitled to reimbursement for any reasonable expenses incurred in attending meetings upon request. The Executive Director may be a compensated position, with the compensation set by the Board of Directors.

Article IV EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee may be formed by the Board of Directors, if needed. It shall consist of the Executive Director, President, Vice-President, Secretary, Treasurer, and if desired two other members of the Board of Directors as chosen by the Board of Directors.

Section 2. Purpose and Powers. The Executive Committee shall meet between annual meetings of the Board and have emergency powers of the organization but may not dissolve, change governing documents, or conduct matters left to the members.

ARTICLE V FISCAL MATTERS

Section 1. Deposits. The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 2. Checks. Checks, notes, drafts and other orders for the payment of money shall be signed by the President, or such other person or persons as the Board of Directors may authorize from time to time. The signature of any such person may be a facsimile when authorized by the Board of Directors.

Section 3. Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall be the calendar year.

Section 4. Contracts. The President may sign all contracts unless the Board of Directors authorizes any officer or officers, agent or agents of the Corporation, in exchange or addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Corporation. Such authority may be general or confined to specific instances. All contracts should be reviewed by competent legal counsel.

Section 5. Approval of Major Transactions. Any major transactions (purchases, sales, or loans on property or unusual transactions etc.) shall be ratified by either the Board of Directors or the Executive Committee.

ARTICLE VI AMENDMENTS

These Bylaws, with the exception of the Statement of Faith or Biblical Code of Conduct, shall not be amended, altered, or repealed except upon both (1) the Board's approval by a simple majority vote of the Directors in office, at any regular or duly noticed special meeting of the Board, and (2) the approval of the majority of the organizational members present at a duly called meeting, with at least 30 days written notice to the members.

The Statement of Faith or Code of Conduct, shall not be amended, altered, or repealed except upon (1) the Board's approval by a three-fourths (3/4) majority vote of the members of the Directors in office, at any regular or duly noticed special meeting of the Board, and (2) the approval of a three-fourths (3/4) majority of the organizational members present at a duly called meeting, with at least 30 days written notice to the members.

STATEMENT OF FAITH

- We believe that the Bible, which contains the 66 books of the Old and New Testaments, is inspired by God and inerrant in the original writings, and that they alone are of supreme and final authority in faith and life.
- We believe that there is one God, eternally existing in three persons: Father, Son, and Holy Spirit.
- We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
- We believe that God, the transcendent Creator of all things in heaven and earth, created Adam and Eve in his own image; that they sinned, and thereby incurred not only physical death but also spiritual death, which is alienation from God; the universal sinfulness and guilt of all men and women since the Fall renders them subject to God's wrath and

condemnation. Both Adam and Eve were created in God's image, equal before God as persons and distinct in their manhood and womanhood. That through them God created the pattern of Biblical marriage of one man and one woman united in covenant before God for his purposes.

- We believe that for the salvation of lost and sinful people, repentance from sin and regeneration by the Holy Spirit is absolutely essential. Justification is by grace through faith in the finished work of Jesus Christ. (Ephesians 2:8-10; Matthew 3:8).
- We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
- We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
- We believe in the spiritual unity of believers in our Lord Jesus Christ.
- We believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5).
- We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance (Genesis 2:24; Genesis 19:5, 13; Genesis 26:8-9; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Hebrews 13:4).

BIBLICAL CODE OF CONDUCT

Recognizing the importance of the work of the Gospel Rescue Mission Fellowship, the GRMF has adopted the following code of conduct to wholeheartedly honor God in the pursuit of the mission of the GRMF which is to present people with the life-transforming power of the gospel of Jesus Christ, serve the impoverished, and rescue the struggling. Recognizing the Bible as the standard by which we must evaluate all beliefs, instruction, policies and practices, and subject to these Bylaws, the GRMF has adopted and each of its members has subscribed to the following Code of Ethics:

1. I will conduct my personal life, corporate ministry, and business affairs in a way that will not bring shame or reproach to the name of the Lord, the GRMF, or its members. I will do nothing that is contrary to the Gospel Rescue Mission Fellowship's Statement of Faith. Rather, I will speak to bring glory and pleasure to our Lord and encourage others to do likewise. (I Peter 1:14-16, 2:12, 4:11)
2. I will speak the truth in love. (Ephesians 4:1-16)
3. I will recognize and respect what the Lord is doing through other individuals and organizations while refraining from unnecessary criticism of them. (I Peter 3:8-9)

4. When I believe a fellow member has sinned against me or the Lord, or has violated this Code of Ethics, I will follow the principles and procedures set forth in God's Word and in these Bylaws. (Matthew 18:15-17)

5. I will honor my obligations to my neighbors, community, government, and those I serve. (Romans 3:7-8)

6. In matters of dispute with other Christians, to the extent that it is in my power to do so, I will attempt to submit my grievances to Christian arbitration for resolution rather than to the courts of the land (I Corinthians 6:1-8). Nothing herein shall be construed so as to prohibit a member from expressing his genuine concern to another brother in a spirit of love and in accordance with Matthew 18:15-17.

7. I will refrain from any sexual conduct or life-style, such as homosexuality, fornication, adultery, etc., which is inconsistent with Scripture, or any promotion of the same. (Romans 1:24-32; Genesis 19; Leviticus 18:22; Exodus 20:14; John 8:1-11)

8. Our Gospel Rescue Mission ministry will, in every way, hold to the Biblical Statement of Faith, including the Biblical description of marriage. Our ministry will not allow any part of our ministry to intentionally violate the Bible's teaching on marriage, homosexuality, adultery, or any part of the Statement of Faith. (Romans 1:24-32; Genesis 19; Leviticus 18:22; Exodus 20:14; John 8:1-11; 1 Corinthians 7:1,2; Ephesians 5:22-33)

I, the undersigned Secretary of do hereby certify that the above Bylaws were adopted on March 29, 2019 by the Board at a duly called meeting.

Lorraine Minor
Lorraine Minor, Secretary

April 5, 2019
Date