

Bylaws

Moments With God, Inc.

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Bylaws

Preamble

WHEREAS, it is the express purpose of God our Heavenly Father to call out of the world a saved people who shall contribute to the Body of Christ, built and established on the foundation of the apostles and prophets, Jesus Christ being the Chief Cornerstone.

WHEREAS, this organization is an ecclesiastical corporation dedicated exclusively for religious purposes within the meaning of the Holy Scriptures and IRS Section 501(c)(3).

BE IT RESOLVED, that we recognize ourselves as a body of Christian believers working together for the common purpose of spreading the Gospel of our Lord and Savior Jesus Christ, and that under the laws of the State of Maryland we may exercise all the rights and privileges granted to religious bodies.

Language

The masculine gender stated within this document shall refer to both men and women.

Article I Name

The name of this corporation shall be Moments With God, Inc.

Article II Purpose

The specific purpose for which the corporation is initially organized is to teach and preach the gospel to all people, conduct evangelistic activities, license and ordain ministers of the gospel, provide religious, charitable and humanitarian services, offer transitional housing, support missions and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

Article III Tenets of Faith

The human phraseology employed in this statement is not inspired nor contended for, but the truth set forth is held to be essential to a full Gospel ministry. No claim is made that it contains all the truth in the Bible, only that it covers orthodox fundamental matters.

Holy Bible

The Holy Bible, and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, it is inspired, infallible and inerrant (2Timothy 3:16; 2 Peter 1:20-21; Proverbs 30:5; Romans 16:25-26).

Trinity

There is one God, eternally existent in three persons: Father, Son and Holy Spirit. These three are co-equal and co-eternal (I John 5:7; Genesis 1:26; Matthew 3:16-17, 28:19; Luke 1:35; Isaiah 9:6; Hebrews 3:7-11).

Jesus Christ

Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100% God and 100% man. He is the only man ever to have lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the cross for mankind and thus, atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory (John 1:1,14, 20:28; 1Timothy 3:16; Isaiah 9:6; Philippians 2:5-6; 1Timothy 2:5).

Virgin Birth

Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the virgin Mary's womb; therefore, He is the Son of God (Matthew 1:18, 25; Luke 1:35; Isaiah 7:14; Matthew 1:18, 23-25; Luke 1:27-35).

Redemption

Man was created good and upright, but by voluntary transgression he fell; his only hope of redemption is in Jesus Christ, the Son of God (Gen.1:26-31, 3:1-7; Romans 5:12-21).

Regeneration

For anyone to know God, regeneration by the Holy Spirit is absolutely essential (John 6:44, 65).

Salvation

We are saved by grace through faith in Jesus Christ; His death, burial, and resurrection. Salvation is a gift from God, not a result of our good works or of any human efforts (Ephesians 2:8-9; Galatians 2:16, 3:8; Titus 3:5; Romans 10:9-10; Acts 16:31; Hebrews 9:22).

Repentance

Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation (Acts 2:21, 3:19; 1 John 1:9).

Sanctification

Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of Christ's character in us. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life (1Thessalonians 4:3, 5:23; 2 Corinthians 3:18, 6:14-18, 2 Thessalonians 2:1-3, Romans 8:29, 12:1-2, Hebrews 2:11).

Jesus' Blood

The Blood that Jesus Christ shed on the Cross of Calvary was sinless and is 100% sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death (1 John 1:7; Revelation 1:5, 5:9; Colossians 1:20; Romans 3:10-12, 23, 5:9; John 1:29).

Jesus Christ Indwells All Believers

Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to him thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead (John 1:12; John 14:17, 23; John 15:4; Romans 8:11; Revelations 3:20).

Baptism in the Holy Spirit

Given at Pentecost, it is the promise of the Father, sent by Jesus after His Ascension, to empower the church to preach the Gospel throughout the whole earth (Joel 2:28-29; Matthew 3:11; Mark 16:17; Acts 1:5, 2:1-4, 17, 38-39, 8:14-17, 10:38, 44-47, 11:15-17, 19:1-6).

The Gifts of the Holy Spirit

The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the church, demonstrate the validity of the resurrection, and confirm the power of the Gospel. The Bible lists of these gifts are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of Biblical parameters (Hebrews 2:4; Romans 1:11, 12 : 4-8; Ephesians 4:16; 2 Timothy 1:5-16, 4:14; 1 Corinthians 12:1-31, 14:1-40; 1 Peter 4:10).

The Church

The church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Jesus' great commission. Every person who is born of the Spirit is an integral part of the church as a member of the body of believers. There is a

spiritual unity of all believers in our Lord Jesus Christ (Ephesians 1:22, 2:19-22; Hebrews 12:23; John 17:11, 20-23).

Healing of the Sick

Healing of the sick is illustrated in the life and ministry of Jesus, and included in the commission of Jesus to His disciples. It is given as a sign which is to follow believers. It is also a part of Jesus' work on the Cross and one of the gifts of the Spirit (Psalm 103:2-3; Isaiah 53:5; Matthew 8:16-17; Mark 16:17-18; Acts 8:6-7; James 5:14-16; 1 Corinthians 12:9, 28; Romans 11:29).

God's Will for Provision

It is the Father's will for believers to become whole, healthy and successful in all areas of life. But because of the fall, many may not receive the full benefits of God's will while on Earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to better serve others.

- a. Spiritual (John 3:3-11; 2 Corinthians 5:17-21; Romans 10:9-10).
- b. Mental and Emotional (2 Timothy 1:7, 2:11; Philippians 4:7-8; Romans 12:2; Isaiah 26:3).
- c. Physical (Isaiah 53:4-5; Matthew 8:17; 1 Peter 2:24).
- d. Financial (Joshua 1:8; Malachi 3:10-11; Luke 6:38; 2 Corinthians 9:6-10; Deuteronomy 28:1-14; Psalm 34:10, 84:11; Philippians 4:19).

Resurrection

Jesus Christ was physically resurrected from the dead in a glorified body three days after His death on the cross. In addition, both the saved and the lost will be resurrected; they that are saved to the resurrection of life and they that are lost to the resurrection of eternal damnation (Luke 24:16, 36, 39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; 1 Corinthians 15:42, 44; Philippians 1:21-23, 3:21).

Heaven

Heaven is the eternal dwelling place for all believers in the Gospel of Jesus Christ (Matthew 5:3, 12, 20, 6:20, 19:21, 25:34; John 17:24; 2 Corinthians 5:1; Hebrews 11:16; 1 Peter 1:4).

Hell

After living one life on earth, the unbelievers will be judged by God and sent to Hell where they will be eternally tormented with the Devil and the Fallen Angels (Matthew 25:41; Mark 9:43-48; Hebrews 9:27; Revelation 14:9-11, 20:12-15, 21:8).

Second Coming

Jesus Christ will physically and visibly return to earth for the second time to establish His Kingdom. This will occur at a date undisclosed by the Scriptures (Matthew 24:30, 26:63-64; Acts 1:9-11; 1 Thessalonians 4:15-17; 2 Thessalonians 1:7-8; Revelation 1:7).

Article IV Membership

This organization shall not have members.

Article V Government

Section 1 Board of Directors

1. There shall be a President.
2. There may be a Vice President.
3. There shall be a Secretary.
4. There shall be a Treasurer.
5. Other individuals shall be added as needed.

Section 2 Official Board and Voting Power

1. The Board of Directors is that group of persons vested with the management of the business and affairs of the corporation.
2. The official Board of Directors shall consist of individuals listed above and those added by official action of the Board of Directors.
3. The majority of the Board of Directors shall serve without remuneration. The majority shall also not be comprised of one group whose members are related by blood, business or marriage.
4. The President shall be chairman of the board.
5. Each member of the board shall have equal voting power among all of the other members.
6. A decision of the Board of Directors is considered valid with a simple majority vote including the approval of the President, unless otherwise specified in the Bylaws.
7. The Board of Directors shall adopt a Conflict of Interest Policy to prevent voting by disqualified individuals, as defined in IRC Section 4958(f)(1). All members who are disqualified with respect to a decision shall recuse themselves from the vote.
8. The Board of Directors shall be authorized to create any additional committees as may be deemed necessary for the management corporation.

9. The President shall be an ex officio member of every committee and can at his discretion be the chair of such committee at the time of its creation.

Section 3 Removal From the Board of Directors

Any Board of Directors member may be removed from office with or without cause by a simple majority vote by the Board of Directors including the President's approval. However, the removal of the President is subject to Article X.

The following reasons are considered just cause for Board of Directors member removal that must be observed by the Board of Directors:

1. In absentia at three consecutive Board of Directors meetings;
2. Violation of the mutual interest clause of Article XI;
3. Not acting in the best interests of the organization;
4. Willful nondisclosure of a conflict of interest as interpreted by a majority vote of the Board of Directors.

Section 4 Vacancies

In the event of a Director vacancy, whether due to resignation or removal, the Board of Directors shall be given a reasonable amount of time to nominate an individual he deems qualified in accordance with these Bylaws. The nomination must be approved by the by a simple majority vote of the Board of Directors.

Section 5 Resignation

Any Director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

Article VI Official Functions

Section 1 President Qualifications

The President shall have wisdom in handling the corporation's affairs. He shall be of sound doctrine and good judgment.

Duties

The President shall be the leader of the ministry as provided by the Holy Scriptures.

The President shall be chairman of the official Board of Directors and preside over all corporation meetings.

The President shall hold the Ecclesiastical Authority and be responsible for the day-to-day decisions.

Section 2 President Successor

The President may nominate a successor at any time. The nominee shall be confirmed by simple majority vote of the Board of Directors, after the nomination is made. This person will assume the role of the President if the President retires, passes away unexpectedly or is otherwise incapacitated.

Removal by the Accountability Board

Should the President be removed by the Accountability Board, the previously approved successor will step into the role of the President.

No Successor Appointed

Should the President fail to appoint a successor, the following shall serve as an order of succession:

1. Vice President
2. Secretary
3. Treasurer

If the retirement, passing, removal or incapacity of the President leaves the Board of Directors unbalanced or without a quorum, then the first motion of the person who assumes the role of the President through this section, shall be to nominate prospective Board of Director members. The nominee(s) shall be confirmed by a unanimous vote of the remaining Board of Director members.

The successor will automatically and immediately become the President. In the event the successor is not prepared to assume both the role of the Lead Minister and that of the President, the Board of Directors can move to separate the roles of the Lead Minister and President by a simple majority vote. Such action would require an amendment to the Bylaws. The Board of Directors will begin the search for the replacement Lead Minister and the successor will assume the role of the President. The Board of Directors may select an interim Lead Minister until a permanent replacement is found.

Section 3 Vice President Qualifications

The Vice President shall have wisdom in handling the corporation's affairs. He shall be of sound doctrine and good judgment.

Duties

He will serve as chief advisor to the President.

He shall carry out the responsibilities that the President delegates to him.

Manner of Appointment

The Vice President shall be nominated by any member of the Board of Directors and appointed by a simple majority vote of the Board of Directors.

Term of Office

The term of office of the Vice President shall be reviewed every two years. The number of consecutive terms that he may serve is three. He is subject to removal at any time in accordance with Article V.

Section 4 Secretary Qualifications

The Secretary shall be a spiritually minded person and of sound judgment. He must be administratively minded with the ability to multi-task.

Duties

By virtue of his office, the Secretary shall keep a true and accurate record of all meetings, including business meetings of the corporation. He shall perform clerical duties, and shall be the custodian of all legal documents.

Manner of Appointment

The Secretary shall be nominated by any member of the Board of Directors and appointed by a simple majority vote of the Board of Directors.

Term of Office

The term of office of the Secretary shall be reviewed every two years. The number of consecutive terms that he may serve is three. He is subject to removal at any time in accordance with Article V.

Section 5 Treasurer Qualifications

The Treasurer shall be a spiritually minded person, and of sound business judgment. He shall be capable of doing the accounting required to maintain the corporation books.

Duties

By virtue of his office, the Treasurer shall keep, in a business-like manner, an itemized account of all receipts and disbursements of moneys committed to his trust and shall make reports to be presented during the official Board of Directors meetings. He shall deposit and make withdrawals in a manner prescribed in Article XV.

Manner of Appointment

The Treasurer shall be nominated by any member of the Board of Directors and appointed by a simple majority vote of the Board of Directors.

Term of Office

The term of office of the Treasurer shall be reviewed every two years. The number of consecutive terms that he may serve is three. He is subject to removal at any time in accordance with Article V.

Section 6 Directors Qualifications

Directors shall be spiritually minded persons, and of sound business judgment.

Duties

By virtue of their office, Directors shall carry out the responsibilities that the President or Board of Directors delegate to them.

Manner of Appointment

Directors shall be nominated by any member of the Board of Directors and appointed by a simple majority vote of the Board of Directors.

Term of Office

The term of office of the Directors shall be reviewed every two years. The number of consecutive terms that a Director may serve is three. Directors are subject to removal at any time in accordance with Article V.

Article VII Meetings

Section 1 Corporation Meetings

The corporation year shall coincide with the calendar year beginning on January 1st, and running through December 31st.

The President will call the official Board of Directors meeting to discuss the direction of the corporation. The President shall set dates and times for Board of Directors meetings. The Board of Directors may have invited guests present at any meeting so long as all Board of Directors members have agreed to it.

The Secretary shall keep an accurate account of the minutes that were discussed at any Board of Directors meeting. He then has to submit them at the next Board of Directors meeting for discussion by the official board Board of Directors and approval by the President. Upon approval by the majority of the Board of Directors, the minutes shall be adopted, and all policy and procedure in them will continue to be enforced.

Section 2 Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3 Meetings by Remote Communications Technology

Subject to the notice provision aforementioned in this Article, the Directors may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

Section 5 Quorum

A simple majority of the Board of Directors members (including the President) at an official Board of Directors meeting constitutes a quorum.

Article VIII Order

For the purpose of conducting business, the President shall, in an orderly manner, preside over all of the affairs of the corporation.

Article IX Ecclesiastical Authority

This organization is theocratic in government. Any disputes that arise over the interpretation of these bylaws shall be deferred to the highest authority of this ministry. In this case it would be the President, with the advice of the Board of Directors.

Article X Accountability Board

The removal of the President shall be subject to this article. Until an Accountability Board is established, the removal of the President shall be accomplished by a simple majority vote of the board of directors (see Article VI Government). However, after the Accountability Board is established and confirmed by a vote of the Board of Directors, the power to remove the President shall be placed entirely within the Accountability Board's authority. After the Accountability Board is established and confirmed by a vote of the Board of Directors it shall be subject to the following:

There shall be an Accountability Board made up of no less than three (3) persons and no more than five (5), who shall serve without remuneration. The Accountability Board shall be made up of individuals nominated by the President of the corporation and confirmed by a simple majority of the Board of Directors after careful consideration. (II Timothy 3:16, 17; Acts 15). The Board of Directors shall consider the nominations and vote to have each nomination appointed.

Section 1 Purpose

The purpose of the Accountability Board is to:

1. Provide a spiritual covering by prayerfully giving necessary aid, instruction, guidance, protection and correction as well as counsel, wisdom and fellowship to the President (II Timothy 3:16, 17; Acts 15) and,
2. To hear accusations against the President of the corporation brought to them unanimously by the official Board of Directors excluding any disqualified individuals serving on the Board of Directors and make a determination as to whether the President has committed any of the infractions listed below.
3. The Board of Directors may call the Accountability Board into session to conduct an investigation and/or dismiss the President if they find him guilty of any of the following accusations against the President:
 - A. Adultery
 - B. Embezzlement
 - C. Compulsive Lying
 - D. Sexual Impurity
 - E. Conviction of a felony that is a violation of Scripture
 - F. The President not acting in the best interest of the ministry

The Accountability Board will determine if the President is guilty or innocent and whether to discipline or dismiss him from office. The Accountability Board is the only entity that has the authority to dismiss the President from his position if, after being called into session in

accordance with the provisions of this Article and after considering all accusations against him; they determine that it is the best course of action for him and the ministry. The decision of the Accountability Board is final.

Section 2 Structure

Any Member of the Accountability Board may be replaced or removed at any time deemed necessary by request of the President and confirmation of the Board of Directors of the corporation, provided that it not be after the Accountability Board has been called to officially meet in accordance with Section 1 of this Article.

The representative nominated by the President and confirmed by the Board of Directors shall chair the Accountability Board.

Future vacancies shall be nominated by the President and confirmed by the Board of Directors.

A record of the current and past Members of the Accountability Board shall be kept in a log under the custody of the official Board of Directors. The log shall clearly list the names of each member and the current chairman.

Any successor President to the founding or current President shall keep the Accountability Board that was in existence at the time he became President. He may, after a six-month period, make nominations for replacements of any or all of the Accountability Board members. When establishing any new Accountability Board member he must follow the procedure set forth in Section 1 of this Article.

Section 3 Quorum

100% of the Accountability Board must be present to constitute a quorum. The Accountability Board may only meet if it has been called to do so with a unanimous vote by the official Board of Directors according to the provisions of this Article.

Section 4 Determinations

Any action taken by the Accountability Board is valid by a simple majority vote.

Section 5 Power

The Accountability Board shall have no innate power or authority as a legal organizational entity, except that which is invested in them by these bylaws. Their decisions, when called together in accordance with Section 1 of this Article, shall be final.

Article XI Mutual Interest

The behavior of anyone in fellowship with this ministry is of common interest to the Board of Directors. (Gal. 6:1) This ministry requires every Board of Directors member to adhere to a life style that is consistent with the doctrines of this ministry as taught in the Holy Scriptures. Therefore, this ministry reserves the right to refuse service to any individual,

that is not submitting their life style to this Scriptural mode of conduct. This refusal would include services, benefits and any use of ministry assets.

Article XII Prohibited Activities

This ministry is prohibited from engaging in activities which violate its written doctrines. This ministry is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its written doctrines.

Article XIII Founder's Vision

In establishing effective leadership within ministry, the vision of the founding President will be represented and carried out. It is the responsibility of the founding President to clearly articulate to the Board of Directors and the members the vision and mission of the ministry. In the event of retirement, passing, removal, or incapacity of the Founding President, his successor shall carry on the vision and mission for the life of the ministry.

Article XIV Privacy

This ministry shall diligently watch to keep private all records concerning private information on individuals in connection with this ministry. This ministry must not disclose any records that may compromise information about an individual's giving and or counseling records.

Article XV Finances

Section 1 Audit

The Treasurer and or other Board of Directors appointed person shall complete an internal audit. This audit of all financial records shall be made after the close of the calendar year, prior to the end of February.

Section 2 Checks, Payments and Withdrawals

The Board of Directors of Moments With God, Inc. shall adopt a Corporate Expenditures Policy detailing the procedure for properly executing checks, payments and withdrawals.

Section 3 Salaries

All salaries shall be determined in the following manner:

The Board of Directors shall consider each candidate, create a compensation package and vote on the package.

Only uncompensated individuals of the Board of Directors shall vote on any recommended compensation package.

All salaries shall be reviewed each year during the last meeting of the calendar year.

Article XVI Property Rights

All property, real or chattel, shall be taken, held, sold, transferred or conveyed in the corporation's name.

No real or chattel property of the corporation shall be sold, leased, mortgaged, or otherwise alienated without authorization of the President.

The President of the corporation shall certify in such conveyances, leases, or mortgages.

Article XVII Dissolution

In the event that the corporation ceases to exist, all assets of this ministry shall, at the discretion of the Board of Directors be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVIII Ministers of the Gospel

Section 1 Classes of Ministers

This ministry shall have a set number of classes of ministers, as set forth below. Each class of minister will have distinct rights and privileges; they are listed below:

Commissioned Minister:

This recognition is automatically given to all believers in fellowship with this ministry. They are not authorized to perform any sacerdotal services, but primarily assist others in the Body of Christ. Individuals in this category may include, but are not limited to: teachers, worship leaders, instructors, hospital and jail visitation, ministerial assistance, and lay persons.

Licensed Minister:

This recognition is given by the President of this ministry. This recognition is for those who are somewhat seasoned in the ministry, but need further experience. Many of these are individuals that have been working in their chosen vocation, but for some reason or another have never entered full-time ministry, or have only been in full-time ministry for less than three (3) years. Such persons are authorized to perform the following religious functions:

1. Conduct religious worship
2. Religious instruction

3. Administer communion
4. Provide spiritual counseling
5. Serve on the Board of Directors of a church
6. And other sacerdotal functions including
 - A. Conduct baby dedication ceremonies
 - B. Perform baptisms
 - C. Perform weddings
 - D. Conduct funerals
 - E. Visit the sick and shut-in
 - F. Minister in prisons

However, this person is not in charge of a congregation. Limited authority is granted to run the affairs of the ministry.

Ordained Minister:

This recognition is given by the President to those persons who have an "established" or "proven" ministry. Ordained ministers are authorized to perform all functions of the Christian ministry and religious functions, and must be capable of doing so. Ordained ministers are authorized to perform all religious functions:

1. Conduct religious worship
2. Religious instruction
3. Administer communion
4. Provide spiritual counseling
5. Serve on the Board of Directors of a church
6. Ministry administration
7. And other sacerdotal functions including
 - A. Conduct baby dedication ceremonies
 - B. Perform baptisms
 - C. Perform weddings
 - D. Conduct funerals
 - E. Visit the sick and shut-in

F. Minister in prisons

He must be capable, as determined by the President to take charge of a congregation.

Section 2 President's Authority

The President of this ministry shall have ecclesiastical authority to decide who, how or if a person will be licensed by this ministry to hold any of the classes mentioned above (Matt. 16:13-19).

Article XIX Indemnification

This ministry shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article XX Other Considerations


Anything that has not been discussed in this constitution and bylaws shall be discussed and decided upon at an official Board of Directors meeting.

Article XXI Amendments

Amendments to the Bylaws may be made by a three-fourths vote of the official Board of Directors, including the President.

These bylaws adopted on this day make null and void all prior addenda and these bylaws supersede and replace all previous bylaws voted on prior to this day.


Signed and certified, to be effective immediately.

 _____

President of Moments With God, Inc.

 _____

Secretary of Moments With God, Inc.

 _____

Treasurer of Moments With God, Inc.

Narrative

Moments With God, Inc., for the purposes of this narrative referred to as MWG, is an organization incorporated in the state of Maryland. The organization will be engaged in the following activities:

Our Narrative of Activities 1023, Page 2, Part IV

Intercessory Prayer Program ::

MWG hosts an intercessory prayer program via online and phone conference. The goal of this activity is to provide prayer and faith based encouragement. Individuals email their prayer request to us. Emails can be sent to our email account 24 hours a day, 7 days a week. Our board president, Nadine Y. Batie, and our staff hold monthly phone conference calls to pray for all of the requests that have been gathered that month. We expect to serve 200 people each month. The prayer program is free of charge. This activity is advertised through social media, word of mouth and will be advertised on our website once created.

This activity commenced in August of 2019.

Benevolence Program ::

MWG host a benevolence program for low income families and individuals. The goal of this activity is to provide one time assistance to low income families and individuals who are experience financial hardship. This program will consist of paying rent, car repairs, utility bills and groceries. We also provide turkeys, holiday meals and school supplies for families and individuals in need of assistance. Items are disbursed, once a quarter, from local church and community spaces. We expect to serve 10-20 people each quarter. The program is free of charge. This activity is advertised through word of mouth.

Life & Job Skills Program ::

MWG will provide a life and job skill program for individuals who are within our community. The goal of this program is to provide job and life skill training for individuals 18 years and older. Program training will include but not be limited to: Job & Interview Skills (Building Resumes, Mock Interviews, Appropriate Attire), Communication, Securing Transportation, and Various other Life Skills. Our board president, Nadine Y. Batie, will facilitate the training. Other professionals and leaders will also be invited to facilitate as well. Sessions will be held at local churches and community spaces, once a month, on Saturday from 10:00am until 12:00pm. The program will be free of charge. This activity will be advertised through social media, word of mouth, and on our website once created.

This activity will commence in June 2020.

Benefits 1023, Page 5, Part VI, Question 1a, b

MWG may make donations to other charitable organizations. We may also give benevolence to the poor and/or needy. The policy governing this practice is located within our **Corporate Policies**, and is attached to this application. No disqualified person will receive benevolence.

Specific Activities: Fundraising 1023, Page 6, Part VIII, Question 4a, & 11

MWG will solicit funds from individuals as well as businesses interested in aiding our organization's purposes.

MWG may accept donations through our organization's website. A secure link will be used to protect donors. At this time, a website has not been created, but we plan to create one within the coming 1 to 3 years.

MWG may apply for grants from foundations and companies to be used for general organizational purposes, or for specific programs conducted by this organization. We do not have any grant applications in process at this time.

Specific Activities: Acceptance of Donated Property 1023, Page 6, Part VIII, Question 11

MWG will accept donations of personal and real property. The policy governing this practice is located within our **Corporate Policies**, and is attached to this application.

Core Policies
Moments With God, Inc.

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Accountable Reimbursement Policy

Whereas Treasury Regulations 1.162-17 and 1.274-5(e) provide that an employee "need not report on his tax return" expenses paid or incurred by him/her solely for the benefit of his/her employer for which he/she is required to account and does account to the employer and which are charged directly or indirectly to the employer; and

Whereas Treasury Regulation 1.274-5(e) further provides that "an adequate accounting means the submission to the employer of a reimbursement form (statement of expense) or similar record maintained by the employee in which the information as to each element of expenditure (amount, time and place, business purpose, and business relationship) is recorded at or near the time of the expenditure, together with supporting documentary evidence, in a manner which conforms to the 'adequate records' requirements" set forth in the regulation; and

Whereas this organization desires to establish a reimbursement policy pursuant to Treasury Regulations 1.162-17 and 1.274-5(e); therefore be it Resolved, that This organization hereby adopts a reimbursement policy pursuant to IRC Section. 62(c), IRC Section 274 and Treasury Regulations 1.162-17 and 1.274-5(e), upon the following terms and conditions:

The President, or any person now or hereafter employed by this organization shall be reimbursed for any ordinary and necessary business and professional expense incurred on behalf of the organization, if the following conditions are satisfied:

1. The expenses are reasonable in amount;
2. The person incurring the expense documents the amount, time and place, business purpose, and business relationship of each such expense with the same kinds of documentary evidence as would be required to support a deduction of the expense on the person's federal income tax return; and
3. The person documents such expenses by providing the organization treasurer with an accounting of such expenses no less frequently than monthly. In no event will an expense be reimbursed if substantiated more than sixty (60) days after the expense is paid or incurred by a President, associate in ministry or employee.

The organization shall not include on a President's or other employee's Form W2 the amount of any business or professional expense properly substantiated and reimbursed according to the preceding paragraph, and these persons should not report the amount of and such reimbursement on his or her Form 1040.

Any organization reimbursement that exceeds the amount of business or professional expenses properly accounted for pursuant to this reimbursement policy must be returned to the organization within 120 days after the associated expenses are paid or incurred and shall not be retained by the President, associate or employee.

If, for any reason, the organization's reimbursements are less than the amount of business and professional expenses properly substantiated by a President or other employee, the organization will report no part of the reimbursements on the employee's W2, and the President or employee may deduct the unreimbursed expenses as allowed by law.

Under no circumstances will the organization reimburse a President or other employee for business or professional expenses incurred on behalf of the organization that are not properly substantiated according to this policy. Organization and staff understand that this requirement is necessary to prevent our reimbursement plan from being classified as a "non-accountable" plan. All receipts and other documentary evidence used by a President or other employee to substantiate the business nature and amount of business expenses incurred on behalf of the organization shall be retained by the organization. The President or employee may, at his or her election, make copies of such evidence.

The organization reserves the right to deny a reimbursement request for the following reasons:

1. The individual requesting the reimbursement incurred an unauthorized expenditure;
2. The individual does not submit the request within 60 days of incurring the expenditure; or
3. The organization's budget cannot support the reimbursement.

In the case where the organization denies a reimbursement request, a written explanation shall be given to the individual stating one of the three items described above.

Anti-Terrorism Policy

WHEREAS, exempt organizations under section 501(c) of the internal revenue code may engage in activities overseas and give money and support to foreign organizations that have not qualified for tax-exempt status in the United States, Revenue Ruling 68-489, 1968-2 C.B. 210 clearly indicates that " An organization will not jeopardize its exemption under section 501(c)(3) of the Code, even though it distributes funds to nonexempt organizations, provided it retains control and discretion over use of the funds for section 501(c)(3) purposes so long as it meets certain requirements."

1. All foreign activities and support of foreign organizations shall be to further the purposes of this organization as stated in the articles of incorporation.
2. The exempt organization will be required to ensure that use of the funds for section 501(c)(3) purposes will be limited to specific projects that are in furtherance of this organization's exempt purposes.
3. This organization shall retain control and discretion as to the use of the funds and;
4. Maintain records establishing that the funds were used for section 501(c)(3) purposes.

WHEREAS, Executive Order 12947, and its annex 13099, issued by President Bill Clinton and Executive Order 13224, issued by president George W. Bush, blocking certain transactions between U.S. citizens, including corporations and persons who commit, threaten to commit or support terrorism.

Be it RESOLVED, that this organization adopts an International Activities and Terrorism Policy effective immediately and unless rescinded or amended shall remain in effect perpetually. This policy is based on the voluntary best practices guidelines issued by the U.S. Treasury Department. The organization shall take all reasonable steps to stay up to date with the latest list of countries considered state sponsors of terrorism and are subject to special sanctions under 31 CFR Part 596. This organization shall regularly check and rely upon the data provided by the U.S. Department of State as found in the "Specially Designated Nationals and Blocked Persons List" and "List of Sanctioned Countries".

Furthermore, this organization shall ensure that all transactions between this organization and any foreign entity or individual will be for the furtherance of our exempt purposes, and that the following information be gathered:

1. The foreign organization's name in English, in its native language, and any other identifying information;
2. The places where the foreign organization maintains a physical presence;
3. Copies of the organization's formation documents as approved by the proper authorities;

4. The addresses and telephone numbers for the organization's offices;
5. The organization's principal purpose;
6. The full names, addresses and other identifying information of the individuals in charge of the organization;
7. The names of financial institutions where funds will be deposited;
8. The names and addresses of its employees, contractors and subcontractors;
9. A written agreement describing how the funds will be used, and how it will further our exempt purposes.

Benevolence Policy

This ministry, in exercise of its religious and charitable purposes, has the ability to establish a benevolence fund to assist persons who are truly in need.

Title 26 CF 1.170A-4A(D) defines a truly in need person as: A person who lacks the necessities of life, involving physical, mental, or emotional well-being, as a result of poverty or temporary distress. Examples of needy persons include a person who is financially impoverished as a result of low income and lack of financial resources, a person who temporarily lacks food or shelter (and the means to provide for it), a person who is the victim of a natural disaster (such as fire or flood), a person who is the victim of a civil disaster (such as a civil disturbance), a person who is temporarily not self-sufficient as a result of a sudden and severe personal or family crisis (such as a person who is the victim of a crime of violence or who has been physically abused), a person who is a refugee or immigrant and who is experiencing language, cultural, or financial difficulties, a minor child who is not self-sufficient and who is not cared for by a parent or guardian, and a person who is not self-sufficient as a result of previous institutionalization (such as a former prisoner or a former patient in a mental institution).

This ministry would further need to refrain from the giving of benevolence to any persons that would be considered disqualified, as defined in IRC Section 4958(f)(1). Disqualified persons are any individual who is:

1. A substantial contributor to you;
2. An officer, director, trustee, or any other individual who has similar powers or responsibilities;
3. An individual who owns more than 20% of the total combined voting power of a corporation that is a substantial contributor to you;
4. An individual who owns more than 20% of the profits interest of a partnership that is a substantial contributor to you;
5. An individual who owns more than 20% of the beneficial interest of a trust or estate that is a substantial contributor to you.;
6. A member of the family of any individual described in 1, 2, 3, 4, or 5 above;
7. A corporation in which any individuals described in 1, 2, 3, 4, 5, or 6 above hold more than 35% of the total combined voting power;
8. A trust or estate in which any individuals described in 1, 2, 3, 4, 5, or 6 above hold more than 35% of the beneficial interests; and
9. A partnership in which any individuals described 1, 2, 3, 4, 5, or 6 above hold more than 35% of the profits interest.

The administration of the benevolence fund, including all disbursements made to fully-qualified individuals, is subject to the exclusive control and the discretion of the board of directors or other designated body of this ministry.

Corporate Expenditures Policy

Any form of withdrawal at or more than \$2,500.00 shall require the signatures of two officers who are also authorized signees on the bank account, one which must be the Treasurer.

Moments With God, Inc., with the approval of the board of directors, has the ability to obtain debit cards for the general checking account or credit cards in the name of the organization for organizational use. Access to these cards will be at the discretion of the board of directors. Spending on any debit/credit card must be reported to the treasurer or the board of directors along with a receipt of the spending.

- Debit/credit cards will be used only for business purposes. Personal purchases of any type are not allowed.
- No one other than the approved card holder can use any issued card.
- Lost or stolen cards must be reported immediately.
- Each card holder will sign a copy of this policy at the time the card is issued.

The organization will annually approve an official operating budget. The board of directors will create an effective process for estimating the next years cash flow necessary to create a reasonable budget.

Conflict of Interest Policy

Article I

Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

Interested/Disqualified Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. Compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
5. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was

present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Donated Property Policy

In the event that the ministry receives a donation of personal property that does not have a useful ministry function, the board of directors will meet at a regularly called board meeting and decide how to put the property to use or dispose thereof. The ministry will follow the procedures outlined below:

1. We will first attempt to find an applicable use of the property.
2. The property will be evaluated and an estimated value will be established that is as close to the fair market value of that item. An attempt to sell the property at that price will be made. The monies raised from the sale of the item shall be used solely for ministry purposes.
3. If efforts to sell the property fail, then it shall be auctioned off on the ministry property to the highest bidder. At all times the funds from the sale of the item shall be used solely for ministry purposes.

The organization may accept gifts of real estate, including houses, condominiums, commercial properties, farmland, rental property and undeveloped land, after a thorough review of the following factors:

1. The usefulness of the property for ministry purposes
2. The marketability of the property
3. The existence of restrictions, reservations, easements, and/or other limitations
4. The existence of encumbrances, such as mortgages and mechanics liens
5. Carrying costs, such as property owner's association dues, taxes, insurance, and other maintenance expenses, and
6. Fair market value in relation to the costs and limits listed above as determined by a qualified appraisal conducted in accordance with IRS standards

Prior to the acceptance of any parcel of real property, an assessment of the potential environmental risks may be conducted. This assessment may include the following:

1. An inquiry of the present owner regarding his, her or its knowledge of the history of the property
2. A title search to determine who the prior owners might have been
3. A consultation with federal, state, and local environmental agencies to find out whether the property has any history of hazardous waste contamination: and
4. A visual inspection of the property for any evidence of environmental hazards

An environmental audit conducted by a professional service also may be required. The decision to accept gifts of real estate requires approval by the Board of Directors.

The organization reserves the right to require that the donor or the donor's personal representative pay the cost, including professional fees, of any review or investigation described above as a condition of considering acceptance of the property in question.

The undersigned hereby certifies that he/she is the duly elected and qualified secretary and the custodian of the books and records and seal of Moments With God, Inc., a corporation duly formed pursuant to the laws of the State of Maryland and that these Corporate Policies have been duly adopted at a meeting of the official board of directors and that said meeting was held in accordance with state law and the bylaws of the above-named corporation and that the policies therein are now in full force and effect without modification or rescission.



Secretary