

ROSE OF SHARON FAITH MINISTRIES BYLAWS

I. NAMES AND OFFICES

NAME AND OFFICES

1.1 NAMES. The name of this Corporation is the ROSE OF SHARON FAITH MINISTRIES. It shall also be known as Rose of Sharon or RSFM.

1.2 OFFICES. The principal office of the Corporation shall be 1027 South Rainbow Blvd. Suite #318, Las Vegas, NV 89145. The Corporation may also have offices at such other places as the Governing Officers/Presbytery may from time to time designate.

1.3 Purpose.

The Purpose of the Church shall be to promote the Gospel of Jesus Christ and the teaching of the Old and New Testaments for spiritual, moral, and intellectual development of all people, to perform other sacramental acts and Services, including the Licensing and Ordination of Pastors, Evangelist, Missionaries, Deacons and Consecration of Episcopal Leaders and Ministries of Christian worship and charity, and to perform all other lawful purposes for which a non-profit entity may be engaged. We will teach, train and consecrate workers who will fulfill this mandate within the communities where they live. As a means of perpetuation we will also provide resources and opportunities academic and theological training. After successfully completing the requirements for Ordained Ministry and upon approval of the President/Pastor and Presbyters, Rose Of Sharon Faith Ministries has the authority to License and Ordain Pastors, Evangelist, Deacons, and Missionaries. We shall also elect and consecrate Bishops as God builds this faith community to include different locales and countries within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986. No part of the net earnings of the Corporation shall be used for the benefit of, or distribution to its trustees, directors, officers, other private individuals, or Corporation organized and operated for a profit, except that the Rose Of Sharon Faith Ministries Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of 501(c) 3 purposes. No substantial part of the activities of the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, a candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted:

A. By a Corporation exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or

B. By a Corporation, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

1.4 The name and address of the registered agent of the Church is Bishop Willie J. Frink III, and shall be referred to as the "Founding Pastor" hereinafter, the registered address 7121 W. Craig Road, Building 113, Suite 148, Las Vegas, NV. 89129.

The Mailing address of the Church's principal office is Rose Of Sharon Faith Ministries, Inc. 1027 South Rainbow Blvd. Suite #318, Las Vegas, NV 89145.

II. CHURCH MEMBERSHIP

2.1 Participating Church Members.

All individuals who comply with the following shall be deemed participating members and shall be entitled to receive the full benefits of fellowship with the Church. Before anyone will be accepted as a member, he or she shall meet with the President/Pastor.

The individual has publicly expressed a desire to be considered a member of this Church; The individual endeavors to manifest a spirit of God's Radically Inclusive Love and fellowship; and the individual pledges to lead a moral, righteous Christian life and is committed to supporting the church with her or his time, talent, and treasure.

111. BOARD OF ELDERS

The Church Governing Council

3.1 Church Governance

This Church shall be governed by a Board of Elders, who shall govern the church as provided herein and shall be in all respects the equivalent of a Board of Directors. Whenever a Church Council Resolution is required, or whenever state statutes or legal authority requires a decision by a "Council of Directors", such term shall be deemed synonymous with the Board of Elders. The Pastor will serve as CEO. In no circumstances and or in any events shall the President/Pastor be removed from Position of Office including CEO or Senior President/Pastor of Rose Of Sharon Faith Ministries International, Inc. except in the circumstances or events of Adultery or Theft connected to Church affairs only and that decision made solely and only by the President/Pastor's covering Bishop.

3.2 Number of Members

The number of Members for the Board of Elders shall be no less than five (5) and no more than thirteen (13), except as otherwise expressly authorized herein.

3.3 Meetings.

Meetings of the Board of Elders may be called by the President/Pastor. It is expected, however, that the Board of Elders will meet at least monthly, and individuals who agree to serve in this capacity need to be able to commit sufficient time to this role to accommodate monthly meetings and follow up activities between meetings.

3.4 Notice of Meetings.

Unless waived as permitted by the laws of the state wherein this Church is incorporated, notice of the time, place, and purpose of each meeting of the Board of Elders shall be either:

1. Telephoned, faxed, or personally delivered to each Member at least 24 hours before the time of the meeting; or
2. Mailed to each Member at his or her last known address at least seven (7) days before the time of the meeting; or
3. Emailed electronically to each Member at his or her last known email address at least four (4) days before the time of the meeting.

3.5 Failure to Give Notice.

Unless notice is properly given to all Members or expressly waived by such Members not receiving notice, no action taken and no resolution made at such meeting shall be valid. The Secretary shall certify that proper notice of each meeting was given. However, each individual Member can waive the failure to give notice, and can ratify in writing a decision made by the remaining Members in his or her absence.

3.6 Initial Incorporators.

The initial incorporators of this Church shall compose the Board of Elders until the first annual meeting of the voting members of the Church. Thereafter, the Members shall be selected as provided in these bylaws. The Founding President/Pastor of the Church, who is one of the original incorporators, shall serve until the Ministry of the church expands to include other churches as part of this fellowship. At that time, the President/Pastor shall be consecrated to serve in the capacity of "Episcopal Leader" for the entire Fellowship of churches. The Episcopal Leader in consultation with the Board of Elders for the Local Ministry Unit will appoint the new Pastor.

3.7 Nominations to be Made by the Council and Approved by the President/Pastor.

The Board of Elders shall nominate candidates for the Council from among those eligible to serve. The Council may use its discretion in selecting from among those eligible those members who it deems have potential for leadership and service to meet the needs of the Church. The Board of Elders may or may not use a nominating committee to identify and review the qualifications of candidates to the Council.

The Church recognizes that it is important for the President/Pastor to be comfortable with the Members who are to serve on the Board of Elders and to help govern the church. The Church recognizes that its President/Pastor's vision of leadership can be effective only through unity and harmony on the leadership team. The Board of Elders shall submit its list of nominees and their qualifications to the President/Pastor/CEO to ascertain that these are individuals acceptable to President/Pastor. If the President/Pastor/CEO rejects such individuals, then they shall not be considered for service on the Board of Elders.

Once the Board of Elders and the President/Pastor have approved a list of nominees, the nominees for Members shall then be submitted to the voting members of the congregation for approval or rejection. In the event that nominees are rejected, the Council shall follow the same process for submitting new nominees to the members, and the current Members shall continue to serve until replacements are approved by the voting members.

3.8 Vacancies.

Upon the death, resignation, or incapacitation of any elected Member, or in the event of the failure of any Member to carry out the duties of His or Her office, the Board of Elders may declare such office vacant with the exception of the President/Pastor which office cannot be vacated without approval of President/Pastor's Presiding Bishop. In such event, the Board of Elders, subject to the President/Pastor's ratification, may appoint another person who otherwise meets the criteria for serving on the Council to complete the remainder of the term without submitting the matter to a vote by the voting members.

3.9 Term of Service

A. President/Pastor and Spouse.

The President/Pastor and his or her spouse shall serve as members of the Board of Elders of the Church for as long as they provide pastoral services. The Office of President/Pastor and their spouse as members of the Board of Elders shall be considered in perpetuity as long as they remain in that capacity. The right to membership on the Board of Elders shall be extended to each Pastor and their spouse in each local church as it is established. At such time as the Founding President/Pastor

is elected as the Episcopal Leader, He will become a de facto member of the Board of Elders for each church within the Fellowship

B. Other Council Members.

The remaining members of the Council shall serve for a period of two years, but their terms of office shall be staggered so that no more than three new Members (excluding the Pastor and the Pastor's spouse) are selected at any one time. The Chairperson of the Council shall serve for a period of three years. The initial Board of Elders shall determine how to arrange the terms of the initial incorporators in order to achieve this result.

3.10 Succession.

The Members of the Council may succeed themselves and serve for a maximum of three (3) terms as the voting members of the Church may ratify, provided that the President/Pastor recommends and accepts their continuation as members of the Board of Elders.

IV. OFFICERS

4.1 Number of Positions.

This Church Corporation shall have a President/Pastor, a Vice-President, Secretary, and a Treasurer. The President of the Board of Elders shall always be the Pastor of the church. The Vice-President/Co-Pastor of the church shall always be the Chairperson of the Board of Elders.

The Board of Elders shall elect the positions of Secretary, and Treasurer, provided that the President/Pastor approves of that individual's appointment to that role. Again, this provision is adopted so that the President/Pastor can be assured of having a leadership team that can work in harmony and unity with the President/Pastor.

4.2 President/Pastor.

- a) The Pastor shall serve as the President of the Church Corporation.
- b) The President/Pastor shall:
- c) Have general charge and authority over the business of the Church.
- d) Have authority to preside at all meetings of the members, voting members, and the Board of Elders,
- e) Have authority to sign and deliver any document on behalf of the Church;
- f) Have such other powers and duties as assign.

4.3 Vice-President/Co-Pastor.

The Vice-President/Co-Pastor shall

- a) Perform the duties of the President/Pastor in his/her absence.
- b) The Vice-President shall serve as the regular chairperson of the Board of Elders and shall chair all meetings, unless the President/Pastor so requests to chair the meeting.
- c) Have authority to sign and deliver any document on behalf of the Church.
- d) Have such other powers and duties as assign.

4.4 Secretary

- a) The Corporate Secretary shall:
- b) See that proper notices are given for all meetings for which notice is required;
- c) See that the minutes of all meetings are properly made and kept and have charge of the Corporate Church Record Book and Church Corporate Seal;
- d) Certify corporate resolutions as needed;
- e) Have such other duties and powers as the Board of Elders or the President/Pastor may assign.

The Board of Elders may hire an employee or another Council member to serve as the unofficial recording secretary and to perform the actual clerical work involved in carrying out the Corporate Secretary's functions.

4.6 Multiple Roles

Officers may fulfill more than one role in the church corporation, except that the President/Pastor may not also be the church Treasurer.

4.7 Voluntary Service as a member of the Board of Elders.

Service on the Board of Elders is designed to be primarily a voluntary position that individuals provide as a gift unto God. The Board of Elders is a policy making and decision making Council, not the employees who do the day to day work of the church. However, individuals may be compensated for their services as an officer of the church corporation (President, Vice-President, Secretary, Treasurer) and for serving as an employee of the Church (as in the case of the pastor/president or the other officers who provide detailed support services to the church that go beyond the general policy making role of mere membership on the Board of Elders.

4.8 Reimbursement for Expenses.

The Members may be reimbursed for reasonable and necessary costs they incur on behalf of the Church, provided that they provide appropriate documentation and receipts for the same.

4.9 Salaries.

The salaries of the officers and employees shall be fixed from time to time by the Board of Elders, and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also an Member on the Board of Elders. The Pastor/President shall be responsible for setting the salaries of the other church employees, unless the other employee is the President/Pastor or a relative of the President/Pastor, in which case the Board of Elders shall set the compensation of such individual. In setting the salaries, the President/Pastor shall work within budget guidelines adopted by the Board of Elders.

V. QUORUM FOR BOARD OF ELDERS

5.1 Necessity.

Before transacting any business of the Church, the Corporate Secretary of the Board of Elders shall certify that the Quorum of Members is present.

5.2 Size.

At least 51% of the members of the Board of Elders shall constitute a quorum. A majority vote of the quorum shall be required to make decisions.

VI. FISCAL YEAR

The fiscal year of the Church shall the calendar year.

VII. NON-PROFIT STATUS, BOOKS AND ACCOUNTS

6.1 Non-Profit Corporation.

The Church shall not be operated for pecuniary profit and shall maintain its status under local, state, and federal laws as a non-profit corporation. The church corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would:

- (1) prevent it from obtaining or maintaining exemption from federal income taxation as a corporation, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");
- (2) cause it to lose its exempt status under Section 501(c)(3) of the Code;
- (3) violate applicable federal, state or local laws;

6.2 Bookkeeping System.

The Church shall install and maintain proper accounting records relating to the operation of the Church and its financial affairs. The church shall purchase computerized accounting software that conforms to generally accepted accounting principles and is able to support the church needs. On all church checks, at least two signatures shall be required. The President/Pastor, the Vice-President/Co-Pastor, Secretary and the Treasurer shall be authorized to sign checks.

6.3 Report of Assets and Liabilities.

The Officers of the Church shall submit to the Board of Elders a preliminary report of the assets and liabilities, and the receipts, disbursements, gifts, donations, expenses, gains and losses of the Church no less than quarterly, and will strive to present monthly reports as well. The Officers will also present to the Board of Elders a final report of receipts and disbursements at the end of each fiscal year. The President/Pastor and the Board of Elders shall set a budget annually and establish spending guidelines for the church to follow, based on anticipated donations and revenue. Any Member is entitled to inspect the books, records, and checking accounts of the church, given reasonable notice to the Treasurer.

6.4 Contracts, Checks, Deposits and Gift/Funds.

A. **Contracts.** The Board of Elders may authorize any officer or officers, agent or agents of the church 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, and such authority may be general or confined to specific instances.

B. **Checks, Drafts, etc.** All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the church corporation, shall be signed by such officer or officers, agent or agents of the church corporation and in such manner as shall from time to time be determined by resolution of the Board of Elders. In the absence of such determination by the Board of Elders, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President/Pastor or a Vice-President/Co-Pastor of the church corporation.

C. **Deposits.** All funds of the church corporation shall be deposited from time to time to the credit of the church corporation in such banks, trust companies or other depositories as the Board of Elders may select.

D. **Gift/Funds.** The Board of Elders may accept on behalf of the Church any contribution, gift, bequest or devise for the general purpose or for any special purpose of the church corporation. The Board of Elders in its discretion may reject any gift that is given with restrictions that the Board of Elders deems to be inconsistent with the orderly administration of the Church.

VI11. INDEMNITY

7.1 Liability Insurance.

As soon as the Church resources so allow, the Church shall carry liability insurance for its President/Pastor, Vice President/Co-Pastor, Employees, Officers Members.

7.2 Indemnification of Officers and Members.

A. When Individual is Successful on the Merits.

The Church shall indemnify its Officers and Members against reasonable expenses incurred by them in any proceeding in which they are wholly successful on the merits or otherwise in defense of any proceeding to which they are a party because of their official capacity as officers or Members.

B. Good Faith Decisions.

Each person who is a Member or an Officer of this Church Corporation at the effective date of these Bylaws, or who prior thereto has been, or subsequent thereto, shall be such an Member or Officer, shall be indemnified by the Church Corporation against liabilities incurred as the result thereof, and expenses (including attorney's fees) reasonably sustained in the defense or in the compromise or settlement of any civil, criminal or other action, suit or proceeding, by or on behalf of whomsoever brought, to which such person may be a party or in which he or she may be otherwise involved by reason of his being, or having been, an Member (i.e. a deemed Director) or Officer; provided however, that:

- In the event of final adjudication of such action, suit or proceeding, such person shall not be adjudged liable for gross negligence or willful misconduct in the performance of his or her duty, or if so adjudged, the court shall find, upon submission of the question to it, that such gross negligence or willful misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or
- In the event that such action, suit or proceeding is compromised or settled before final adjudication thereof, the Board of Elders or independent counsel finds either that such person acted without such personal gross negligence or willful misconduct in the performance of his or her duty, or that any actual gross negligence or will misconduct which may have been involved did not relate to matters of such consequence to warrant the withholding of the indemnity herein provided

If the Board of Elders shall not, for any reason, make the determination provided in subparagraph (B) above, then the independent counsel therein mentioned shall be not less than one (1) nor more than three (3) lawyers licensed to practice in the City of North Las Vegas and Las Vegas, Nevada, selected by the Senior Judge of the Clark County

Circuit court, the jurisdictional equivalent in the event the matter arises in one of the subsequent local churches/ministries or in a case of absence or inability to act within a reasonable time, by an active Judge of such Court.

The foregoing rights of indemnification shall not be exclusive of any other rights which a Member or Officer may have as a matter of law, and in the case of death of an Member or Officer, shall inure to the benefit of his or her estate.

1X. POLICIES OF CHURCH ADMINISTRATION

8.1 Social Security.

The Church shall provide for each member of its full-time or part-time employees the benefits of the Social Security Act or Acts applicable to such staff members. Since the tax law provides that a Minister is self-employed for the purpose of reporting and paying social security, it is the church policy that all Ministers, including the Pastor, can fulfill their social security requirements by completing a voluntary withholding form W-4, and upon their voluntary agreement to withhold an amount equivalent to a regular employer's and employee's share of social security taxes, the church shall match that amount by grossing up the individual's salary according to the employer's portion and then by withholding both the employee and employer's contributions from the Minister's compensation. Nothing in this paragraph, however, shall prohibit the church from contracting with individuals for particular services and treating the person as an independent contractor, to the extent that the law shall so allow.

8.2 Employment Agreement of Pastor.

The Pastor and church shall enter into an employment agreement with its pastor, or adopt an employment agreement that contains similar provisions, with the amounts of compensation to be negotiated with each Pastor so employed.

8.3 Policy Manual.

Under the Pastor's direction, the church may create a Policy Manual to govern its operations and to maintain consistency and order in its procedures.

X. RELATIONSHIPS WITH OTHER ORGANIZATIONS

9.1 Respect for all Christian Churches.

This Church regards other Christian churches with respect due all followers of Jesus Christ. Differences in doctrine and observance that may exist between one Christian church and another should not diminish the respect due to a Christian congregation as an institution dedicated to the service of God and salvation through belief in Jesus Christ. The church should also act in conformity with the principle that it is a part of the entire Christian community and of the community in which it is located, and should

encourage participation by its officers, members, and staff in Christian affairs and community improvement efforts.

9.2 Affiliation with a Larger Christian Denomination

This church recognizes that it may obtain support for its ministries and curriculum by participating in a larger Christian community. This church may become a part of another denomination so long as its ability to govern its own affairs independently and to apply its own interpretation of Christian doctrine is not compromised. Denominational affiliation will be a matter approved by the President/Pastor, endorsed by the Board of Elder.

XI. AMENDMENTS TO BYLAWS

These Bylaws shall not be amended except as follows:

The change shall become effective on the date the members have ratified it according to the procedures set out above.

X11. DISSOLUTION

10.1 Dissolution.

This Church Corporation shall not be dissolved except as follows:

1. The Founding President/Pastor and the Board of Elders must approve a proposal for dissolution by a vote of four-fifths (4/5) majority of all members of the Board of Elders.
2. The Board of Elders shall post a notice of its proposal and set a date for a congregational meeting where the voting members shall vote to ratify or reject the proposal. The meeting shall be held no less than 30 days after the Council's decision on its proposal to dissolve. The notice of the meeting shall state that the purpose of the meeting is to vote on dissolving the church corporation and shall be posted in a conspicuous place in the foyer or common passageway of the church. The meeting shall also be announced at each service held in the interim between the Council's decision and the congregational meeting.
3. At the meeting, all interested parties shall be given the opportunity to be the voting members of the congregation must then approve the Council's proposal to dissolve by a two-thirds (2/3) majority vote of the voting members present at the meeting.

10.2 Assets of Corporation upon Dissolution.

Upon dissolution of this church corporation, the Board of Elders shall identify other non-profit entities that are eligible to receive and can best utilize the remaining assets, and then shall vote to recommend such entity or entities to the congregation. By a majority vote of two-thirds (2/3) of all voting members at a meeting where a quorum is present, the voting members shall approve or reject the Council's decision. All recipients selected must be entities that are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). After the congregation has voted on which non-profit corporation shall receive the assets, the Board of Elders shall pay or make provision for paying the liabilities of the church corporation, and shall then dispose of all the assets of the church corporation that the congregation designated.

If within 90 days of dissolution, the congregation has not approved the Board of Elders' proposal of how to dispose of the assets of the church corporation, then the Board of Elders may designate which other entities or corporations are to receive this church's assets, provided they are disposed exclusively for charitable and religious purposes consistent with the requirements of the then existing Internal Revenue Code. Any other assets not disposed of by the Board of Elders shall then 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(s), as the Court shall determine are for charitable, educational, or religious purposes consistent with the requirements of non-profit, exempt organizations as defined by the then existing United States Internal Revenue law.

XI11. INTERPRETATION OF THESE BYLAWS

Whenever the context so permits or requires, the singular of any word shall include and be interpreted as the plural, the plural shall include and be interpreted as the singular, and any gender shall include and be interpreted as all other genders.

Upon adoption by the initial Board of Elders, these bylaws shall govern Rose Of Sharon Faith Ministries International Inc. until they are modified, amended, or repealed as set forth herein.