

The By-Laws of Ruachway

ARTICLE I ORGANIZATION

Section 1 - Name

The name of the ministry is Ruachway (referred herein as the “Organization”) although it may operate under various assumed names or DBA’s as determined and approved by the Board.

Section 2 - Incorporation

Ruachway is incorporated according to the laws of the State of Texas governing non-profit corporations and is exempt under Section 501c3 of the Internal Revenue Code.

Section 3 – Registered Agent

The registered agent of the corporation is the Director of the Organization.

Section 4 - Purpose

Ruachway is a religious order of people seeking to reveal, advance and live out the Gospel of Christ and the Kingdom of God through various creative, contemplative and missionary pursuits. To this end, they adopt and hold one another accountable to a common rule of life, The Design for the Ruachway Life (hereinafter “the Design”).

ARTICLE II MEMBERSHIP

Section 1 – Membership in the Order

The manner, process and proper candidate for membership in Ruachway shall be determined in accordance with the Design.

The members of the Organization constitute the Order.

ARTICLE III THE BOARD

Section 1 – General Powers; Number of Board members

There shall be a Board which shall hold and exercise all of the legal authority of the Organization except as otherwise provided for in the Articles of Incorporation or these By-Laws. The Board shall have charge and oversight of the temporalities of the Organization, and it may serve as legal representative of the Organization in all matters concerning corporate identity, property, finances, and such other business activities consistent with the purpose, mission, and values of the Organization as set forth in Article I and the Design.

The Board shall determine for itself the number of members that it shall have from time to time.

Section 2 – Primary Responsibilities

The primary responsibilities of the Board are as follows:

- Safeguard the mission of the Organization and to encourage, support, defend and hold accountable the Director of the Organization in pursuing its mission.
- Insure that the record keeping, business practices, and finances of the Organization are in order and are being executed in accordance with the mission, values and purposes of Ruachway as set forth in Article I, elsewhere in these By-Laws, and in the Design.
- Offer godly discernment and counsel to the Director especially as regards the development and management of the Organization’s various projects.
- Define and approve all compensation packages for the staff of the Organization.

Section 3 – Implementation of By-Laws; Terms of Service

These By-Laws shall become effective upon their adoption by the Board with a 2/3s majority and by a simple majority of the voting members of the Order. At such time, the Director shall set the initial terms for the current Board under the new By-Laws. No initial term shall be shorter than 18 months unless agreed upon by the Director and the remaining members of the Board.

Excluding initial terms, Board members shall serve terms of 3 years. Board members may be elected for more than one term. Following 3 terms of service, elected Board members shall take a minimum of 1 year Sabbatical. Terms served before the adoption of these By-Laws are not considered in the 3 consecutive-term limit.

Section 4 - Quorum and Voting.

A majority of the Board at that time in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if a quorum is not present, a majority of the Board present may from time to time adjourn any such meeting until a quorum shall be present, whereupon the meeting may be held as adjourned without further notice. At any meeting where a quorum is present, the vote of a majority of the Board present shall be the act of the Board, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

Section 5 - Action by Unanimous Written Consent.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or all voting members of such committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents thereto by members of the Board or the voting members of such committee, as the case may be, shall be filed with the records of the Board or such committee. Such written consents shall be treated for all purposes as a vote at a meeting.

Section 6 - Qualifications and Resignations / Removal of Board members

Members of the Board and subordinate officers shall be expected to order their lives and their work in accordance with the values of the Organization. Serving as a member of the Board shall be viewed as a spiritual and serious matter and the members of the Board shall be expected to earnestly seek God's will with regard to the making of all decisions.

Married persons are added to the Board as a unit. Both spouses have a voice on the Board but must vote as a unit.

A Board member may resign by mailing or delivering a written resignation to the Chairman of the Board or the Director. Any Board member who fails to attend two consecutive annual meetings or 3 of any 5 virtual meetings, except when excused for just cause by vote of the Board, shall be deemed to have resigned. An individual who has resigned shall be eligible for election or reelection to the Board.

A Board member may be removed for cause by the majority vote of the remaining Board, but only after being given reasonable notice and an opportunity to be heard.

Section 7 – Selection of Board Members

Board members shall be nominated by any member of the Board. The nominee must then be approved by the Director and ratified by all voting members of the Board and a majority of the members of the Order.

The Director is an ex-officio member of the Board with voice and vote.

Section 8 – Requirements and Expectations of Board Members

Requirements for maintaining an active status as a Board member shall be determined by the Director, as needed from time to time, and then must be approved by the Board.

Section 9 – Regular Meetings of the Board

The Board shall gather together in person no less than once a year (the "Annual Meeting"). The time and place of the meeting shall be decided at least 180 days in advance. Additionally, the Board will meet at other times throughout the year but may do so "virtually" provided that the interface allows all members to hear and speak to all other members at the same time. Virtual meetings must be called no less than 30 days in advance unless agreed upon unanimously to do otherwise.

Section 10 – Indemnification

Board members shall be indemnified by the Organization to the fullest extent permitted by law.

ARTICLE IV OFFICERS OF THE BOARD

Section 1 – Principal Officers

The principal officers of the Board shall be a Chairman, Treasurer, and Secretary.

Section 2 – Selection and Terms of Office

The principal officers shall be determined at the Annual Meeting. They shall hold office until the completion of the next Annual Meeting.

The Chairman is nominated by the Director and ratified by the Board.

The other officers may be nominated by any member of the Board and then ratified by a majority vote.

Section 3 – Vacancies

Vacancies.

A vacancy in any office of the Board because of death, resignation, or any other cause may be filled by action of the Board by electing another Board member to fill the vacancy. In the case of a temporary absence or inability to act of any officer or of any person duly authorized to act in such officer's place, the Board may from time to time delegate any or all of the powers and duties of such officer to any other person selected by the Board. Whenever a vacancy shall occur in the office of Chairman, the duties of that office shall be assumed by the Director or a Board member of the Director's choosing until such time as the Director shall have nominated and the Board ratified a Board member to fill such vacancy.

Section 4 - Subordinate Officers.

The Board from time to time may, at its discretion, appoint other officers in addition to the principal officers. Each of such other officers, who may but need not be persons who are Board members, shall have such title, hold office for such period, have such authority, and perform such duties as the Board from time to time may determine.

Section 5 - The Chairman

The Chairman of the Board, or the Director if designated by the Chairman, shall preside at all Board meetings at which he is present.

Section 6 – The Treasurer

The Board shall appoint a Treasurer. The Treasurer shall have such powers and duties as may be delegated to him from time to time by action of the Board. These duties shall include the general supervisory oversight of: all the finances of the Organization; the annual audit of the Organization's accounts; establishment of an annual budget; the compilation and distribution of regular financial reports to the Board; and to insure that appropriate financial practices are being used by the Organization. The Treasurer, in his or her discretion, may designate one or any number of individuals to accomplish the duties prescribed herein.

The Treasurer shall be bonded.

Section 7 - The Secretary

The Secretary shall be deemed to be the clerk of the Board and he/she shall be authorized to use the title of clerk, when he/she shall determine that it is appropriate to do so, in

executing documents and in performing other official functions. The Secretary shall prepare the minutes of the meetings of the Board and shall have general oversight over the giving of notices prescribed in these By-Laws. In addition, the Secretary shall have such other powers and duties as may be delegated to him from time to time by action of the Board.

The Secretary may be a Board member or may be appointed as an ex-officio member. If the Secretary is appointed as a member, ex-officio, of the Board, the Secretary shall have a voice on all matters that come before the Board but shall not have a vote.

ARTICLE V MINISTRY PROJECTS

Section 1 – Creation and Approval

Members of the Order may bring various ministry projects before the Board with the intent that such projects may come under the oversight and administration of the Organization. A project must receive a 2/3s vote of approval in order to be adopted. The Board may set up its own guidelines and parameters for the projects it will allow. Such guidelines and parameters must be aligned with the mission and vision of the Organization and the purpose and responsibilities of the Board and must receive the approval of the Director.

Section 2 – Oversight

The Board shall set up a Council for each of the Organization's ministry projects. These Councils may be given authority to direct the project but shall remain subject to the Board of Ruachway. Each Council should have at least one member of the Board appointed to it.

Section 3 – Operational Procedures

Each Ministry Project shall develop its own Procedures and Policies provided that such are subject to these By-Laws.

Section 4 – Nomenclature

With the Board's approval, members of a Council may refer to themselves as the "Board" of whatever assumed name the project is operating under.

ARTICLE VI THE DIRECTOR

Section 1 - Qualifications

A candidate for the Director shall be selected by the Order. He shall, in all manners of his life, exemplify the mission and values of the Order as described in the Design.

Section 2 - Election

The candidate must be approved by a 2/3s vote of all the members of the Order and a majority approval of all members of the Board. The election shall be handled by a committee involving 2 members of the Board and 2 members of the Order. The ballot shall be kept secret from the candidates.

If a single candidate cannot be decided upon following 7 votes, the Board may, at its discretion, appoint an interim Director for a period of up to one year.

If the Order can determine a candidate within the year, that person shall be made the Director. Otherwise, the Board shall appoint another interim Director.

No person shall serve twice as an interim Director during the same vacancy. If all candidates have served as interim Director and no consensus can be reached within the Order, then the Board in toto shall serve as the Director until a decision can be made by the Order.

Section 3 – Term

The Director will serve until death, retirement, resignation or removal.

Section 4 – Removal

The Director is removed from his position if, according to the Design and at the determination of the Order, he is no longer a member of the Order. Furthermore, he may be removed from his position as Director (but not from the Order) at the unanimous decision of the Board.

Section 5 – Responsibilities

The Director shall be granted, in subordination to his overseeing ecclesiastical authority, the exclusive charge and care of the spiritual concerns of the Organization.

The Director shall be the Principal Officer in all matters of the Organization's pursuit of its mission, the carrying out of its visions, and adherence to its values.

The Director shall be responsible for selecting and hiring any other staff member or employee that the Board has determined necessary for the furtherance of the mission and ministry of the Organization. The Director shall oversee all employees of the Organization and provide for periodic performance reviews of their duties.

The Director is an ex-officio member with voice and vote on all Ministry Project Councils but may delegate his position to another member of the Board.

Section 6 – Compensation

The Director's salary and compensation shall be determined by the Board exclusive of himself.

ARTICLE VII

MEETINGS

Section 1 – Annual Meeting

There shall be an Annual meeting of the Organization including the Board and the members of the Order. At the Board’s determination, the Annual Meeting may be open to staff, employees and affiliates as well.

Section 2 - Special Meetings

Meetings may be called from time to time by the Director, a majority of the Board or a 2/3s majority of the Order. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 3 – Notice

Notice shall be given no less than 180 days in advance of any meeting to occur as a physical gathering or 30 days in advance of a virtual meeting. Less time shall be acceptable if it is unanimously agreed upon by the Board and the Order.

ARTICLE VIII FINANCES

Section 1 - Receipts

Ruachway shall receive all monies or other real and personal properties transferred to it for purposes that are consistent with Holy Scripture, the mission and values expressed in the Design, these By-Laws and the Articles of Incorporation of the Organization.

Section 2 – Finance Committee

A Finance Committee, chaired by the Treasurer, shall manage and disburse any funds or property for the benefit of Ruachway and its intents and purposes. The Finance Committee shall present a budget in writing at the Annual Meeting. All Ruachway budgets, original and modified, prepared by the Finance Committee shall be made final upon approval of the Board.

The Board shall appoint the Finance Committee.

The Director may have a voice but not a vote on the Finance Committee.

~~Section 3 – Independent Auditors.—~~

~~The Board shall annually appoint a recognized firm of independent Certified Public Accountants to audit the books and records of Ruachway and to provide such certified financial statements as may be required by the Board—~~

Section 3 - Year End Review

The Board, exclusive of the Director, shall annually provide or conduct a review of the finances of the Organization and provide such review to all other members of the Board.

Section 4 – Fiscal Year

The Board shall determine the fiscal year..

Article IX INSURANCE

Section 1 - Insurance

- It shall be the responsibility of the Board to assure that the Organization hasve insurance policies in place at all times. It is the desire of Ruachway to protect the staff, buildings, grounds, vehicles, contracts, and other church property in a manner consistent with accepted state or federal laws and reasonable judgment.

ARTICLE X EXECUTION OF PAPERS

Section 1 - Execution of Papers

Except as the Board may generally or in particular cases otherwise so authorize, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and obligations made, accepted or endorsed by Ruachway shall be signed by the Chairman and the Director or such other person(s) designated by the unanimous consent of the Board

ARTICLE XI PERSONAL LIABILITY

Section 1 - Personal Liability

The Board, Officers, and Employees of Ruachway shall not be personally liable for any debt, liability, or obligation of the Organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Organization may look only to the funds and property of the Organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Organization.

ARTICLE XII FAITH & DOCTRINE

Section 1 – Articles of Faith

All members of the Board and of the Order must personally subscribe to the Christian Faith as described in the Design.

Section 2 – Doctrinal Positions

The Director may determine for the Organization particular doctrinal parameters for the teaching of the Organization provided such parameters occur within the Statements of Faith of the Design. These Official Positions must be approved by a majority vote of the Order and a majority vote of the Board.

- Anyone associated with Ruachway, while acting in the name of the Organization, must agree to refrain from speech, action or implication that is contrary to the Organization's formal position as adopted according to this Section.

These positions are not required to be held personally by any member of the Board, the Order, the staff, employees or affiliates.

Following adoption, the Official Positions may be addressed no more than 1 time in a 5-year span if so called by a majority of either the Board or of the Order. The Director or a unanimous call from either the Board or the Order may address the positions more often than the 5 year limitation.

ARTICLE XIII MISCELLANEOUS

Section 1 – Other Operational Procedures

Other manners of operating, customs, etc shall be provided for in a separate document and approved by the Board annually.

Section 2 - Disposition of Assets.

In the event of the dissolution of Ruachway, the assets of the Organization shall be distributed by the Board in accordance with the purposes of Ruachway.

ARTICLE XIV AMMENDMENTS

Section 1 - Amendments

These By-Laws may be amended or repealed in whole or in part by a two-thirds vote of the Board and, thereafter such changes must be approved by a majority of the voting members of the Order at a duly called meeting upon 30 days written notice. Such voting as to this Article will extend for a thirty day period after the meeting for those members not voting at the meeting. Said extended voting shall be by written ballot with such safeguards implemented to insure the efficacy of the vote.