

Bylaws of Propempo International, Inc.

Article 1 - Offices

Section 1. Principal Office

The principal office of the corporation is located at 10 Timber Walk Way, Sharpsburg, GA 30277 in Coweta County, State of Georgia.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2 - Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to help local churches glorify God through biblical ministries and develop their world missions ministries and missionaries through biblical and practical means.

These purposes will be fulfilled through modeling, teaching, consulting, developing practical resources, and other similar activities and functions as may be approved by the board of directors and which lie within the constraints of IRC 501(c)(3) and Georgia Non-Profit Codes. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

The objectives are to:

- a. Teach and demonstrate biblical and practical models of local church missions ministry philosophy;
- b. Develop an growing network of local churches which develop and support healthy and strategic relationships with world missions field missionaries and ministries;
- c. Counsel, encourage, and challenge field missionary personnel to excellence in biblical and strategic execution of their calling, including their relationship/s to their sending church/es;
- d. Stimulate the ministry vision of church leadership through both formal and informal teaching, relevant communication, consultation, and guided field surveys and/or trips to mission fields; and,
- e. Pursue any other objective/s which the board of directors may approve and which contribute/s to fulfillment of the above-stated purposes.

Article 3 – Statement of Faith

1. The sixty-six books of the Bible comprise God's uniquely inspired Word. The Bible is inerrant and infallible in its original manuscripts. It is authoritative and sufficient for all of Christian faith and practice. It is best understood through normal (literal-grammatical-cultural/historical), contextual interpretation.
2. God is one but eternally exists in three persons: the Father, the Son, and the Holy Spirit.
3. Jesus Christ is the unique God-Man sent to reveal God to us and vicariously bear the sins of those who would believe on Him for salvation. His death on the Cross provides the only means of salvation; His bodily resurrection validates justification by faith alone in Him. He will return a second time to judge all people and rule over His Kingdom.
4. The Holy Spirit's role within the Godhead is to glorify the Son, to convict people of sin, and to serve as an agent for the inspiration of Scripture, the incarnation, and the Creation. He fulfills God's purposes through regenerating, indwelling, and assuring believers, as well as distributing spiritual gifts to them. He guides and enables believers in sanctification and illumination of the truths of Scripture.
5. Every person, apart from Jesus Christ, is born with a sinful nature and is totally incapable of the perfect holiness required to escape God's judgment. No one has the means, of themselves, to earn salvation or grace to any degree.
6. Salvation is completely the work of Jesus Christ, and applied by the Holy Spirit. God's grace in saving people has nothing to do with any merit in those He saves, before or after salvation. Man receives God's gift of salvation by saving belief (complete trust and reliance) in Jesus and by repentance (changing one's mind about sin). The faith of true believers is sustained by God's faithfulness and demonstrated by their spiritual growth and obedience out of love for God.
7. Christ is the Head of the universal Church, which is made up of all true believers in Him. Local churches are local assemblies of believers, shepherded by a plurality of elders who equip those believers to minister through teaching of the Word, discipleship, and prayer. The purpose of the Church is to glorify God by exalting Him, edifying the saints, and evangelizing the lost, both locally and throughout the world. The ordinances of the Church are Baptism and the Lord's Supper. Baptism is a command for believers to obey, illustrating their unity and identity with Jesus Christ. The Lord's Supper is an act of remembrance for what Jesus accomplished in His death and resurrection, as well as an act of anticipation for His future return.
8. The regular exercise of miraculous sign gifts through God's appointed messengers ceased as God's enduring revelation was completed. These special gifts, in the absence of the Bible's objective revelation, authenticated the message of the prophets, apostles, those in the apostolic circle and Jesus, Himself.
9. "Church Discipline" is the practice of lovingly confronting recognized, persistent sin in the body of Christ, the local church. The goal of "church discipline" is the glory of God, the purity of God's church, as well as the restoration of the one who is sinning.
10. Our Lord Jesus Christ will personally return to the earth in power and glory. Believers will be judged to determine their reward for eternity in fellowship with God in heaven. Unbelievers will be judged and cast into Hell for an eternity of intense suffering for their sin.

Article 4 - Directors

Section 1. Number

The corporation shall have not less than three and not more than twelve directors and collectively they shall be known as the Board of Directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

- a. Agreement with the Propempo International Statement of Faith;
- b. Active involvement, including membership in good standing, in the ministry of a local church sympathetic with the ministry aims and purposes of Propempo International;
- c. Strong personal interest in support and development of local church missions ministries;
- d. Ability and willingness to use godly wisdom, means, and influence for the good of the ministry of Propempo International; and,
- e. Be recognized as holding to high standards of biblical Christian character, integrity, and conduct.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and

- prescribe the structure of compensation, if any, of all officers, agents and employees of the corporation;
- c. Assure that the duties of all officers, agents and employees of the corporation are properly performing their duties;
 - d. Meet at such times and places as required by these Bylaws;
 - e. Register their complete contact information with the Secretary of the corporation, and notices of meetings communicated to them through such contact information shall be valid notices thereof.

Section 5. Term of Office

Each director shall normally hold office for a period of two years and until a successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation. In addition, they shall be entitled to request reasonable reimbursement of direct expenses incurred in the performance of their duties upon submission of an accountable expense report, such reimbursement to be made as available funds may allow.

Section 7. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 8. Regular Meetings

Regular meetings of Directors shall be held on a date decided by the Board of Directors during the month of January and beginning at 10:00 o'clock in the morning.

At the regular meeting of directors held in January, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot or show of hands. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The qualifying candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board, the General Director, the Vice Chairman, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Special meetings may not necessarily require physical presence and may be conducted through electronic or telephone conference, such to be determined by the nature of the special meeting agenda, the availability of a sufficient number of board members, and/or the specific request of the person/s calling the meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors, except that the date and place be fixed by polling of the board in a regular meeting or otherwise.
- b. Special Meetings.** At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or e-mail notification, the director so contacted shall acknowledge personal receipt of the facsimile or e-mail notice by a similar return message or telephone call within twenty-four hours of receiving the original transmission.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing from the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of all those members of the Board of Directors present at a duly constituted and notified meeting but not less than one-third of the total number of elected directors in office.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the Vice Chairman of the corporation or, in his or her absence, by the General Director of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, or such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors may be increased.

Any director may resign effective upon giving written notice to the Chairman of the Board, the General Director, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 5 - Officers

Section 1. Designation of Officers

The officers of the corporation shall be a Chairman, Vice-Chairman, Secretary, and a Treasurer. The corporation will also appoint a General Director to oversee the work of the ministry. The corporation may also elect or appoint other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Officers must meet the same qualifications as directors, namely:

- a. Agreement with the Propempo International Statement of Faith;
- b. Active involvement, including membership in good standing, in the ministry of a local church sympathetic with the ministry aims and purposes of Propempo International;
- c. Strong personal interest in support and development of local church missions ministries.
- d. Ability and willingness to use godly wisdom, means, and influence for the good of the ministry of Propempo International.
- e. Be recognized as holding to high standards of biblical Christian character, integrity, and conduct.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and, unless a specific term is set, each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the Chairman or the General Director or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the

acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the General Director, such vacancy may be filled temporarily by appointment by the General Director until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of the General Director

The General Director shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The General Director is a special member of the Board of Directors having a term concurrent with serving in the role of General Director and, as such, may also hold other office/s of the Board of Directors. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, the General Director shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Chairman

The Chairman shall preside over the meetings of the Board of Directors and function of the Chairman of the Executive Committee. In the event of an unplanned vacancy on the Board or officers, the Chairman may appoint a qualified director to fill the term of office and or membership on the Board, by consensus of the Board. The Chairman shall have other powers and perform such other duties as may be

prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 8. Duties of Vice-Chairman

In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman. The Vice-Chairman shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 9. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a record containing the name and address and full contact information for all directors and officers of the Board.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, upon request, the Bylaws, the Board contact information record and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, or cause the same to be given for monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, upon request.

Render to the General Director and to the Board, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 11. Compensation

The structure of compensation of the officers, if any, shall be reviewed and prescribed from time to time by resolution of the Board of Directors. In all cases, any compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article 6 - Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of not less than two board members and/or former board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, except to approve or recommend the dissolution, merger, sale or transfer of all or most of the assets, or amend Articles or Bylaws, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require. Designation of the committee does not relieve the board of responsibility for the actions of the committee, as so throughout any and all committees created by the Board.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and

regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 7 - Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by either the Treasurer or the General Director of the corporation.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article 8 - Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state of this corporation, to be so prepared and delivered within the time limits set by law.

Article 9 - IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this

corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 10 - Amendment of Bylaws

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

Article 11 - Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of seventeen preceding pages, as the Bylaws of this corporation.

January 30, 2004

Russell L. Meade

Sanford Peace

John Crotts

David C. Meade