

Pray-Tell Ministries, Inc.

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**CONSTITUTION AND BYLAWS
PRAY-TELL MINISTRIES, INC.
KENOSHA, WISCONSIN
PREAMBLE**

For the purpose of establishing and maintaining a religious organization of Almighty God, our heavenly Father; where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, whose names appear upon the Board of Directors of Pray-Tell Ministries, Inc., in Kenosha, Wisconsin, USA, do hereby recognize ourselves as an association of ministers with focus on prayer and evangelism, and adopt the following articles of order and submit ourselves to be governed by them.

CONSTITUTION

ARTICLE I. NAME AND DURATION

The name of said Corporation not for profit shall be Pray-Tell Ministries, Inc. (PTM) and its location shall be in the State of Wisconsin as may be fixed from time to time by the Board of Directors. Its duration shall be perpetual.

ARTICLE II. PREROGATIVES

Section A. Pray-Tell Ministries, hereinafter referred to as PTM, shall have the right to govern itself according to the standards of the New Testament Scriptures, “endeavoring to keep the unity of the Spirit in the bond of peace ... till we all come in the unity of faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of stature of the fullness of Christ.” Eph. 4:3, 13.

Section B. In connection therewith, or incidental thereto, it shall have the right to purchase or acquire by gift or otherwise, either directly or as a trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its Constitution and Bylaws or in the same way be hereafter modified or amended.

ARTICLE III. TENETS OF FAITH

PTM shall accept the Holy Scriptures as the revealed will of God, the all-sufficient, rule of faith and practice, and for the purpose of maintaining general unity, adopts these Statements of Fundamental Truths.

1. The Scriptures Inspired. The Bible is the inspired Word of God, a revelation from God to man, an infallible rule of faith and conduct, and is superior to conscience and reason, but not contrary to reason. II Tim. 3:15-17; 1 Peter 1:23-25; Heb. 4:12.

2. **The One True God.** The one true God has revealed Himself as the eternally self-revealed “I AM”; and has further revealed Himself as embodying the principles of relationship and association; i.e. as Father, Son and Holy Ghost. Deut. 6:4; Mark 12:29; Isaiah 43:10; Matt. 28:19.
3. **Man. His Fall and Redemption.** Man was created good and upright, for God said, ‘Let us make man in our image, after our likeness’ But man, by voluntary transgression, fell and his only hope of redemption is in Jesus Christ the Son of God. Gen. 1:26-31; 3:1-7; Ron 5:2-2 1.
4. **The Salvation of Man.**
 - a. Conditions to Salvation
The grace of God which brings salvation, has appeared to all men, through the preaching of repentance toward God and faith toward the Lord Jesus Christ; man is saved by the washing of regeneration and renewing of the Holy Ghost, and being justified by grace through faith, he becomes an heir of God according to the hope of eternal life. Titus 2:11; Romans 10:13-15; Luke 24:47; Titus 3:5-7.
 - b. The Evidences of Salvation
The inward evidence, to the believer of his salvation, is the direct witness of the Spirit. Romans 8:16. The outward evidence to all men is a life of righteousness and true holiness.
5. **Baptism in Water.** The ordinance of baptism by burial with Christ should be observed as commanded in the Scriptures, by all who have really repented and in their hearts have truly believed in Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in the newness of life. Matt. 28:19; Acts 10:47-48; Romans 6:4.
6. **The Lord’s Supper.** The Lord’s Supper, consisting of the elements of bread and the fruit of the vine, is the symbol expressing our sharing the divine nature of our Lord Jesus Christ, a memorial of His suffering and death and a prophecy of His second coming, and is enjoined on all believers “until He comes.” John 6:49, 51, 53-57; Luke 22:19-20; II Peter 1:4; I Cor. 11:26.
7. **The Promise of the Father.** All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, and Baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of spiritual gifts and their uses in the work of the ministry for life and service. Luke 24:49; Acts 1:4-8; I Cor. 12:1-32. This wonderful experience is distinct from and subsequent to the experience of the new birth. Acts 2:38; 10:44-46; 11:14-16.
8. **The evidence of the Baptism in the Holy Ghost.** The full consummation of the Baptism of believers in the Holy Ghost is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, and by the subsequent manifestation of spiritual power in public testimony and service.
9. **Entire Sanctification.** The Scriptures teach a life of holiness, without which no man shall see the Lord. By the power of the Holy Ghost we are able to obey the command, “Be holy, for I am holy.” Entire sanctification is the will of God for all believers, and should be earnestly

pursued by walking in obedience to God's work. Heb. 12:14; I Peter 1:15, 16; I Thess. 5:23, 24; I John 2:6; Romans 8:3, 4.

10. **The Church.** The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the General Assembly and Church of the Firstborn, which are written in heaven. Eph. 1:22; Eph. 2:19-22; Heb. 12:23.
11. **The Ministry and Evangelism.** A divinely called and scripturally ordained ministry has been provided by our Lord for a twofold purpose: (1) the evangelization of the world, and (2) the edifying of the Body of Christ. Mark 16:15, 20; Eph. 4:11-13.
12. **Divine Healing.** Deliverance from sickness is provided for in the atonement, and is the privilege of all believers. Isa. 53:4; Matt. 8:16; Mark 16:18; John 5:14.
13. **The Blessed Hope.** The resurrection of those who have fallen asleep in Christ and their translation, together with those who are alive and remain unto the coming of the Lord, is imminent and is the blessed hope of the church. I Thess. 4:16, 18; Rom. 8:23; Titus 2:13; I Cor. 15:51, 52.
14. **The Millennial Reign of Jesus.** The revelation of the Lord Jesus Christ from heaven, the salvation of national Israel, and the millennial reign of Christ on the earth is the scriptural promise and the world's hope. II Thess. 1:7; Rev. 19:11-16; Rom. 11:25, 27; Rev. 20:1-7.
15. **The Lake of Fire.** The devil and his angels, the beast and the false prophet, and whosoever is not found written in the Book of Life, shall be consigned to everlasting punishment in the lake which burns with fire and brimstone, which is the second death. Rev. 19:20; 20:1-15.
16. **The New Heavens and the New Earth.** We, "according to His promise, look for new heavens and a new earth wherein dwells righteousness." II Peter 3:13; Rev. 21:1.

ARTICLE IV. OFFICERS

There shall be a Board of Directors consisting of the President, and not less than three nor more than five Directors to whom shall be committed to the management of the affairs of the Corporation. The Board of Directors shall be trustees of the Corporation and shall be custodians of all property of the Corporation.

Section 1. The President of the Corporation shall preside over all meetings of the Board of Directors.

Section 2. Nominated Board of Directors candidates shall be elected by the current board at the annual business meeting. Their term of office shall be three years, with the option to serve a second concurrent three year term; and/or until their successor in office is duly qualified, approved and elected.

Section 3. The Board of Directors shall elect from their Board: a President, Vice-President, Secretary, and Treasurer, at the annual meeting of the Corporation, to serve until the following annual meeting.

Section 4. A Board of Advisors committee may be established to serve PTM and its President. They shall be appointed by the President and shall serve in consultation with the President in matters pertaining to the spiritual life of the ministry.

ARTICLE V. MEETINGS

There shall be an annual business meeting of the Corporation.

ARTICLE VI. PROPERTY

All property of PTM shall be deeded to PTM and held in its name. No real property of PTM shall be sold or purchased without a two-thirds majority of the Board members who are in attendance at a regular meeting or a special meeting of PTM which has been called for the consideration of the proposal.

ARTICLE VII. AMENDMENTS

Amendments to this constitution may be made by a two-thirds majority vote of the Board members at any regular or special business meeting of PTM that is called for that purpose, providing such change has been approved by the Board.

BYLAWS

ARTICLE I

DEFINITIONS

Wherever used in this Constitution and Bylaws, the term ‘Corporation shall mean the same as Pray-Tell Ministries, Inc. Wherever used herein the term “Board/Board Member” shall mean Board of Directors.

ARTICLE II

OFFICES

Until otherwise located by the Board of Directors, the principal office of PTM of Kenosha, shall be at 5001 - 26th Street, Kenosha, Wisconsin, USA 53144. The Board may select by resolution other or additional offices from time to time.

ARTICLE III

PARLIAMENTARY ORDER

Business meetings of PTM shall be governed by the accepted standards of parliamentary procedure, using Robert's Rules of Order as a guide, in keeping with the spirit of Christian love and fellowship.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board of Directors.

- A. **General Powers.** The business affairs of the Corporation shall be managed by the Board of Directors consisting of the President and no more than four Directors. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting.
- B. **Annual Meeting.** PTM shall hold its annual business meeting anytime during the first three months of the year.
- C. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President and Secretary or any three (3) Directors, provided the President of the Corporation has been notified. The person or persons authorized to call special meetings of the Board must select Kenosha, Wisconsin or such other place as previously agreed by a majority of the Board. Phone and/or video conference options are allowable for attendance.
- D. **Notice of Special Meetings.** Notice of any special meeting shall be given at least seventy-

two (72) hours previously thereto by written notice delivered electronically, personally, or via mail to each Director at their place of business or home address.

- E. **Quorum.** Except as otherwise provided, a majority of the number of Directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.
- F. **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or by these Bylaws.
- G. **Removal of Directors.** Any Director may be removed from the Board for any reason deemed sufficient according to Matt. 18:15-17 and Gal. 6:1, by the affirmative vote of two-thirds (2/3) of the Directors then in office at a special meeting held for that purpose.
- H. **Qualifications.** Directors shall be men or women of mature Christian experience and knowledge, ordained Christian ministers who align with PTM Fundamental Beliefs, and who shall meet the biblical principles as set forth in Acts 6:3-7; I Tim.3:1-13; and Titus 1:6-9.
- I. **Tenure.** Directors shall hold office for a term of three (3) years, or until death or resignation within that term. Directors may be re-elected for an additional term of three (3) years. Each director shall hold office for a term of three (3) years, and may be re-elected for an additional term of three (3) years or until a successor has been elected and qualified. Once a successor is established, the replaced Directors shall then be ineligible to hold office for one (1) year or until the next annual business meeting of the Corporation.
- J. **Special Committees.** Special Committees may be appointed by the President or the Board to perform such duties as may be assigned by the Board of Directors.
- K. **Board Compensation.** Members of the Board shall receive no compensation for their services as directors, but may be reimbursed for direct expenses incurred in their service, as may be approved by the Board. Board members may receive compensation, as approved by the Board, for extended management duties beyond the role of his/her elected office.

Section 2. Board of Advisors.

- A. **Duties.** The Board of Advisors shall serve the ministry and its President. Their responsibilities shall include the following:
 - i. Assist in the administration of the discipline of the Board of Directors,
 - ii. Consult with the President in all other matters which shall be submitted to them.
- B. **Appointment.** Following the annual meeting of the Corporation each year, and as the President chooses, the President may appoint members to serve on the Board of Advisors until the following annual meeting of the Corporation. The President shall appoint such a number of Advisors as is deemed necessary.
- D. **Qualifications.** Advisors shall be considered mature men or women of honest report, in alignment with PTM's Fundamental Beliefs, and capable of spiritual leadership whose life and conduct shall conform to the following Scriptures: I Tim. 3:2-9; Titus 1:6-9; I Peter 5:2-3.

ARTICLE V

OFFICERS

Section 1. Number. The Board of Directors shall elect, from their Board a President, Vice-President, Secretary, and Treasurer at the annual meeting of the Corporation to serve until the following annual meeting, and such additional officers as may be designated from time to time by the Board of Directors. Each officer shall hold office until a successor has been duly elected and except in the case of resignation or removal from the Board.

Section 2. Removal and Vacancies. Any officer referred to in Section 1, may be removed from the Board of Directors by a majority vote at any regular or special meeting. Any vacancy in office may be filled by the Board of Directors at any regular or special meeting.

Section 3. President. The President shall be the principal executive officer of the Corporation and, along with the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors or appoint an Officer to preside during any absence. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general may perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be considered the spiritual overseer of the ministry and shall direct all of its activities. The President shall be an ex-officio member of all committees or departments.

Section 4. Vice President. The Vice President shall in general supervise and control all of the business and affairs of the Corporation in the absence of the President. The Vice President shall also assist with presidential duties, serve as a spokesperson, and complete special duties as requested by the President.

Section 5. Secretary. The Secretary shall ensure that (a) corporate records and minutes of the Board of Directors meetings are maintained in printed and/or electronic form provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the law; (c) and the seal of the Corporation is affixed to documents as necessary, the execution of which is duly authorized by the Board of Directors; and in general, performs all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

Section 6. Treasurer. The Treasurer shall ensure (a) charge, custody, and responsibility for all funds and securities of the Corporation; (b) receipt of and acknowledgment for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such financial institution or other depositories as shall be selected by the board of Directors; and in general performs all duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President.

ARTICLE VI

CORPORATE PROPERTY

Section 1. The Board of Directors shall have the oversight of all real or other property of PTM.

Section 2. All property of PTM shall be taken, held, sold, transferred, assigned, or conveyed by the Corporation in its corporate name; any two officers may execute a conveyance of corporate property.

Section 3. No real property of PTM shall be sold or purchased except by such action of the Board of Directors with a minimum of two-thirds vote at a regular or special meeting of PTM. The President and Secretary of PTM shall certify in such conveyance that the same has been duly recommended and authorized by the vote of the Board of Directors.

Section 4. Instruments of conveyance, transfer, or encumbrance of real or other corporate property of the Corporation shall be signed by the President in the name of the Corporation, which instrument shall be attested to by the Secretary or such other officer designated by the Board of Directors.

Section 5. In case PTM should cease to exist as a ministry, all of its assets remaining after payment to creditors shall be distributed to such organizations for the cause of Christ, organized and operated exclusively for and as charitable, religious, and educational purposes under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors may determine.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Increases in contract indebtedness cannot exceed an accumulated 25% of the annual general fund at any time without approval of two-thirds (2/3) of the Board of Directors present.

Section 2. Checks, Drafts and the Like. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Corporation. No part of the assets of the Corporation shall at any time inure to the benefit of any Director.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such financial institutions or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution,

gift, bequest or devise for the general or specific purpose of the Corporation aligning with its organizational mission.

Section 5. Bonding. Any officer or officers, agent or agents, other than the Treasurer or President authorized to write drafts or checks or receive monies of the Corporation may be required by the Board of Directors to be bonded, the cost of the bond being assumed by the Corporation.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of this Corporation shall be January 1 through December 31.

ARTICLE X

MINISTERIAL ASSOCIATION

Section 1. License of Ministry. A license to minister is granted to those who have a clear evidence of a divine call; who have completed the educational requirements as set forth by the Board of Directors; and who devote a part or all of their time to Christian service where there is a need for this credential to accomplish ministry, such as preaching, performing weddings, funerals, or other ministry-related services. The license is granted by PTM with the approval of its Board of Directors. The license may be revoked at the discretion of the Board of Directors for biblical disqualification (Acts 6:3-7; 1 Tim. 3:1-13; Titus 1:6-9) or for behavior unbecoming a minister of the gospel and/or PTM.

A. Educational Requirements:

1. Diploma or certificate level from a Bible institution or organization offering courses in Bible survey, prayer, and practical ministry.
2. Ministry life experience will also be taken into consideration.

B. Application Approval Process:

1. Candidates must submit the PTM ministry application for review of educational and ministry qualifications.
2. Candidates are to have an interview with an approved PTM Board member prior to approval of licensure. The interview must be in live form, whether in person, over the phone, or video conference.

C. Minimum Age Requirement:

1. Ministerial applicants must be at least 21 years of age to apply.

Section 2. Ordination. Licensed ministers have the option for ordination with PTM when they have held or are holding a license with PTM or an approved ministerial organization for a minimum of two consecutive years with good standing in a pastoral type ministry.

ARTICLE XI

AMENDMENTS

Amendments to the Bylaws may be made by a two-thirds (2/3) majority vote at a regular or special business meeting of the Corporation called for that purpose, providing such change has been approved by the Board and due notice of such proposed change shall have been made at least two (2) weeks preceding the time for such meeting.

ARTICLE XII

WHISTLEBLOWER PROTECTION

Section 1. PTM requires Directors, Officers, employees, and volunteers to observe high standards of business, personal, and moral ethics in the conduct of their duties and responsibilities. It is therefore the responsibility of all Directors, Officers, employees, and volunteers to report violations or suspected violations in accordance with the policy below.

Section 2. No Director, Officer, employee, or volunteer who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequence. Retaliation against the reporting individual is subject to discipline up to and including termination of ministry licensure, employment, volunteering, and/or removal as an Officer or Director.

Section 3. Anyone filing a complaint must be acting in good faith and have reasonable grounds for believing the information disclosed indicating a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Complaints may be submitted to the President or any Director on a confidential and/or anonymous basis. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ARTICLE XIII

CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- A. The interest of such an officer or director is fully disclosed to the Board of Directors.

- B. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- C. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
- D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- E. The minutes of the meeting at which such notes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIV

ADOPTION

This Constitution and Bylaws was adopted by the Board of Directors of this Corporation this twenty-fifth of March, 2024.