

OPEN AIR CAMPAIGNERS, U.S., Inc

BYLAWS



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Open Air Campaigners
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OAC BYLAWS

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ARTICLE I - ARTICLE OF INCORPORATION

The Articles of Incorporation of this Corporation shall be the supreme law to which these Bylaws are subservient.

ARTICLE II - GOVERNMENT AND MEMBERS

Section 1 - National Board of Directors

The members of the Corporation shall be the same persons as the National Board of Directors and others who may become associated with this Board under the conditions hereafter set forth. The Board of Directors shall be composed of not less than seven and not more than fourteen members. The general work of the Corporation shall be conducted in an interdenominational manner with fellowship, cooperation and ministry determined by doctrinal beliefs rather than denominational affiliation. **Subsidiary Organizations:** In the carrying out of the overseas ministry of OAC/USA, it may be necessary to establish boards, councils, committees, or persons as representatives in other regions of the United States and in other countries of the world. The Board of Directors shall have power to establish and supervise such ministries.

A. How Elected

The Board of Directors shall be elected by a two-thirds majority vote of all full-time staff and Board members. The Board of Directors shall be those presently serving as such at the date hereof, and in the future each year not more than seven members shall be elected for a term of three years at the annual meeting of the Board.

Members shall be eligible to serve for two consecutive terms of three years each. A Board member having served for six consecutive years (two terms of three years) shall be eligible for reelection after an absence from the Board of Directors for a period of one year. Individuals elected to fulfill an unexpired term shall be eligible for reelection to one three-year term in addition to the years of the unexpired term and shall be eligible for reelection after an absence of one year.

Vacancies on the Board between annual meetings may be filled by the Board of Directors and full-staff for the unexpired term. Board members may be elected to or removed from membership at any time by two-thirds vote of full-time staff and full membership of the Board of Directors.

A Nominating Committee consisting of the General Director as Chairman and two members of the Board appointed by the Board Chairman shall submit to the Board and staff, at least one month prior to the annual or semiannual meeting, names and biographical sketches of individuals for consideration as Board members. These candidates are then interviewed by the Board and staff at either meeting and election is held by secret ballot. A two-thirds majority vote of combined Board and staff present at that meeting is required for election to the Board.

Members of the Board and Staff desiring to suggest to the Nominating Committee individuals for consideration as Board members are to submit in writing, at least three months prior to the annual conference, the names and addresses of such individuals to any member of the Nominating Committee for consideration by the Committee.

B. Authority and Jurisdiction

The management and disposition of the business and affairs of this corporation shall be vested in the Board of Directors, other than as herein delegated by them. They shall elect such administrative officers as they deem appropriate and necessary for the effective and efficient functioning of the mission.

1. Financial Control

The Board of Directors of this corporation shall have the control and supervision of all monies, estates, bequests, and annuities given for the use and maintenance of OAC/USA.

2. Supervision of Ministries

The service of all missionaries is under the jurisdiction of The Board of Directors carried out through the General Director. Jurisdiction on the U.S. mission field shall be under the direction and control of the Area Director in conjunction with the Area Committee. Beyond national boundaries, jurisdiction shall be under the direction and control of the Overseas Ministries Director. All local activities and ministries of the Area Committees shall be under the jurisdiction of the Board of Directors, which jurisdiction is carried out through the General Director.

3. Approval of Candidates

The Board of Directors in consultation with the General Director shall approve all candidates and determine their fitness for appointment as missionaries. Such designation shall take place based upon needs of the field expressed through the General Director and the abilities of the appointee.

Missionaries will not be appointed to permanent places of service without their hearty concurrence, but all missionaries are expected to give temporary assistance to their fellow-missionaries when requested to do so in the case of an emergency and to accept tasks, responsibilities, and locations assigned to them. They are expected to proceed to their assigned destination without unnecessary delay and to remain at their posts, unless requirements of emergency compel them to make a change.

4. Dismissal of Missionaries

The Board of Directors shall have authority, after the General Director has made full investigation and after conferring with the respective Area Director and Area Chairman or Overseas Ministries Director, to dismiss any missionary on the grounds of improper conduct, incompetency, teaching inharmonious with the Statement of Doctrine as set forth in these Bylaws, or for any other reason, at the discretion of the Board of Directors for the welfare of the Mission. The continuance of the missionary's allowance thus dismissed shall be determined by the Board of Directors, but shall not continue for more than three months. This same period of continuance of the missionary's allowance also applies to staff personnel who voluntarily resign from the mission.

C. Officers

The Board of Directors shall elect at their annual meeting a Chairman, a Vice-Chairman, a Secretary, and a Treasurer from their own number to serve for the term of one year, or until their successors have been duly elected and qualified. Their duties shall be as herein set forth:

- 1. THE CHAIRMAN** shall preside at all meetings. He shall discharge all duties as Chairman of the Board of Directors in accordance with the usage and practices of religious organizations and perform all such duties and functions as are incident to his office, or properly and reasonably required by the Board of Directors. The Chairman of the Board of Directors shall be someone other than the General Director.
- 2. THE VICE-CHAIRMAN** shall perform all of the duties of the Chairman in his absence or disability, and such other duties as designated by the Chairman.
- 3. THE SECRETARY** shall be responsible for issuing notices of all meetings and recording minutes of said meetings, working in conjunction with and under the direction of the General Director and Chairman. He shall be responsible for the Board of Directors minutes and its Executive Committee. He shall sign such instruments as require his official signature; and shall make such reports and perform such other duties as are usually incident to the office of the Secretary of the Corporation, under the laws and usages of the State of New Jersey or properly required by the Board of Directors; and shall be the custodian of the official seal of the Corporation.
- 4. THE TREASURER** shall be responsible for the care and custody of all monies and securities of the Corporation which shall be deposited in a separate account in its name. He shall sign and countersign such instruments and checks as require his signature for the disbursement of funds for the Corporation as authorized by the Board of Directors. He shall report in writing at the annual meeting of the Board of Directors showing receipts and expenditures of the funds of the Corporation and shall discharge all the duties properly required of him by the Board of Directors.

D. Meetings

The Board of Directors shall meet semiannually, or on call by the Chairman, Vice-Chairman, or General Director, at such time and place as mutually agreed upon. A quorum shall consist of 50 percent of the Board of Directors plus one. All business meetings will be conducted in accordance with Robert's Rules of Order.

Section 2 - Committees

A. Executive Committee

Between meetings of the Board of Directors, the routine business of this Corporation shall be cared for by the Executive Committee. The Executive Committee shall consist of the Chairman of the Board of Directors, the Vice-Chairman, Secretary, Treasurer, the General Director, and other members at large of the Board of Directors who are chosen from the area of the country adjacent to the National office. A quorum shall consist of 50 percent of the Executive Committee plus one. All business meetings will be conducted in accordance with Robert's Rules of Order. The Executive Committee shall meet quarterly or on call by the Chairman, Vice-Chairman, or General Director and shall have the authority and jurisdiction to manage the routine business and affairs of this Corporation between the semi-annual meeting of the Board of Directors.

B. Nominating Committee

The Nominating Committee shall be composed of and function as set forth under Article II, Section I, A. The Board of Directors shall have such other committees as it deems necessary to effectively and efficiently operate the affairs of the Board of Directors. Committees shall be established by appointment of the Chairman of the Board, with majority vote of the Board of Directors. All committee appointments shall be on a fiscal year basis.

Section 3 - Appointment of Administrative Directors

The General Director and all other Administrative Directors shall be elected by two-thirds majority vote of all full-time staff and Board members for a period of time determined by the Board and Staff. The Administrative Directors shall be in full agreement with the doctrine and policies of the mission. The Director shall automatically retire at age sixty-five unless reappointed on a yearly basis.

Section 4 - General Director

Through the General Director and his Management Team, the Board of Directors exercises jurisdiction and oversight pertaining to the work of the mission. This involves at least several different areas of activity as follows:

A. To the Lord

First and foremost, last and always, the General Director shall recognize that without the Lord he can do nothing. He must ever be conscious of the fact that he is a servant of the Most High, a steward who must seek at all times to be faithful in the discharge of his duties and responsibilities attendant upon his office.

B. To the Board of Directors

He shall submit facts and figures to guide the Board in making decisions. He shall faithfully execute these decisions and promote the policies as outlined and authorized. He shall have general oversight of the work of the mission.

C. To the Missionaries

He shall represent the missionaries to the Board as well as to the supporting constituency. He shall, therefore, keep constant contact with the Area Committees through correspondence, visits to the Area, and counseling with individuals as necessary.

D. To the Mission

The General Director shall be mindful of the Scriptural objectives pertaining to evangelism and training, giving all possible aid and encouragement to the Areas in an effort to achieve these objectives. He shall at all times be cognizant of the problems relating to deployment of personnel, administration, finances, governments and to other missions. He shall keep informed as to changing conditions, national and international trends, and their effects upon the work of the mission. The General Director is responsible for an overall spiritual ministry, both public and personal, at home and abroad.

E. To the Headquarters Staff

The work of the General Director shall of necessity be closely related to the members of the headquarters staff. His efficiency to a large extent in the discharge of his duties depends upon the loyal cooperation of those who labor with him in the various departments of the administration. He shall be available and accessible for counseling and conferences, and to meet regularly with his associates for discussion and prayer.

F. To the Home Constituency

The General Director shall be mindful of the fact that the work of the mission is made possible through the prayer helpers and faithful contributors. He shall ever be alert to safeguard the testimony, the doctrinal integrity, and the policies of the mission, in order to keep faith with its co-workers.

G. To Other Missionary Organizations

At times it becomes necessary and to the best interests to coordinate the work of OAC/USA, with other evangelical missions. This requires contact with mission officials by correspondence and personal interviews in order to share in the experiences which will be of mutual help and blessing in the cause of missions.

H. To the General Public

He shall represent the mission to the general public, both nationally and internationally, and as required properly inform them of the facts of the mission and the varied ministries of the mission in a manner honoring to the Lord.

I. To the Area Committees

He shall maintain a close relationship with the Area Committees and work with them in carrying out the policies and directives of the National Board.

ARTICLE III - STATEMENT OF PURPOSE

OAC/USA is a ministry of evangelism committed primarily to proclaiming the gospel nationally and beyond national boundaries and assisting and equipping local churches in effective open air outreaches.

ARTICLE IV - FINANCIAL POLICY AND PROPERTY

Section I

The financial management of the Corporation shall be under the direction and control of the Board of Directors. All possible care shall be exercised in order that the financial integrity and stability of the mission shall at all times be safeguarded and maintained. All financial transactions will be carried out

according to scriptural principles. As a faith mission, it shall be the policy of this Corporation to trust God for the support of its work and workers through the freewill gifts of interested individuals, churches and other groups. It shall, from time to time, present to Christians the opportunities for investment in the work of this Corporation. It shall be a nonprofit enterprise, dedicated to the Christian ministry, and wholly without stockholders.

Section 2

The Corporation shall, in furtherance of the purpose set forth in Article III, have the power to do the following:

- A. To accept donations and other transfers of real or personal property or any interest therein or funds from any source, subject to any conditions consistent with the general purpose of this Corporation.
- B. To administer, invest, manage, and disburse or otherwise dispose of said property or funds in any manner consistent with the general purpose of this Corporation.
- C. To act in a fiduciary capacity respecting property or funds of which the Corporation is not the beneficial owner, provided the Corporation has some interest, whether present or contingent, in such property or funds.
- D. To appoint any bank or trust company authorized by law to exercise corporate trust powers to act as trustee or agent for any funds or property in the hands of the Corporation.
- E. To enter into gift annuity agreements with one or more individuals in exchange for donations to this Corporation, under terms prescribed from time to time by the Board of Directors.

F. Insofar as consistent with the general purpose of the Corporation, to enter into contracts or other agreements, to pledge or obligate its funds and property, and generally to do any and all things which, in the discretion of the Board of Directors, will further either directly or indirectly the purpose of this Corporation.

G. Insofar as consistent with the general purpose of the Corporation, to do any act authorized by the laws of the State New Jersey for corporations generally.

ARTICLE V - POLICIES AND PRACTICES OF MISSIONARIES ON THE FIELD

Section 1

The Board of Directors of this Corporation shall have power to outline, adopt, abolish, or amend a code of regulations concerning appointees and missionaries including those related to their compensation and expenses.

Section 2

The Board of Directors, in collaboration with the Area Committees in any given Area, shall outline, adopt, abolish, or amend a code of practice and procedure for the Area Branches of this Corporation not in conflict with the Articles of Incorporation and the Bylaws of this Corporation.

ARTICLE VI - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the Meetings and of the proceedings of its Board of Directors or Executive Committee and shall keep a record giving the names and addresses of the Board of Directors and its

Executive Committee. All books and records of the Corporation may be inspected by any member of the Board of Directors or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year, unless designated otherwise by action of the Board of Directors.

ARTICLE VIII - STATEMENT OF FAITH

Section 1 - Doctrinal Statement

The statement of Faith of this Corporation found in Section 1 is our foundational doctrine statement which area Committee Members and those we work with are to be in agreement. This statement shall be subscribed to in writing by area committee members on an annual basis. As a mission, we will endeavor to serve the whole body of Christ who hold to our foundational doctrinal statement and who do not propagate error or division as clarified in our policy manual. We believe in:

1. **The Scriptures:** We believe God Inspired all the words of The Bible without error in the original writings to give mankind His authoritative message.
2. **The Godhead:** We believe in one God eternally existing in three persons: Father, Son and Holy Spirit.
3. **Jesus Christ:** We believe in His full deity, His virgin birth, His real humanity, His sinless life, His substitutionary death, His bodily resurrection, His ascension into Heaven, His present ministry as High Priest and His future personal return to this earth.
4. **The Holy Spirit:** We believe in His full deity. He convicts sinners and saves those who believe in Christ. He indwells, seals and places believers into the body of Christ. He gives spiritual gifts and the power to live the Christian life.
5. **Man:** We believe that God created all things as described in Genesis. We believe that the first man, Adam, sinned bringing spiritual death to all mankind, who, therefore, stand condemned, making the new birth absolutely necessary.
6. **Salvation:** We believe that God gives eternal life to those who repent and put their faith in Christ alone, justifying them by the blood of Christ and imputing His righteousness to them.
7. **The Church:** We believe in the universal church to which all believers belong. We believe in the importance of the local church which is made up of believers who gather for worship, fellowship and teaching. We believe in the responsibility of the Church to fulfill the Great Commission of Christ, preaching the Gospel to all nations.
8. **The Future:** We believe in the eternal existence of the soul, the resurrection of the body, the eternal blessedness of believers, the eternal punishment of unbelievers.

Section 2 - Charismatic Statement

We believe that the baptism of the Holy Spirit places a believer into the Body of Christ and therefore is experienced at the moment of conversion. Every believer should be daily filled with the Holy Spirit to enable him or her to use sovereignly bestowed gifts for a fruitful ministry. We do not believe that tongues and associated manifestations are the unique evidence of such baptism or that man has any power of himself to do the works of God.

We therefore ask that our full, Intern and associate staff, along with board, committee members, voluntary workers and seminar students only preach those doctrines not in disagreement with our statement of faith and the above clarification statement. We desire to be zealous about the things that truly build up the Body of Christ, give glory to God and clearly communicate the saving message of Christ to a lost world.

Section 3 - Statement of Agreement

Should the position of any member of the Board of Directors, Area Committee, administrative officer, missionary, appointee, student candidate, or any worker employed by the Mission, relating to any position of the Statement of Faith of the Mission, Article VIII, subsequently change so that he or she is no longer in accord and agreement therewith, he or she must, in writing, inform the Board of Directors through the General Director. Should the missionary be beyond national boundaries, he or she must also inform the Overseas Ministries Director in writing. Such individuals should be prepared to submit their resignation to the Board of Directors or be dismissed by two-thirds vote of the members of the Board of Directors.

Section 4 - Statement of Mission Affiliations

OAC/USA shall be a member of such mission organizations as the Board of Directors deems appropriate.

ARTICLE IX - SEAL

The corporate seal shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, New Jersey."

ARTICLE X - WAVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of New Jersey or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS TO BYLAWS

Section 1 -- AMENDMENT AT MEETING.

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a two-thirds favorable vote of the members of the National Board present at a Meeting of the National Directors; provided that at least sixty (60) days written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws at such meeting. A copy of the proposed amendments or revisions shall be included in the Notice of Meeting.

Section 2 -- AMENDMENT BY INFORMAL ACTION.

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted without a meeting of the National Directors upon the written consent of two-thirds of the Members.

ARTICLE XII - DISSOLUTION

It is confidently expected that the ministry of OAC/USA, will continue until the return of our Lord Jesus Christ. However, in order to fulfill all possible legal requirements, it is the express wish and desire of this Corporation that, if OAC/USA, should bring its work to a conclusion, dissolving this Corporation, none of its assets remaining after meeting all responsibilities and payment of all just obligations shall inure to the benefit of any individual member of this Corporation, missionary, employee, or other private individual. All such assets, if any, shall, in the event of dissolution, be transferred by decision of the Board of Directors of this Corporation, to an organization or organizations which is or are in harmony with the purpose as stated in these Bylaws and is or are in agreement with the Statement of Doctrine as stated in these Bylaws. Such organization or organizations must also be recognized by the United States Treasury Department as entitled to tax exemption.