

Bylaws of DISCIPLING FOR LIFE

Definitions

As defined by the IRS in Section 501(c)(3):

Family relationships: "An individuals' spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great grandchildren, and siblings."

Business relationships: "Include employment and contractual relationships, and common ownership of a business where any officers, directors, or trustees, individually or together possess more than a 35% ownership interest in common. "Ownership" means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust."

Article I

Name, Purpose

Section 1. Name

The name of the corporation is "Discipling for Life" (DFL)

Section 2. Purpose

Discipling for Life is organized exclusively for charitable, religious, and educational purposes, that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; more specifically "to provide free and low-cost Bible study programs and resources to help people to understand the Bible from which they can experience spiritual growth and maturity".

Article II

Reference Information

Articles of incorporation filed in Pennsylvania established Discipling for Life as a domestic non-profit, non-member corporation on March 18, 2009.

Article III

Mission Statement

The purpose statement of DFL, as registered with the state of PA in its' articles of incorporation, is as follows: "To provide free and low-cost Bible study programs and resources to help people understand the Bible from which they can experience spiritual growth and maturity." Therefore, DFL shall follow these mission statement guidelines:

Foundation

1. Bible: The Bible, which is canonical, is known as the Christian Bible, excluding the apocrypha
2. Bible translation: a Bible translation (not a paraphrase) based on the standard Hebrew and Greek texts, produced by a committee in lieu of an individual, with a balance between dynamic and formal equivalence, and uses common language, such as the NIV.
3. Bible study programs and resources may be provided for other popular and widely available translations but the primary basis for interpretation will remain based upon a Bible translation defined in item 2.

Target Audience

Anyone, anywhere, at anytime

Design of Bible study programs and resources

All DFL Bible study programs and resources will be designed with the following criteria:

1. Encourage personal reading and study of the Bible
2. Encourage learning through a question-oriented style of lesson plan
3. Encourage the use of or reference to Bible reference sources such as dictionaries, encyclopedias, and historical-cultural resources
4. Strictly limit commentary placed in each lesson plan by the author in order to maximize personal study of the Bible and Bible reference sources.
5. Restrict the use of exegetical or homiletical commentaries to consideration only after a person has first, read and studied the Bible; and second, considered Bible dictionaries, encyclopedias, and background/cultural commentaries.

Goals for Bible study programs

1. Provide various levels of study including basic/beginner and advanced studies
2. Provide studies for each book of the Bible
3. Provide topical studies of the Bible
4. Provide studies for books written about the Bible or biblical topics
5. Provide studies for the majority of Bible translations
6. Provide studies translated into other languages

Interpretive Approach

Proper biblical interpretation is based on the understanding that the true meaning of the biblical text for us is what God originally intended it to mean when it was first spoken. This understanding of the original meaning is to then be applied to current life context. Therefore, the following guidelines will direct the design of Bible study lessons and resources and the teaching of biblical interpretation principles.

1. Pre-understandings and pre-suppositions: Be aware of preconceived understandings, doctrinal teachings, presuppositions, and their influence on interpretation; and theological agendas looking for Biblical support
2. Context: context determines meaning
 - a. Historical-Cultural: consideration of the biblical writer, the biblical audience, and any historical-cultural elements touched on by the passage itself.
 - b. Literary:
 - i. Genre: as an understanding between author and reader as to how to understand the writing, establishing the rules used to understand the words
 - ii. Surrounding context: words, phrases, verses are best understood in context of the given scripture passage, chapter, book, OT/NT, and the whole Bible

Distribution of Bible study programs and resources

DFL intends to use the internet via a website as a low-cost primary method of distribution to reach its target audience. Other distribution methods will be used as needed.

Resulting Transformation Expectations

DFL, with God's blessing and the working of the Holy Spirit, intends to achieve the following results:

1. People entering into a relationship with God of eternal life through Jesus Christ
2. People being transformed by the renewing of their mind and conforming less to the patterns of this world
3. People learning Jesus' teachings, understanding them, and obeying them
4. People discovering God's will for their lives and following it
5. People laying down their lives for others and loving others as God has loved us

Article IV
Statement of Faith

1. We believe the Bible, consisting of the Old and New testaments, to be the only inspired, inerrant, infallible, authoritative written Word of God. (Psalm 119:89, Matthew 5:18, John 16:12-13, II Timothy 3:16-17, II Peter 1:20-21)
2. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit. (Matthew 3:16-17, Matthew 28:19, II Corinthians 13:14, I John 5:7)
3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through his shed blood, in his bodily resurrection, in His ascension to the right hand of the Father, and in his personal return in power and glory. (Matthew 16:21-28, Matthew 24:42, Luke 1:26-35, John 14:1-3, John 14:9, John 20:26-29, Acts 1:9, Acts 1:11, Romans 3:24-25, Romans 5:8-11, Romans 6:4, I Corinthians 15: 3-4, II Corinthians 5:21, Ephesians 1:19-21, Hebrews 4:15, I Peter 2:21-22, I John 2:2)
4. We believe that all human beings are born with a sinful nature and commit sin by desire, by choice, and by practice. Because of sin, each person stands guilty in and separated from the presence of a just and holy God, rightfully deserving everlasting punishment. (Romans 3:10-12, Romans 5:12-21, Romans 6:23, I Corinthians 15: 21-22, Galatians 3:10)
5. We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential, and that the salvation is received through faith in Jesus Christ as Savior and Lord and not as a result of good works. (Isaiah 55:7, Luke 13:3, John 3:16, Romans 3:22-26, Galatians 2:16, Ephesians 2:8-9, Titus 3:4-5)
6. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life in this sinful world. (I Corinthians 6:19-20, Ephesians 4:22-24, I Thessalonians 5:23, Hebrews 13:20-21)
7. We believe in the visible, personal, and imminent return of our Lord and Savior Jesus Christ. (Acts 1:9-11, John 14:3, I Thessalonians 4:13-18)
8. We believe in the bodily resurrection of both the saved and the unsaved; they that are saved unto the resurrection of eternal life, and they that are lost unto the resurrection of eternal damnation. (John 11:23-27, II Corinthians 5:1, II Thessalonians 1:7-10, Revelation 21:12-15)
9. We believe in the spiritual unity of all believers in our Lord Jesus Christ. (Romans 12:4-5, I Corinthians 12:12-20, Ephesians 4:1-6)

Article V Management

Section 1. The Corporation shall be managed by a Board of Directors who shall be known as board members.

Section 2. The Board of Directors shall have power to adopt by-laws and regulations for the government of the corporation and to amend and repeal same; such by-laws and amendments are to be consistent with 1) the constitution and laws of the United States, 2) the Commonwealth of Pennsylvania, and 3) with Discipling for Life's articles of incorporation.

Section 3. The Board of Directors shall update the by-laws as needed in order that said by-laws accurately reflect the manner in which the corporation operates.

Section 4. The Board of Directors shall ensure that DFL's operations and activities are consistent with its Purpose, Mission Statement, and Statement of Faith.

Section 5. The Board of Directors shall ensure that each board member, employee, or agent of the corporation strictly complies with all applicable Internal Revenue Code stipulations, restrictions, or limitations regarding things such as legislative or political activity, acceptance or rejection of donations, fundraising or soliciting activity, and so forth.

Section 6. The Board of Directors shall, at least once a year, review relevant Internal Revenue Code, Pennsylvania non-profit regulations and law, and applicable regulations and law of other states (such as reporting as a Charitable Organization). Said reviews and any actions taken to maintain proper compliance shall be recorded in the minutes.

Section 7. The bylaws shall be signed by the Officers of the corporation annually thereby indicating their knowledge and understanding of said bylaws.

Article VI Policies

The Board of Directors shall ensure that the following written policies are established and shall review and evaluate these policies on an annual basis with said action being recorded in the minutes.

Each policy must be signed individually by board members, officers, and employees annually with a copy of such record kept on file for each signatory.

Section 1. **Code of Ethics**

The board of directors shall set ethical standards and ensure they permeate the corporation and inform its practices. Such standards shall describe behavior to be encouraged and discouraged.

The board of directors shall maintain a whistleblower policy for the handling of employee complaints and to establish procedures for employees to report in confidence any suspected financial impropriety or misuse of the charity's resources.

The board of directors shall maintain a transparency and accountability policy which ensures making available full and accurate information about the charity's mission, activities, finance, and governance. Said policy shall also ensure that all Internal Revenue Code requirements are met (i.e. Form 1023 exemption application, Form 990, and Form 990-T).

Section 2. Conflict of Interest Policy

The board of directors shall establish and regularly evaluate a written conflict of interest policy that requires directors and staff to act solely in the interests of the charity without regard for personal interests; including written procedures for determining whether a relationship, financial interest, or business affiliation results in a conflict of interest; and prescribes a course of action in the event a conflict of interest is identified.

Section 3. Fundraising Policy

The board of directors shall establish and maintain policies to ensure that fundraising solicitations meet federal and state law requirements, register and report as required in each state where the charity solicits funds, and that solicitation materials are accurate, truthful, and candid. Policies should also address keeping fundraising costs reasonable and the provision of information about fundraising costs and practices to donors and the public.

Section 4. Financial Statements and Audits

The board of directors shall establish and maintain appropriate policies to ensure that financial resources are used to further the corporation's charitable purposes and that the corporation's funds are appropriately accounted for; by the board regularly receiving and reviewing up-to-date financial statements and any auditor's letters or finance and audit committee reports.

An audit policy is to be established to ensure the corporation follows recommended guidelines of the Internal Revenue Service regarding an audit committee, preparation of financial statements, type of audit (compilation, review, or audit), whether the board reviews the Form 990 before or after filing, and any future IRS requirements.

Section 5. Compensation Policy

The board of directors shall establish and maintain appropriate policies to ensure that the charitable corporation does not pay more than reasonable compensation for services rendered. Furthermore, such policies shall also ensure continual compliance with all IRS requirements for a charitable organization.

The charitable corporation may not compensate persons for service on the board of directors except to reimburse direct expenses of such service.

Section 6. Document Retention Policy

The board of directors shall establish and maintain policies establishing standards for document integrity, retention, and destruction. The document retention policy shall include guidelines for handling electronic files, backup procedures, archiving of documents, and regular check-ups of the reliability of the system. The board of directors shall ensure said policies comply with all federal and state laws regarding retention.

Article VII

Board of Directors

Section 1. Number and Term of Office of Directors

The Board of Directors shall consist of no less than five and no more than eight members, each serving a one, two, or three year term, and arranged so that approximately one third of the terms of office will expire each year.

A. Term of Office: The Term of Office is set for one, two, or three years on a calendar year basis.

- 1) If a board member's term begins during a calendar year, that partial year is considered a complete calendar year of service.

Section 2. Limitation of "Family or Business Relationships"

The Board of Directors members, who have family or business relationships (as defined in the Definitions), may not consist of more than 49% of the total Board.

Section 3. Nomination and Election of Directors

A. Nominating Committee: There shall be a nominating committee consisting of three people: the President of the Board of Directors, and two other board members who are selected by the Board of Directors.

B. Search Criteria: The Nominating Committee shall adhere to the following stipulations:

- 1) Statement of Faith: Each nominee is willing to affirm DFL's Statement of Faith by their signature.
- 2) The nominee has personal character and integrity which reflects positively on DFL.
- 3) The nominee possesses experience or expertise in areas such as operational management, accounting, finance, compensation issues, ethics, computer systems, compliance, biblical training, theology, curriculum, laws and regulations regarding charitable organizations, and so forth.

- 4) The nominee's denominational and church affiliation will be taken into consideration in an effort to maintain diversity on the board.
- C. Nominee suggestions: Each board member shall be diligent in making nominee suggestions to the Nominating Committee.
- D. Election: A nominee may only be recommended for Election by the Nominating Committee. A nominee must be approved by a simple majority of the full board.
- E. Re-Election: Re-election of eligible board members must be approved by a simple majority of the full board, prior to the expiration of their term.
- F. Resignation from Term:
- 1) Voluntary: A board member may offer their resignation from the board at any time, with or without stated reasons.
 - 2) Involuntary: The board, by a simple majority vote of the full board, may request the resignation of any board member for any of the following reasons:
 - i. The board member no longer affirms the Statement of Faith
 - ii. The board member's behavior or character no longer reflects positively on DFL

Such request for resignation shall be made in writing, signed by the President of the Board, and is considered effective on date specified. Upon failure to receive such resignation the Board shall have the right to declare a vacancy in that Board seat, notify the Board Member of such removal from office and fill such vacancy through the Nominating Committee.

Section 4. Meetings

A. Schedule

- 1) The Board of Directors shall meet no less than four times annually.
- 2) The regularly scheduled meeting in November shall be the meeting when officers will be elected as well as board members may be reelected for terms beginning January 1 of the following year.
- 3) The President has the authority to call special meetings.

Section 5. Quorum

- A. A quorum for the transaction of business shall exist when a majority of the Board of Directors is present at the call of the meeting.
- B. A quorum for the transaction of business at special meetings via "Email" shall exist outside of a physical meeting when:
 - 1) At least two-thirds (2/3) of the total board have ready access to "Email" and uses that method to respond
 - 2) No more than one-third (1/3) of the total board may respond verbally by telephone or otherwise
 - 3) The President provides notice to all board members with one week to respond
 - 4) A motion and second is made and details of such motions are provided to all board members
 - 5) The motion receives the approval of at least two-thirds (2/3) of the total board
 - 6) Details of the motion and vote records are to be recorded into the next regularly scheduled meeting minutes.

Article VIII Officers

Section 1. Number, Term, and Election

Officers may only be elected from currently serving Board members. The Board of Directors at their annual organizational meeting shall elect a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Vice-President. All officers shall hold office for one (1) year and until their successors are duly elected and assume their duties. All officers may succeed in their office without limitation.

A single Board member may hold more than one office except that the President may not also hold the office of Treasurer.

Section 2. Vacancies

Vacancies may be filled at any regular meeting by election.

Section 3. Duties

A. President

- 1) The President shall preside at all meetings of the Board of Directors and shall call special meetings when needed.
- 2) The President shall not have the power to make motions nor to vote except when the President's vote is needed to break a tie.
- 3) The President is charged with maintaining a Board that is strongly committed to the Mission of DFL.
- 4) The President shall appoint committees as necessary and the Chairperson of said committees.
- 5) The President has the authority to take action in an emergency with the consent of a majority of the Board members whom the President may contact by phone, in person, or email.
- 6) The President shall be Chief Executive Officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board, and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Board.

B. Vice-President

- 1) The Vice-President shall, in the absence of the President, perform all the duties of that office.
- 2) The Vice-President, at the President's request, may assist the President in fulfilling the duties of the President's office.

C. Secretary

- 1) The Secretary shall keep an accurate record of the proceedings of the Board of Directors and distribute those minutes to the Board of Directors.
- 2) The Secretary shall maintain a record of all critical documents

D. Treasurer

- 1) The Treasurer shall be the custodian of all funds of the corporation.
- 2) The Treasurer shall see that all accounts are audited annually and shall give an annual auditor's report to the Board of Directors.

- 3) The Treasurer's books shall be subject to examination by the members of the Board of Directors.
- 4) The Treasurer shall monitor all money handling and check writing procedures
- 5) The Treasurer shall ensure appropriate and accurate records are maintained
- 6) The Treasurer shall submit current financial statements at each Board meeting

Section 4. Executive Committee

The Executive Committee shall consist of the Officers of the corporation which shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or Articles of Incorporation of the Corporation to be performed solely by the Board of Directors or otherwise limited by the Bylaws or by resolution of the Board of Directors. The Executive Committee shall not have the power to hire or terminate the employment of the executive director, or to dispose of assets of the corporation, or to take action contrary to a previous action of the Board of Directors. All actions of the Executive Committee are subject to confirmation by the Board of Directors.

Article IX

Executive Director

An Executive Director may be employed to be the general manager, responsible for the administration of DFL's business, finances and personnel within the framework of budgets, policies, and practices established by the Board. The Executive Director shall report and be responsible to the Board of Directors.

Section 1. Hiring Criteria

The Executive Director qualifications shall include but not be limited to:

1. A strong commitment to DFL's Purpose and Mission
2. The ability to understand and comply with all applicable a) IRS code and regulations, b) Pennsylvania non-profit law, and c) any other regulations
3. Possesses the character, skills, experience, education, and work ethic to diligently pursue DFL's Purpose and Mission
4. Affirms DFL's Statement of Faith

Section 2. Performance Evaluation

The Board of Directors shall maintain a job description and conduct an annual performance evaluation which is recorded in DFL's written records.

Section 3. Compensation

The Board of Directors shall ensure DFL does not pay more than reasonable compensation by following its Conflict of Interest and Compensation policies.

Section 4. Board of Director, Officer Limitations

The Executive Director may serve as a non-voting board member but may not participate in any decision-making discussions by the board related to either the compensation or evaluation of the Executive Director, or any other type of a conflict of interest. The Executive Director may serve as an Officer of the corporation except for the Office of Treasurer.

Section 5. Delegation of Duties to the Executive Director

The Officers of the Board of Directors may delegate duties of their office to the Executive Director but the ultimate responsibility for the duties of such office shall remain with the Officer.

Article X

Fiscal Year

The fiscal year shall begin on January 1 of each year and end on December 31 of the same year.

Article XI

Amendments

These by-laws may be amended with the approval of at least two-thirds (2/3) of the total board at any regular or special meeting.

Article XII

Limitation on Liability

A director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Section 8363 of the Pennsylvania Directors Liability Act (relating to standard of care and justifiable reliance) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article VI shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Article VI shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Article XIII

Indemnification

Discipling for Life shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer or, while a director or officer is or was serving at the request of the organization as a director or officer of another partnership, corporation, joint-venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such

person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened pending or completed action by or in the right of the organization to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

Article XIV

Dissolution of Assets

Upon the dissolution of the corporation, the assets, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, exclusively to a Christian organization(s) that is evangelical in its purpose, and which would then qualify under the provisions of section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Officer Signatories

Title	Printed Name	Signature
President	_____	_____
Vice-President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____