

Approved

Bylaws of

Florida Church of God Ministries, Inc.

October 21, 2005

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**BYLAWS OF
FLORIDA CHURCH OF GOD MINISTRIES, INC**

ARTICLE 1 - NAME

- 1.1 The name of this corporation is FLORIDA CHURCH OF GOD MINISTRIES, INC., hereafter referred to as FLCOGM. FLCOGM is a voluntary organization associated with Church of God Ministries, Anderson, Indiana, and all related organizations that are approved by Church of God Ministries, Anderson, Indiana.
- 1.2 The present location of business is at 2225 E. Edgewood Drive, Suite 7, Lakeland, Florida 33803.

Amendment
ONE

Recommended: The present location of business is at 5826 Hoffner Drive, Suite 1001, Orlando, Florida 32832
*Reasoning: Location has changed.

- 1.3 Hereafter, the principal office for the transaction of business shall be a location determined by the Board of Elders (the "Board") in counsel with the State Pastor.

ARTICLE 2 - PURPOSE & MISSION

- 2.1 The purpose of FLCOGM is to conduct business as the legally incorporated body of Florida Church of God Ministries.
- 2.2 The purpose of FLCOGM shall be to provide assistance to Florida congregations and be a channel through which local congregations shall fulfill the vision and mission.
- 2.3 The mission of FLCOGM shall be to create and maintain ministries that will strengthen, supplement, and promote local congregations of the Church of God in Florida.
- 2.4 The mission of FLCOGM is to inspire commitment to the teachings, mission, and faith of the theological perspectives of the Church of God, Anderson, Indiana.
- 2.5 The mission of FLCOGM is to provide support for the development of healthy congregations in Florida. The vision of FLCOGM is for every believer to fulfill the mandate of the Great Commission, the Great Commandment, and the teachings of Jesus Christ.

ARTICLE 3 - MEMBERSHIP

- 3.1 Members of FLCOGM with voting privileges shall be as follows:
 - 3.1.1 All ministers who are ordained, licensed, or commissioned in the Church of God and fulfill the following qualifications and declaration thereof by *Church of God Yearbook* registration within the last two (2) years:
 - Residents in Florida who are actively engaged in ministry with the Church of God.
 - Ecumenical ministers who serve while maintaining relationship with FLCOGM.
 - Retired ministers who maintain identity and affiliation with the Church of God.
 - State Executives and Officers of the Corporation.
 - 3.1.2 Lay Delegates shall be selected by the local churches. The number of delegates from each congregation shall be by the following formula:

Congregations with an average Sunday Morning Worship attendance according to the most recent published *Church of God Yearbook*:

100 and below	(1) One delegate
101 – 200	(2) Two delegates
201 – 300	(3) Three delegates
301 and above	(4) Four delegates

Continued on next page

Amendment
TWO

Recommended: (Add section numbers) 3.1.3 The membership, by three-fourths (3/4) vote of the members present and voting, shall retain the right to define its own membership and to declare, on occasion, when individual ministers, laymen, or congregations are recognized by the members as adhering to the Biblical principles to which FLCOGM itself is committed.

*Reasoning: This is a separate item from 3.1.2. (Section numbers were probably inadvertently left off originally.)

- 3.2 If a name is approved by the members, voting privileges may be extended to the person whose name has been submitted; however, such voting privileges shall extend only to the meeting, including all sessions thereof, at which the approval of voting privileges is granted.
- 3.3 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 laymen.

ARTICLE 4 - OFFICERS

- 4.1 The officers of FLCOGM shall be the Chairperson of the Board, Secretary, Treasurer and the State Pastor.
- 4.2 The Chairperson of the Board shall be selected by the Nominating Committee and ratified by the voting membership at the annual meeting.
- 4.3 The State Pastor 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 State Pastor shall serve as the Chief Executive Officer of the Corporation.
- 4.4 The Secretary shall be appointed by the Board from among its members.
- 4.5 The Treasurer shall be appointed by the State Pastor and approved by the Board.

4.6 Terms of Office

The officers, with exception of the State Pastor (See Article 5.1 & 5.3) 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 three consecutive full or partial terms.

4.7 Duties of Officers

4.7.1 Chairperson of the Board

- 4.7.1.1 Shall serve as the Chairperson for the Board and the annual business meeting of FLCOGM.

- 4.7.1.2 Shall manage the affairs of the Board under the general direction of the Board.
- 4.7.1.3 Shall be accountable to the Board for the proper conduct of business according to the policies established by the Board.
- 4.7.1.4 Shall represent FLCOGM when requested or necessary.
- 4.7.1.5 Shall sign legal documents as instructed by the Board.
- 4.7.1.6 Shall serve as an ex-officio member of any team or committee reporting to the Board.

4.7.2 State Pastor

- 4.7.2.1 Shall serve as Primary Vision Caster for FLCOGM and exercise supervision, direction, and control over the daily operations of FLCOGM activities and affairs.
- 4.7.2.2 Shall serve as Chief Executive Officer.
- 4.7.2.3 Shall sign legal documents as instructed by the Board.
- 4.7.2.4 Shall provide for a quarterly report of the organization's work to the Board and an annual report at the annual business meeting.

4.7.3 Secretary

- 4.7.3.1 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 FLCOGM.
- 4.7.3.2 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 FLCOGM.

4.7.4 Treasurer

The duties of the Treasurer are specified in the policy and procedures of the *Office Policy Manual*.

Amendment
THREE

Recommended: (New wording) The duties of the Treasurer are specified in the FLCOGM Policy Manual.

Reasoning: Clarify and remove redundancy.

ARTICLE 5 - STATE PASTOR

5.1 The Board shall appoint a State Pastor to manage the business affairs and ministries of FLCOGM in the state of Florida. The State Pastor shall hold that office at the pleasure of the Board and the FLCOGM membership or until he/she resigns the office.

5.2 Duties of State Pastor

- 5.2.1 The State Pastor shall be accountable to the Board for the proper and legal conduct of the business of FLCOGM according to the policies established by the Board.
- 5.2.2 The State Pastor shall be responsible for the organization of the work of FLCOGM and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the *Office Policy Manual*.

5.3 Selection or Removal

- 5.3.1 The selection of the State Pastor shall require an affirmative vote of two-thirds (2/3) of the voting membership at a regular or special meeting called for that purpose.
- 5.3.2 The removal of the State Pastor shall require the affirmative vote of a simple majority of the voting membership at a regular or special meeting called for that purpose.

ARTICLE 6 – BOARD OF ELDERS

6.1 Membership

- 6.1.1 FLCOGM Board of Elders shall be comprised of at least seven persons appointed by the Nominating Committee and ratified by the members in its annual business meeting.
- 6.1.2 The Board shall consist of the Chairperson and six members-at-large.

Amendment
FOUR

Recommended: (add the words) ...shall consist of the Chairperson and at least six members...

***Reasoning: Consistency with wording in section 6.1.1**

- 6.1.3 The Board members shall be ratified on a balanced 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 quarterly and special meetings of the Board.

Amendment
FIVE

Recommended: (change of words) Persons qualified to serve on the Board must meet the qualifications as outlined in the FLCOGM Policy Manual.

***Reasoning: Consistency with wording.**

- 6.2.2 Members shall be selected on the basis of spiritual gifts, skills, and experiences. The Board shall reflect the gender and ethnic diversity of FLCOGM.
- 6.2.3 Each Board member shall be a participating member of FLCOGM and in good standing in a local congregation. Each member must support the vision, mission, and values of FLCOGM.

6.3 Duties and Responsibilities

- 6.3.1 The Board will provide broad parameters, resources, and sound financial management for the accomplishments of the FLCOGM mission, and:
 - 6.3.1.1 Transact any business as may be referred to the Board at an annual or special called meeting.
 - 6.3.1.2 Hire, receive the resignation of, or recommend the termination of the State Pastor (See Article 5.3.2) and appoint an Interim or Acting State Pastor when the position becomes vacant.

- 6.3.1.3 Adopt, amend and repeal FLCOGM policies and procedures.
- 6.3.1.4 Assist, encourage and support the accomplishment of the FLCOGM mission.
- 6.3.1.5 Adopt the FLCOGM annual budget.
- 6.3.1.6 Receive and review reports from FLCOGM teams 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 FLCOGM and transact any business as may be referred to the Board at an annual or special meeting and any other business as may properly come before the Board.

6.4 Terms of Office

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 three (3) consecutive full or partial terms.

6.5 Meetings

- 6.5.1 The Board shall meet at least once each calendar quarter; one such quarterly meeting may coincide with the annual business meeting.
- 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. The members present at a duly called meeting when a quorum is present may continue to transact business until adjournment, even if the number of members has withdrawn to leave less than a quorum. If any decision is approved by at least the majority of the Board members who remain, this will constitute a quorum.

Amendment
SIX

Recommended: Strike the last two sentences of 6.5.4

**Reasoning: Provides consistency with 6.5.3 and with 6.5.5
Additionally, it is felt that in its present form 6.5.4 it would allow one person to remain and make a decision that is binding. Any action of the Board should require at least a simple majority of the Board to*

- 6.5.5 Special meetings may be called by the Chairperson of the Board or the State Pastor or upon petition to the Chairperson by three of the Elders. Notice of special meetings called will be given fourteen (14) days in advance of the meeting with the business of the meeting stated in the notification.
- 6.5.6 Telephonic and electronic devices shall be permitted for meetings with at least five (5) days notice of the time of the meeting, with the business of the meeting stated in the notice.

6.6 Removal, Resignation and Vacancy

- 6.6.1 Any member may be removed for proper cause as defined by the policy manual of the Board, at any time. Any member may resign at any time by giving written notice to the Chairman 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, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.
- 6.6.3 Upon the notice of a vacancy, the Board shall appoint a person to serve in that position 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 - MEETINGS

- 7.1 FLCOGM will meet in its annual business meeting during the month of October with a specific date and time to be determined by the State Pastor and Board. All business shall be conducted during the annual business meeting. Notification of the annual meeting shall be provided to each congregation and member at least thirty (30) days prior to the meeting date.
- 7.2 Special meetings shall be scheduled by the request of the Board, the State Pastor, 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.

Amendment SEVEN

Recommended: (Change second sentence to read) "A minimum of (14) day written notice stating...."

***Reasoning: Provides consistency with 6.5.5**
Additionally felt that if 14 days is required for 6 people, then a similar time frame should be required for an even broader number of people.

- 7.3 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 FLCOGM shall maintain at least two (2) committees: Credentials and Nominating. The Board may establish ad hoc committees 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 State Pastor; amending, repealing, or adopting bylaws; or approving any contract or transaction in which FLCOGM is a party.
 - 8.1.1 The committee members need not be members of the Board.
 - 8.1.2 Task assignments that are appointed, recommended, or delegated to a committee shall function under the direction of the Board.

8.2 Credentials Committee

- 8.2.1 The Credentials Committee serves in the interest of FLCOGM and has authority to make credentialing decisions and take appropriate action for the commissioning, licensing and ordaining of ministers in the Church of God; for certifying licensed and ordained ministers; and certifying congregations in the Church of God, Anderson, Indiana.
- 8.2.2 The Credentials Committee exists for/and by FLCOGM, 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 Members of the Credentials Committee shall be selected by the Nominating Committee and ratified by the voting members of FLCOGM who are ordained, licensed, or commissioned. The committee shall be comprised of at least nine (9) members who are qualified to meet the requirements of culture, geography, and experience (See Article 8.2.4).

Amendment
EIGHT

Recommended: (change of wording to read) Members of the Credentials Committee shall be selected by the Nominating Committee and ratified **at a duly called business meeting of FLCOG Ministries Assembly**. The committee shall be comprised of at least nine (9) members who are qualified **according to the FLCOGM Policy Manual and shall reflect the geographic, gender, experience and ethnic diversity of FLCOGM**.

***Reasoning:** Clarity and Uniformity

8.2.4 The Committee shall abide by the guidelines of the current edition of the *Credentials Manual of the Church of God*, (Anderson, Indiana), and all other related and written policies adopted by the Credentials Committee in Florida.

Amendment
NINE

Amendment Seven - Add section numbers.

***Reasoning:** 8.2.4 number was probably inadvertently left out.

Amendment
TEN

Amendment Eight - Recommended addition of wording -

8.2.4 The Committee shall abide by the guidelines of the current edition of the *Credentials Manual of the Church of God*, (Anderson, Indiana), **as amended by the FLCOGM** and all other related and written policies adopted by the Credentials Committee in Florida.

Reasoning: The added words - - Clarify that FLCOGM may make amendments to the national *Credentials Manual*.

8.3 NOMINATING COMMITTEE

8.3.1 The Board shall annually appoint a Nominating Committee which shall be comprised of the Chairman of the Board, one other member of the Board, and three (3) members at large of FLCOGM. The State Pastor 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 FLCOGM (See Article 6.2) and make recommendation with respect to any vacancies on the Board.

Amendment
ELEVEN

Recommended: (Two additional sections added to article 8.3.2)
8.3.2.1 The nominating committee shall ensure that all candidates nominated meet the qualifications as outlined in the FLCOGM Policy Manual.

Reasoning: To bring clarity to the responsibility of the nominating committee and the qualifications of nominees.

Amendment
TWELVE

8.3.2.2 "The nominating committee will seek recommendations of qualified candidates for vacant positions from the Credentials Committee Chairman, the presidents of approved affiliated ministries in Florida and other select leaders in FLCOGM to ensure that a wide consideration of individuals be considered."

*Reasoning: This is the appropriate time to engage representative voices in developing a diverse list of qualified names from which to construct a ballot.

8.3.3 The Committee, prior to the annual meeting of FLCOGM, 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 the name for ratification.
- c) Prepare a list of candidates to be ratified to fill vacant positions.
- d) The ballot shall be approved by the presidents of the Florida State Association of the Church of God, the Concilio Hispano, and other affiliated ministries.

Recommended: section 8.3.3 d) should be deleted.

*Reasoning: Affiliated ministries do not "approve" the ballot of FLCOGM. That inappropriately places them in authority over the nominating committee, the State Pastor, the Board of Elders and the Association itself. Affiliated ministries are in "cooperative relationship" and "missionally connected" not authoritatively positioned.

*Reasoning: With section 8.3.2.2 the relationship is correctly positioned and collaboration and input is provided for.

Amendment
THIRTEEN

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

8.3.5 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 - AFFILIATED MINISTRIES

9.1 There are two (2) affiliated ministries in FLCOGM: the Florida State Association of the Church of God (FSA) and the Concilio Hispaño.

Amendment
FOURTEEN

Recommended: (Wording in 9.1 changed to read:) FLCOGM will recognize and work in collaboration with affiliated ministries who meet the qualifications as outlined in the FLCOGM Policy Manual.

***Reasoning:** The new wording allows for affiliated ministries to be fluid and current without requiring repeated by-laws changes.

9.2 An affiliated ministry shall give evidence of existence as an organization and meet the necessary qualifications for recognition as an affiliated ministry in the Church of God, Anderson, Indiana. Hereafter, a ministry seeking affiliation shall make application to and be ratified by the Board.

9.3 An affiliated ministry shall function under its own bylaws, policy, and procedures. FLCOGM does not provide endorsement or legal responsibility over an affiliated ministry; however, financial accountability and proper maintenance and use of bylaws and policy are expected of an affiliated ministry with FLCOGM.

9.4 Each affiliated group shall present reports in writing at the annual business meeting.

ARTICLE 10 - AMENDMENTS

10.1 These bylaws may be amended at any annual or special meeting of FLCOGM. Each proposed amendment must be presented to the Board not less than ninety (90) days prior to the annual or special meeting at which proposed amendment is to be considered and acted upon.

10.2 A notice of a meeting at which a change of bylaws will be considered shall be presented in writing to members of FLCOGM at least forty-five (45) days in advance of such meeting.

10.3 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 11 - INDEMNIFICATION

- 11.1 Every Board member or Officer of the corporation and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:
 - 11.1.1 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.
 - 11.1.2 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. FLCOGM shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by FLCOGM.

ARTICLE 12 - PLAN FOR DISSOLUTION

- 12.1 Upon the dissolution of FLCOGM, 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, IN) exempt organization which shares like faith, mission, and purpose, which is tax exempt under Internal Revenue Code Section 501(c)(3).
- 12.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of Florida and the membership of FLCOGM.

Addendum Report:

Additional

Article 5: The committee discussed at great length the concept of giving the state minister voting privileges on the Board of Elders. While there are models of governance that give the CEO the power of a vote, this committee's recommendation was to not add that to FLCOGM by-laws at this time.

Required by the by-laws:

Please note the requirements in article 10 that must be met in order for us to present recommended amendments to the Assembly.

1. Recommendations must be presented to the Board of Elders – 90 days in advance.
2. The Elders must send the recommended amendments to Assembly members no later than September 2nd 2011.

By-laws committee comprised of:

Rev. Owen Facey
Rev. Dr. Leona Marshall Spann
Rev. Joe DeHart
Rev. Bonnie Barker
Rev. Alejandro De Francisco
Rev. Jeannette Flynn