

**Covenant Partners, Inc.**  
**A Nonprofit Corporation**  
**BYLAWS**

**Article 1 – NAME, GENERAL/SPECIFIC PURPOSE**

**Section 1:** The name of the organization shall be *Covenant Partners, Inc.*

**Section 2:** *Covenant Partners, Inc.* is organized exclusively for religious, educational and scientific purposes. More specifically, *To establish a Multimedia Production Facility that advances the Gospel of Jesus Christ through lectures, seminars, study groups, public and classroom ministries and exhibits through the use of multimedia, music performance, dramatic performance, short film production and any and all other appropriate other means of multimedia.*

**Section 3:** Specific Purposes.

*To provide private and public ministries of music that spread the Gospel of Jesus Christ.*

*To record and distribute by broadcast, video, audio file media and arts programs which present the Gospel of Jesus Christ.*

*To directly engage in and to provide facilities for others to record and distribute media that presents the Gospel of Jesus Christ.*

*To establish a web site that publishes and focuses on topics related to the Gospel of Jesus Christ.*

*To provide instruction in praise, worship, dance, and the arts to embellish the spreading of the Gospel of Jesus Christ.*

**Article II – MEMBERSHIP**

**Section 1:** Membership shall consist only of the members of the Board of Directors.

### **Article III – ANNUAL MEETING**

- Section 1:** **Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors, who shall also set the time and place.
- Section 2:** Notice of each meeting shall be given to each Board member in writing by postal mail or by email, not less than ten days before the meeting.

### **Article IV – BOARD OF DIRECTORS**

- Section 1:** **Board Role, Size, and Compensation.** The Board is responsible for developing and maintaining the overall policy of the ministry, and review responsibility of the day-to-day operations of the *Executive Director, staff* and committees. The Board is responsible for seeking relational and financial strategic alliances that will further the cause of the ministry. The Board shall have up to 5 members and not fewer than 3 members. The Board receives no compensation other than reasonable expenses incurred while performing non-profit activity duties. The full description of Board roles is described in the ***Board Roles and Responsibilities*** document.
- Section 2:** **Meetings.** The Board shall meet at a minimum quarterly and no more than every other month, at an agreed upon time and place.
- Section 3:** **Qualifications, Board Elections.** Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by majority vote of the current directors. Directors shall be of age of majority in the state of incorporation. Board members must be legal residents of the United States and upright members of their community. The Board members should be Christ believing Christians who purpose to walk in the light of Jesus Christ.
- Section 4:** **Terms.** All Board members shall serve 2-year terms and/or until his/her successor is elected. They are eligible for re-election at the end of each 2 year term.
- Section 5:** **Quorum.** A quorum must be attended by at least 2/3 of the Board members before business can be transacted or motions made or passed.
- Section 6:** **Notice, Waivers.** An official Board meeting requires that each Board member have written notice by two weeks in advance. Notice may be given by postal mail or email. If a board member cannot attend a meeting, the corporation must obtain written consent and or waiver from the board member within two weeks after missing the meeting. The consent or waiver insures that the director has been informed about the meeting.

When a director misses a meeting and consents in writing he/she cannot register protest later for items voted on in their absence.

**Section 7: Offices and Duties.** There shall be a council consisting of three officers; an *Executive Director*, *Executive Secretary* and *Treasurer*. Their duties are as follows:

The *Executive Director* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting. Furthermore, because the executive director carries the vision of the ministry, he shall also be the Chairman of the Board. The Executive Director maintains the right to execute a veto if the Board moves in a direction that is inconsistent with the vision of the ministry.

The *Executive Secretary* shall be responsible for keeping records of Boards actions, including overseeing the reading and taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The *Executive Secretary* has NO VOTE.

The *Treasurer* shall make or provide a written report at each quarterly Board meeting. The *Treasurer* shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public upon requests. The *Treasurer* has NO VOTE.

**Section 8: Vacancies.** When a vacancy on the Board exists, the *Secretary* may receive nominations for new members from presiding Board members, two weeks in advance of a Board meeting. These nominations shall be sent out to the Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. The vacancy will be filled immediately upon a favorable vote and re-evaluated at the next annual meeting.

**Section 9: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the *Secretary*. A Board member shall be dropped for excess absences from the Board if he/she has three unexcused absences from the Board meetings in a given fiscal year. A Board member may be terminated for other reasons by a majority vote of the remaining directors. (*ref. Article 8*)

**Section 10: Special Meetings.** Special meetings of the Board shall be called upon request of the *Executive Director* or two-thirds of the Board. The *Secretary* shall send out notices of special meetings in writing by postal mail or email to each Board member postmarked one week in advance.

## **Article V – COMMITTEES**

Committees must be chaired by a current board member. The committee can consist of a mixture of Christian OR non-christian experts or informed individuals from the field of interest. The results of the committee shall be reported by the committee chair to the Board of Directors. Once reported, the Board shall commence a vote. The committees have no rights to *bind*.

## **Article VI – CONFIDENTIALITY**

Board of Directors must uphold personal and financial confidentiality of the organization while on the Board and maintain confidentiality for a one year period after serving their term(s). This excludes sharing the organizations vision and mission and knowledge that is required by law to share with the public.

## **Article VII – 501 (c)(3) TAX PROVISION**

- Section 1** *Covenant Partners, Inc.* will comply with the specific 501 (c)(3) prohibitions against substantial lobbying activities and involvement with political campaigns or public candidates. The corporation will limit its activities to those permitted to 501 (c)(3) organizations that qualify for Tax-deductible charitable contributions.
- Section 2** This section acknowledges and restates the 501(c)(3) prohibition against private inurement. Payments made to individuals as reasonable compensation for services rendered and to further the tax-exempt purposes of the group are specifically authorized.
- Section 3** 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 to 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.
- Section 4** This provision states that for any year *Covenant Partners, Inc.* is classified as a 501(c)(3) corporation, it will operate in such a way as to avoid all corporation excise taxes imposed under various sections of the Internal Revenue Code, and will comply with any and all 501 (c)(3) restrictions.

**Article VIII – DIRECTOR LIABILITY**

**Section 1:** No Director, Trustee or Officer shall personally be liable to the Corporation for damages for breach of any duty owed to the corporation with the following exceptions:

- (1) participating in a known violation of the law.
- (2) improper personal benefit of corporation resources.
- (3) behavior inconsistent with the religious beliefs of the corporation.
- (4) failure to exercise “Due Diligence”.

**Article IX – AMENDMENTS**

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of *Covenant Partners, Inc.* on \_\_\_\_\_, 2009.

Signature \_\_\_\_\_  
Allen Brown

Signature \_\_\_\_\_  
Tracy Brown

Signature \_\_\_\_\_  
Tom Johnson

Signature \_\_\_\_\_  
Luis Rodriguez

Signature \_\_\_\_\_  
David Beach