

BYLAWS OF THEY NEED THE BIBLE

Version 2.0 - September 3rd, 2022.

ARTICLE I — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the association, and shall delegate responsibility of day-to-day operations to the Executive Director and/or committees. The Board shall normally have 3 members. There may be up to 12 but not fewer than 3 members and will strive to have an odd number of members for voting purposes. The Board receives no compensation other than reasonable expenses.

Section 2 — Terms: All Board Directors shall serve five-year terms, and are eligible for reelection for a second consecutive term following procedures described in Section 4 below. A Board Director may serve a third consecutive term only by unanimous vote of the Board, and no Director shall be eligible for more than three consecutive terms. In the event that a Director serves a term that is less than five years (e.g., fills a vacancy on the Board), that partial term shall not count toward a term limit, and that Director shall still be eligible to serve two or three full terms, as outlined above.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board Director have written notice at least one week in advance. Prayer meetings of the Board can be called with no formal notice. The word “meeting” shall be construed broadly in these Bylaws to permit telephone or other electronic participation from Board Directors from locations remote from an actual physical place of meeting. The last meeting of each calendar year shall be called the annual meeting, and shall include the presentation and acceptance of the budget for the following year. This meeting shall be held in October, November or December if possible.

Section 4 — Board elections: At the annual meeting of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the calendar year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these bylaws. Election of Board Directors should be staggered so that approximately one fifth of the Directors are up for re-election each year.

Section 5 — Election procedures: New Directors may be chosen at any meeting, including quarterly meetings, and shall be elected by a simple majority of Directors present at such a meeting, provided there is a quorum present. Directors being chosen to replace other Directors leaving the Board shall serve a term beginning on the first day of the next calendar year, unless chosen to fill a vacancy, as outlined below in Section 9. Any new Director who is not specifically chosen to replace a Director leaving the Board by the normal expiration of his or her term, may begin serving on the Board immediately after election, as noted in Section 9, if that is the wish of existing Board members.

Section 6 — Quorum: A quorum of Directors consists of at least fifty percent of Board Directors for business transactions to take place, motions to pass, and new Directors to be chosen. As noted in Section 3 above, a Board Director attending a meeting by telephone or other electronic means shall be included among members in attendance of the meeting and may be counted toward constituting a quorum. A

Director who has given his or her vote by proxy to another Director, as specified in Section 7 below, shall be counted as present at the meeting in order to constitute a quorum.

Section 7 — Signing: Documents requiring board member signatures may be signed digitally using any document signing service which allows for the electronic auditing and verification of signatures. These signatures are legally binding for any documents relating to They Need the Bible.

Section 8 — Voting: All votes of the Board, including voting on the annual budget, shall pass upon attaining a simple majority of Directors unless specified otherwise in this Constitution and these Bylaws. A Board Director may give his or her vote by written or email proxy only to another Director, to the satisfaction of the chair.

Section 9 — Officers and Duties: There shall be five officers of the Board, consisting of a chair, vice-chair, secretary, treasurer, and devotional secretary. The board duties are as follows:

The chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The chair shall work with the Executive Director to set the agenda for all meetings. The chair shall also decide when a Board Director's absence from an official Board meeting is excused. Only the executive director, chair, and the treasurer shall be able to sign checks and other disbursements for this nonprofit corporation. Two signatures from these officers shall be needed to sign or disburse any amount over \$10,000.

The **vice-chair** shall chair committees on special subjects as designated by the Board chair. The vice-chair shall chair Board meetings and Executive Committee meetings in the absence of the chair and shall serve as chair for the calendar year in the event the chair is incapacitated.

The **secretary** shall be responsible for keeping records of Board actions, including overseeing the 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 **treasurer** should be an individual who is chosen because of familiarity with standard financial bookkeeping and also IRS reporting requirements for 501(c)(3) organizations. The treasurer shall report the corporation's finances at each Board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Directors and the public. The treasurer shall also arrange an audit of TNTB's financial records should an audit be required by the Internal Revenue Service, or if the Board votes for an audit at any time. The executive director, chair, and treasurer shall have the power to sign checks and disbursements on behalf of the nonprofit and shall be the usual signers for small amounts.

The **devotional secretary** shall be responsible for encouraging the spiritual health of the board including assigning devotional leaders, keeping prayer requests before the board, and lifting up the priority of all spiritual matters within the board.

Section 10 — Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board Directors one week in advance of a Board meeting. These nominations shall be sent out to Board Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies may be filled immediately (especially when necessary in order to constitute the minimum number of Directors, as stated in Section 1), or at the beginning of the next calendar year, as decided by the Board.

Section 11 — Resignation, termination, and absences: Resignation from the Board must be in writing to the board. A Board member shall be terminated from the Board due to excess absences, or more than two unexcused absences from Board meetings in a year. An executive, or board member may be removed for an unrepentant pattern of behavior forbidden by Scripture or inconsistent with our policies, as described in our Articles of Incorporation, these Bylaws, and all founding documents. A board member believing a violation of this policy has occurred shall prepare their rationale in writing.

A Board member shall then be removed with the following procedure. A member shall inform the chair of a violation of policy (or inform the vice chair if the violation involves the chair). The board shall discuss the violation during the next scheduled meeting. The violating party shall be absent for the duration of this discussion and the vote. A motion must be made to remove the offending board member. If a majority vote is cast in favor of removing the Board member, the Board member shall be informed in writing and be terminated from their position, effective immediately.

Section 12 — Special meetings: Special meetings of the Board shall be called upon the request of the chair, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least one week in advance. A special meeting may also be carried out via email or other electronic means; email or electronic special meetings must also have at least one week of advance notice in order to reach a decision by a simple majority of a quorum of Directors. Any meeting may convene, take a vote or reach a decision with less than one week of notice with a 2/3 majority of all members of the Board of Directors.

Section 13 — Goals, objectives, strategies and tactics: The Board shall formulate goals, measurable objectives, strategies and tactics, and put these in writing. These goals should be reevaluated at least every two years, objectives should be added, dropped or modified, and strategies and tactics reformulated to fit the new objectives.

Section 14 — Robert’s Rules of Order shall govern all meetings of this corporation unless stipulated otherwise by the Constitution or Bylaws.

Section 15 - Compensation:

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation’s conflict of interest policy, as set forth in Article V of these bylaws.

Section 16 - Governing Powers:

Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To utilize all funds raised by or in the name of Corporation for the organization’s legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees,

independent contractors, and/or committees of Corporation;

D. To manage and oversee the affairs and activities of Corporation, and to make policies and Procedures;

E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;

F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;

G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;

I. To follow these Bylaws, including meeting regularly; and

J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

ARTICLE II — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed. The Board Chair appoints all committee chairs.

Section 2 — Executive Committee: The chairman will oversee the regular activities of the Executive Director. The chairman, secretary, and treasurer will serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee. The Finance Committee has no required meetings and meets at the discretion of the treasurer in order to accomplish its purposes. The Finance Committee is responsible for developing and reviewing fiscal procedures,

fundraising plans and activities, and the annual budget with other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income by December 31 of the calendar year. The financial records of the organization are public information and shall be made available to Board Directors and the public.

ARTICLE III — EXECUTIVE DIRECTOR

Section 1 — Executive Directors: The Board may choose to hire a part-time or full-time Executive Director. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals, objectives, strategies, tactics and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director is ex officio at all Board meetings and has no vote. The Executive Director may sign checks and disburse funds as granted by the Board.

Section 2 — Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3 — Checks, Drafts, Petty Cash Fund; Authority. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE IV — CONTRACTS

Section 1 — Contracts: The Board of Directors may authorize any officer, Director, the Executive Director or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the corporation without a unanimous vote of the Board of Directors.

Section 2 — Deposits: The Board may designate or authorize any officer or agent of the corporation to make deposits of funds donated to the corporation. This authority shall include the power to endorse, assign and deliver checks or other orders of payment which are payable to the corporation. Bequests, donations of property or donations of stock or material goods or possessions to the corporation shall be overseen by the Treasurer, who may also delegate or authorize an officer or agent of the corporation to sell, liquidate or otherwise dispose of such donations to the best advantage of the corporation.

ARTICLE V — MANAGEMENT & MISCELLANEOUS PROVISIONS

Section 1. Financial Year.

The accounting year shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Books and Accounts.

A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “They Need The Bible.”

B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.

C. Under the supervision of the Board of Directors, the Executive Director (if one exists) as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.

D. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered Office.

E. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors and Members.

Every Director and Officer of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4. Legal Instruments.

All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$10,000 shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Loans.

No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews.

To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, 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:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation'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;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Publication and Media.

- A. WEBSITE: Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.
- B. NEWSPAPERS AND PRESS: Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.
- C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations.

Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures.

The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;

- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws.

Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

CERTIFICATION

These bylaws (Version 2.0 - September 3rd, 2022.) were approved at a meeting of the Board of Directors by a two-thirds majority vote on this 3rd of September, 2022.

DIRECTORS:

Executive Director

Date

Chair

Date

Vice Chair

Date

Secretary

Date

Treasurer

Date