

97 JUN 26 AM 8:25

SECRETARY OF STATE  
STATE OF IDAHO

## Restated Constitution for

# CHRISTIAN LIFE FELLOWSHIP, INCORPORATED Plummer, Idaho

### Preamble

**WHEREAS**, it is the express purpose of God, our heavenly Father, to call out of the world a redeemed people, who shall constitute the body or church of Jesus Christ, built and established upon the foundation of the apostles and prophets, Jesus Christ Himself being the chief cornerstone; and

**WHEREAS**, the members of the body, the church of Jesus Christ, are commanded to assemble themselves together for worship, fellowship, counsel and instruction in the Word of God, and for the exercise of those spiritual gifts and offices set forth in the New Testament;

**THEREFORE, BE IT RESOLVED** that we recognize ourselves as a body of Christian believers according to the Scriptural plan for the local assembly, in order that we may worship God as a united body exercising all our responsibilities and privileges given to the Church by Jesus Christ as recorded in the Bible.

### ARTICLE I - NAME AND CLASSIFICATION

- 1.1 **The Name.** The name of this corporation is **Christian Life Fellowship, Incorporated.**
- 1.2 **The Classification.** This corporation is a religious corporation and its duration is perpetual.

### ARTICLE II - PURPOSES AND POWERS

2.1 **Purposes.** The corporation (church) is to engage in any lawful activity that is consistent with the corporation's exemption from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954, as a corporation organized and operated exclusively for religious purposes. Activities may include but are not limited to:

2.1.1 Preaching the gospel of Jesus Christ and fostering the growth of the Christian religion in all places.

2.1.2 Promoting missionary endeavors and sending missionaries to home and foreign fields.

2.1.3 Training and ordaining ministers of the gospel to carry on the work of evangelism, to promote missionary work in all places, to carry on the organization of churches and to foster their development.

2.1.4 Establishing and maintaining Christian training schools including all levels of education, such as pre-schools, elementary schools, high schools, colleges, Bible training schools or any other schools which may be deemed necessary.

2.1.5 Establishing and maintaining charitable institutions, such as homes for children, aged, ministers, missionaries, short-term housing for the destitute or any other institutions which may be deemed necessary.

IDAHO SECRETARY OF STATE

DATE 05/28/1997

0500 8531

LR #: 6901 CUST# 82046

NON PROF A 10 30.00= 30.00

# : c 31028

2.2 **Powers.** The corporation shall have all powers granted by law necessary and proper to carry out its above stated purposes, consistent with its qualification under Section 501(c)(3) of the Internal Revenue Code including but not limited to the power to contract, rent, buy or sell personal or real property.

### ARTICLE III - RESTRICTIONS

3.1 **Personal Gain.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.

3.2 **Political Involvement.** No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permissible under Section 501(h) of the Internal Revenue Code. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

3.3 **Other Activities.** The corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

### ARTICLE IV - FAITH

The fundamental teachings of this corporation (Church) are reflected in the following, clear statements:

4.1 We believe in the plenary, verbal inspiration of the accepted canon of the Scriptures as originally given and that they are infallibly and uniquely authoritative and free from error of any sort in all matters with which they deal, including scientific and historical as well as moral and theological (II Timothy 3:16; I Corinthians 2:13).

4.2 We believe in the Eternal Godhead who has revealed Himself as ONE God existing in THREE persons: Father, Son and Holy Spirit; distinguishable but indivisible (Matthew 28:19; II Corinthians 13:14).

4.3 We believe in the literal, special creation of the existing space-time universe and all of its basic systems as indicated in Genesis.

4.4 We believe in the full historicity of the biblical record of primeval history, including the literal existence of Adam and Eve as the progenitors of all people, the literal fall and resultant divine curse on the creation, the worldwide cataclysmic deluge, and the origin of nations and languages at the tower of Babel (Genesis 1-11).

4.5 We believe in the creation, test and fall of man as recorded in Genesis; his total spiritual depravity and inability to attain to divine righteousness apart from God's intervening grace (Romans 5:12,18).

4.6 We believe in the Lord Jesus Christ, the Savior of men, conceived of the Holy Spirit, born of the Virgin Mary, fully God and fully man (Luke 1:26-35; John 1:18; Isaiah 7:14; 9:6).

4.7 We believe Christ died for our sins, was buried and rose again the third day, and personally appeared to His disciples (I Corinthians 15:1-8; Romans 4:25).

4.8 We believe in the bodily ascension of Jesus to heaven, His exaltation and personal, literal and bodily coming again the second time for the Church (John 14:2-3; I Thessalonians 4:13-18).

4.9 We believe in the salvation of sinners by grace, through repentance and faith in the perfect and sufficient work of Christ on the cross by which we obtain remission of sins (Ephesians 2:8-9; Hebrews 9:12, 22; Romans 5:11).

4.10 We believe in the necessity of water baptism by immersion in the name of the Eternal Godhead in order to fulfill the command of Christ (Matthew 28:19; Acts 2:38-39; 19:1-6).

4.11 We believe in the baptism of the Holy Spirit as an experience subsequent to salvation and a distinct aspect of the Christian foundational experience (Acts 2:1-4; 8:14-17; 19:6).

4.12 We believe in the operation of the gifts of the Spirit as enumerated in I Corinthians 12-14 as manifested in the Early Church.

4.13 We believe in the Spirit-filled life, a life of separation from the world and the perfecting of holiness in the fear of God as an expression of Christian faith (Ephesians 5:18; II Corinthians 6:14; 7:1).

4.14 We believe in the healing of the body by Divine power or Divine healing in its varied aspects as practiced by the Early Church (Acts 4:30; Romans 8:11; I Corinthians 12:9; James 5:14).

4.15 We believe in the Table of the Lord, commonly called Communion or the Lord's Supper, for believers (I Corinthians 11:23-32).

4.16 We believe in eternal life for believers (John 5:24; 3:16) and eternal punishment for unbelievers (Mark 9:43-48; II Thessalonians 1:9; Revelation 20:10-15).

4.17 We believe in the reality and personality of Satan and the eternal judgment of Satan and his angels (Matthew 25:41; Revelation 20:10-15).

4.18 We believe in the sanctification of the Body of Christ, its perfection at the Second Coming of the Lord Jesus Christ, and the exercising of biblical discipline upon those who would bring dishonor and reproach to His name or the Church (Ephesians 5:25-27, 32; I Peter 4:17; Matthew 18:15-17; I Corinthians 5:1-13; Titus 1:9-13; 3:10; II Thessalonians 3:6, 14).

## ARTICLE V - DEFINITIONS

5.1 **Church.** The term "church" as it is used henceforth in this document is the equivalent of the legal term "religious corporation."

5.2 **Elder.** The term "elder" as it is used henceforth in this document is the equivalent of the legal term "director."

5.3 **Eldership.** The term "eldership" as it is used henceforth in this document is the equivalent of the legal term "Board of Directors."

5.4 **Confirmational Vote.** The term "confirmational vote" as it is used henceforth in this document is a majority vote that confirms an action or a decision of the eldership. It is in essence the right of veto and in no way grants or infers the right of initiative on behalf of those given such a vote.

5.5 **Senior Pastor.** The term "senior pastor" as it is used henceforth in this document is the equivalent of the legal term "Chairman of the Board."

## ARTICLE VI - ELDERSHIP

6.1 **Management.** The affairs of this Church (Corporation) shall be fully controlled and operated by the Eldership of the Church (Board of Directors), and each member thereof individually shall be known as an Elder (Director).

6.2 **Number.** The eldership shall consist of not less than three Elders. The exact number of Elders shall be fixed from time to time by a resolution of the Eldership.

6.3 **Selection.** Elders shall be nominated by the Senior Pastor of the Church and elected by a two-thirds majority vote of the Eldership. Their appointment shall be further ratified by a confirmation vote of the majority of the church membership. Such confirmation may take place at any regularly scheduled Sunday morning meeting of the church or at the annual business/reporting meeting of the corporation..

6.4 **Qualifications.** All Elders must be official members of the Church and they must have a lifestyle consistent with the standards set down in I Timothy 3:2-7 and Titus 1:5-9 of the Holy Bible (the official membership qualification may be waived in the case of an interim board member who may be from another church or geographical region when no local members are qualified and/or willing to serve).

6.5 **Term.** Upon appointment, elders shall continue to serve until they voluntarily resign, they cease to be members of the Church (except an interim board member), they move to a new geographical location, they cease to be able to fulfill the functions of the office or they are removed under the provisions of Article 6.6. An interim board member shall resign at any time that the number of local elders reaches three.

6.6 **Removal.** Elders are subject to removal at any time that they cease to qualify under the original qualifications by which they were appointed. The Eldership will determine, on the basis of a two-thirds vote of its constituency, when an Elder is no longer fulfilling the necessary qualifications of the office. An Elder can be removed by a two-thirds vote of the Eldership, except in the case of the Senior Pastor who must also have a confirmation vote by a majority of the church membership for his removal.

6.7 **Senior Pastor (Chairman of the Board).** The Eldership shall have the authority to designate a Senior Pastor (Chairman of the Board). The Senior Pastor will also serve as the President of the Corporation. The Senior Pastor shall, if present, preside at all meetings of the Eldership, shall be an ex-officio member of all boards or committees designated by the Eldership, and shall have such other powers and duties as designated by the Eldership (See Article VII).

## ARTICLE VII - SENIOR PASTOR

7.1 **Qualifications.** The Senior Pastor must meet the qualifications listed in I Timothy 3:2-7 and Titus 1:5-9 of the Holy Bible.

7.2 **Duties.** The Senior Pastor shall serve as the Chairman of the Board and the President of the Board. In addition the Senior Pastor shall be:

7.2.1 **The General Overseer of the Assembly.** As the general overseer of the Church, the Senior Pastor serves as the head of the Eldership and serves as the chief executive officer in his administrative responsibility. As the general overseer, no person may be hired or fired without his knowledge and approval. As general overseer, he is ultimately responsible to decide who functions in what area of responsibility. As general overseer, the Senior Pastor must initiate the process to appoint additional elders to the board.

**7.2.2 The Principal Feeder of the Congregation.** As the principal feeder of the congregation, the Senior Pastor should preach and teach often, taking the Sunday morning service most of the time. As the principal feeder, no one is to be asked to preach or minister in song without his prior knowledge and approval. As the principal feeder, no doctrine is to be expounded in the Church without his approval. As the principal feeder, guest ministries will be left to his selection and local ministries will be used at his discretion.

**7.2.3 The Spiritual Head of the Church.** As the spiritual head of the Church, the Senior Pastor is responsible to establish the principal vision of the Church. As the spiritual head, he must discern the present needs of the Church family and minister accordingly. As the spiritual head of the Church, all public meetings will be under his direction or the direction of his appointed representatives.

**7.3 Appointment.** The Senior Pastor shall be elected by a two-third vote of the Eldership and a confirmation vote of a majority of the Church membership.

**7.4 Resignation.** In the event that the Senior Pastor retires or resigns, he will have the privilege of nominating his own replacement. His choice of replacement must be confirmed by a majority of the Eldership and a majority of the Church membership.

**7.5 Removal.** The Senior Pastor may be removed by a two-thirds vote of the Eldership at any time when, in their view, he is no longer fulfilling the original qualifications for the office. However, the vote by the Eldership to remove the Senior Pastor must be followed by a confirmation vote of a majority of the Church membership for removal to be considered ratified. In the event that the Eldership has voted by a two-thirds vote to remove the Senior Pastor on biblical grounds, the following procedure will be followed:

**7.5.1** The Senior Pastor will be given the opportunity to submit a written letter of resignation.

**7.5.2** The Eldership may call for assistance of two members of the Apostolic Leadership Team of Ministers Fellowship International or their representatives for input and advice.

**7.5.3** The Elders will elect a spokesman for the Eldership to handle removal and replacement proceeding. All Elders will be automatically nominated for this position of spokesman and other apostolic ministries may also be nominated. Voting will proceed by secret ballot until one individual has a majority of the votes.

**7.5.4** The Senior Pastor will be relieved of all preaching responsibilities until after the membership vote (see Article 7.5).

**7.5.5** The spokesman will address the situation at the following regular congregational meeting.

**7.5.6** The appointed spokesman will announce a special membership meeting at least one full week after the initial announcement.

**7.5.7** The spokesman will chair the special membership meeting.

**7.5.8** The charges will be presented to the membership meeting and the Senior Pastor may be given an opportunity to respond to the charges at the discretion of the Eldership.

**7.5.9** Questions of clarification only will be received from the floor.

**7.5.10** A secret ballot will be taken of the members only, the results of which will be announced before the meeting is dismissed.

7.5.11 If the majority of the members vote to remove the Senior Pastor, his responsibilities will terminate immediately.

7.5.12 In the event of a stalemate in the process of removing a Senior Pastor, Apostolic Ministry agreed on by a majority of the Elders may be brought in to assist and offer counsel to the Eldership and congregation.

7.6 **Replacement.** In the event that a Senior Pastor must be replaced, the following procedure will be followed:

7.6.1 A spokesman designated by the Eldership will chair any and all replacement proceedings (See Article 7.5.3).

7.6.2 The entire membership may be called to three days of fasting and prayer.

7.6.3 Any recommendation from the former Senior Pastor, which shall be kept up-to-date in a sealed file, shall be read to the entire Eldership.

7.6.4 Discussion will follow. A vote as to whether to accept the recommendation of the Senior Pastor will follow the discussion.

7.6.5 In the event that the former Senior Pastor's recommendation is rejected by a majority vote of the Eldership, a new candidate must be selected by a two-thirds vote of the Eldership.

7.6.6 When a candidate is chosen by the Eldership, that name must be submitted to the membership at a regular meeting of the members for a confirmation vote of the majority of the membership. Notification of such a confirmation meeting must be made by public statement at least one full week in advance.

7.6.7 In the event the majority of the membership do not confirm the candidate, the Eldership will repeat procedures 5 and 6 until a Senior Pastor is approved (See Article 7.6.5 and 7.6.6).

7.6.8 In the event of a stalemate in the process of replacing a Senior Pastor, the Apostolic Ministries that have had prior input may be brought in to assist in the matter.

## ARTICLE VIII - OFFICERS

8.1 **Officers.** The officers of the corporation (Church) shall be a President and a Secretary. These officers may be solely derived from the Eldership. The Senior Pastor will serve as the President of the corporation. The office of President and the office of Secretary may not be held by the same person.

8.2 **Election and Term of Office.** The Senior Pastor of the Church will automatically serve as the President of the Corporation. The Secretary of the Church shall be elected by a majority of the Eldership and, except as otherwise provided in Section 8.3, shall hold office for a period of three years. The officers shall have such duties, in addition to those expressed herein, as the Eldership shall specify from time to time.

8.3 **Resignation and Removal.** Any officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. The Secretary or any other appointed officer may be removed at any time by the Eldership with or without cause. The President may only be removed under the provisions of Article VII.

#### **8.4 Duties of Officers.**

**8.4.1 President.** The President shall be the principal corporate officer of the corporation.

**8.4.2 Secretary.** The Secretary shall provide for the keeping of the minutes of all Eldership meetings, shall sign necessary corporate documents and shall perform such other duties as may be assigned from time to time by the President and/or the Eldership.

### **ARTICLE IX - DEACONS**

**9.1 Appointment and Removal.** Deacons shall be appointed and removed as deemed necessary by a majority vote of the Eldership.

**9.2 Duties.** Deacons shall be qualified individuals chosen from the membership. They will be assigned to administrate a specific charge by the Elders or the Senior Pastor assisting them in meeting the needs of the congregation.

**9.3 Qualifications.** Deacon must meet the qualifications as set forth in the Holy Bible in Acts 6:3 and I Timothy 3:8-13.

### **ARTICLE X - MEMBERSHIP**

**10.1 Members.** Membership in the corporation shall be limited to those who have regularly attended services of the Church, have cooperated with any orientations defined by the Eldership, and have expressed a desire for membership and a willingness to cooperate with the purposes of the Church. Membership may be denied by the Elders if they decide, on the basis of a majority vote, that this individual would be detrimental to the Church. Members of the church qualify to participate in regular membership activities and to receive the benefit of the pastoral ministry of the Church. Members of this church have confirmational voting privileges in the following areas (See Article 5.4):

- the confirmation of new Elders
- the confirmation of the sale of the main building
- the confirmation of the removal of the Senior Pastor
- the confirmation of the installation of a new Senior Pastor
- the confirmation of amendments to the Constitution and Articles of Incorporation
- the confirmation of the decision to dissolve the Corporation
- the confirmation of the disposition of funds in the event of the dissolution of the Corporation

**10.2 Receiving New Members.** Qualifying individuals will be received into membership in a public ceremony at a regularly scheduled meeting of the membership. All those who qualify will be notified in advance of the meeting.

**10.3 Removal of Members.** Members who move to different localities or who cease to be an active part of the Church for six months are automatically removed from membership status. (Exceptions to this will be made in the case of physical limitations.) Members may also be removed by a majority vote of the eldership when, in their judgment, a member has become detrimental to the purposes for which the church was organized. Members who have been removed for whatever reason may be reinstated by a majority vote of the eldership when the conditions for their removal no longer exist.

**10.4 Quorum.** All Church members present at a duly announced membership meeting shall constitute a quorum for the transaction of business.

- 10.5 **Proxies.** Proxies may not be appointed to vote or otherwise act in behalf of members.

## ARTICLE XI - REPORTING MEETING

11.1 **Annual Reporting Meeting.** An annual reporting meeting will be held within two months after the end of the fiscal year. The annual reporting meeting will be announced at two consecutive Sunday services prior to the date of the meeting.

11.2 **Annual Financial Report.** An annual financial report will be given to the congregation in written form at the annual reporting meeting.

11.3 **Content of the Meeting.** The annual reporting meeting may include some or all of the following elements:

- A presentation of vision for the coming year.
- A report from key departments in the church.
- The presentation of the financial report.
- The handling of any official business of the church that requires participation of the official members of the church.

11.4 **Special Meeting.** A special meeting of the members of the congregation can be called at any time by the elders to handle any matter of business as long as each official member has been notified ten days in advance of the meeting by letter at their last known address.

## ARTICLE XII - SALE OF BUILDING

12.1 **Sale of Building.** Prior to the sale of the principal church building, the same must be approved for sale by two-thirds of the Eldership and a confirmation vote of the majority of the Church membership.

## ARTICLE XIII - AMENDMENTS

13.1 **Amendments.** Amendments to the Constitution or Articles of Incorporation may be made by a two-thirds vote of the Eldership and a confirmation vote of the majority of the membership.

## ARTICLE XIV - DISSOLUTION

14.1 **Dissolution.** Dissolution of the corporation (Church) will be determined by a two-thirds decision of the Eldership and a confirmation vote of the Church membership.

14.2 **Dispersion of Assets.** The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a religious nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Such disbursements shall be determined by a majority vote of the Eldership and confirmed by a majority vote of its membership.



## ARTICLE XV - ADOPTION STATEMENT

15.1 With a quorum of members present, this Restated Constitution for Christian Life Fellowship, Incorporated, was adopted by a majority vote on May 21, 1997, causing all previous articles and/or amendments to be superceded and invalid.

SUBMITTED BY: B. J. Johnston, President of Christian Life Fellowship, Incorporated, at the time of the said meeting and presided thereat.

Signed:

A handwritten signature in black ink, appearing to read "B. J. Johnston", written over a horizontal line.