

BYLAWS OF
LIFE BUILDERS MINISTRIES INTERNATIONAL

I

NAME

The name of the organization shall be called LIFE BUILDERS MINISTRIES INTERNATIONAL hereinafter referred to as the “Ministry” in these Bylaws. The name of the organization may be changed by 2/3 vote of the Board of Directors.

II

PURPOSE AND MISSION

The mission of Life Builders Ministries International is to glorify God by serving humanity in the areas of HIV/AIDS prevention and care; provision of health services to victims of HIV/AIDS and the poor, non formal and formal education of orphans and the poor, and ministry/care for the orphans and homeless; and to promote life and advance human holistic development.

III

AIMS AND OBJECTIVES

The aims and objectives of the organization shall be as follows:

- To mobilize both human and material resources for the fight against the HIV/AIDS epidemic in Africa in general and Nigeria in particular.
- To help raise financial and material resources needed for HIV/AIDS prevention and care through various educational programs around Nigeria and beyond; to collaborate with other agencies involved in the HIV/AIDS program within and outside Nigeria.
- To engage in philanthropy, relief and development projects, and to participate in appropriate social action, to advance knowledge, provide aid, alleviate poverty and suffering; and to establish/promote health and wellbeing of people regardless of race, color or ethnic background.
- To establish and operate institutions and organizations such as hospitals, hospices, orphanages, educational institutions, cottage industries and skills acquisition centers, in order to reach these objectives.
- To promote research and disseminate findings; to publish/distribute journals, books and educational material and resources primarily on HIV/AIDS in Nigeria and Africa.

- To promote and facilitate inter-group (ethnic, cultural and religious) understanding through research, dialogue for the purpose of alleviating poverty and fighting against the HIV/AIDS epidemic in Nigeria and Africa.
- To mobilize the Nigerian Christian community to engage in preaching the good news and engage in good works through social services and community development projects.
- To establish and operate offices and branches, national, regional and international, as may be required for the realization of the mission and programs of the Ministry.
- To source, earn and invest funds and apply the proceeds towards the attainment of the objectives of the Ministry.
- To network and collaborate with persons, ministries and organizations anywhere in the world, whose objectives are compatible with the mission and objectives of the Ministry.

IV

RIGHTS & POWERS

This Ministry shall have and exercise all rights and powers conferred on non-profit corporations in the state of Illinois. The Ministry shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of a non-profit organization.

V

BOARD OF DIRECTORS

There shall be a Board of Directors made of persons of proven integrity and character, who are born again and of good reputation with those inside and outside the Church. Also, they shall be committed to the fundamental mission, core values and aims and objectives of the Ministry as spelled out in the Articles of Incorporation and herein.

VI

BOARD STRUCTURE

- The Board shall be a minimum of 5 and maximum of 25 members.
- Each Board member shall serve for a minimum of two years, which term may be renewed by a majority vote of the remaining Board members up to four times, for a total term of eight years.
- In case of any vacancy mid-term, The Board of Directors shall have the right to approve or disapprove by majority vote, nominees presented for a seat on the Board of Directors.
- Fifty percent (50%) of the Board members shall constitute a quorum at meetings of the Board of Directors. No member shall be entitled to cast more than one (1) vote at any proceeding. Board

members shall be entitled to cast only his/her vote. No absentee votes or proxy votes are permitted.

- The regular officers of the Board (the executive committee) shall be the Chairman, Vice Chairman, Secretary, Treasurer, and President of the Ministry as ex officio. These officers shall be elected for a two year term and may be re-elected by a majority vote of the Board for an additional two year term. No board officer shall serve more than two consecutive terms in the same position. The President of the Ministry shall not be subject to term limitations.
- A director may resign at any time upon written notice to the Board of directors. A director may be removed with cause, by a majority of the remaining directors.

VII

BOARD POWERS

In addition to other powers given to the Board by the Articles of Incorporation and these Bylaws, the Board of Directors:

- Shall conduct, manage and control the affairs and business of the organization.
- Shall carefully supervise the allocation of all funds given to the organization whether public or private sources so that they best serve the purpose for which the organization was formed and for which the funds were intended.
- Shall, as needed, initiate any committee or task force for a specific event or function.
- Shall be permitted to individually resign by submitting a written letter of resignation to the Board.
- Shall form functional committees, whenever necessary. Such committees may include but are not limited to: 1) Finance 2) Planning 3) Executive 4) Public Relations
- Board members serving under the organization shall not receive any compensation for the services rendered.
- Shall identify potential Board members and make recommendations to the executive committee of the Board.
- Shall approve the annual budget of the Ministry in the USA (the budget shall include the cost of running the organization, the staff salaries as well as the budget submitted by the President/CEO of Life Builders Support & Care Ministry International for the field projects in Nigeria).
- Shall appoint the President who shall be responsible for the day to day running of the Ministry.
- Shall make trips to Ministry project sites in Nigeria as may be possible and necessary (each Board member is encouraged, but not required to make at least one trip in four years).

VIII

POWERS AND DUTIES OF BOARD OFFICERS

Chairman/ Chairperson

The Chairperson shall diligently seek the Lord's will and direction for the Ministry and shall provide general oversight to safeguard and ensure the fulfillment of its purpose of existence. The Chairperson shall be a director of the organization and will preside at all meetings of the Board of Directors. The Chairperson shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

It is necessary for the Chairperson to work with the President of Life Builders Support and Care Ministry International for the smooth running of the organization.

Vice Chairperson

The Vice-Chairperson shall be a director of the organization and will preside at meetings of the Board in the absence of or request of the Chairperson. The Vice-Chairperson shall perform other duties as requested and assigned by the Chairperson, subject to the control of the Board of Directors.

Executive Secretary

The Executive Secretary shall be responsible for handling correspondence, legal and corporate documents of the Ministry. He/she shall be responsible for recording, maintaining and reporting minutes of Board meetings and the annual meeting. Where necessary, a recording secretary may be elected or appointed to assist the Executive Secretary with the recording and keeping of minutes and other duties as shall be determined.

Treasurer

The Treasurer shall receive, bank or otherwise safe-keep all funds, and shall make payments out of such funds according to approved guidelines of the Board. He/she shall maintain accurate records of all financial transactions obtaining approval from the Executive Committee for major expenditures. He/she shall prepare and give financial reports of the Ministry to the Board.

President

The President whose employment shall be full time shall:

- Make proposals to the Board for the appointment of the senior staff for the Secretariat and recruit technical and administrative personnel with the limits of established posts.

- Exercise disciplinary powers over the personnel of the Secretariat in accordance with such regulations as may be established by the Board.
- Present annually to the Board detailed budget proposals and provide a certified statement of the account of the previous year.
- Maintain custody of the common seal of the organization.
- Represent the organization on occasions, subject to the provisions of these bylaws.
- Accept subscriptions and donations in the name of the organization with the approval of the Board.
- Perform all other functions, which are incidental to the office for fulfilling the aims and objectives of the organization.

IX

ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held at such time as the Board of directors may designate for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Special meetings of the shareholders may be called either by the president, by the board of directors or by the holders of not less than one-fifth of all the outstanding shares of the corporation entitled to vote on the matter for which the meeting is called. The Board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

X

INFORMAL ACTION BY THE BOARD

The authority of the Board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

XI

ADVISORY COUNCIL

The Board, at its option, may appoint an advisory council. The purpose is to draw upon the experience of the advisory council's members. The members of the advisory council shall not be deemed as officers of the organization or members of the Board of Directors unless as elected as such.

XII

DISBURSEMENT OF FUNDS

All funds received by the Ministry shall be deposited into appropriate accounts and shall be disbursed to implement the various programs approved by the Board. At least two signatures of officers, usually the President and Treasurer, or their specially designated representatives from the Board, shall be required on any checks paid out on behalf of the Ministry.

XIII

INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS OF THE ASSOCIATION

The organization shall, to the maximum extent and in manner permitted by law as applicable to non-profit organizations, indemnify each of its Board members and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Ministry.

XIV

CHANGES IN BYLAWS

Amendment of the Bylaws shall require two readings, and shall be adopted by an affirmative vote of 2/3 of the Board present at any given Board meeting. Each member shall receive a copy of the proposed amendment in writing at least 7 days prior to the first reading of the Bylaws amendment.

Unless otherwise specified, such amendments become effective on the day of the vote.

XV

DISSOLUTION OF THE ORGANIZATION

If valid reasons exist, the Board may call upon its active members to dissolve the Ministry. In such an event, the procedures to be followed and the disbursement of funds available will be specified in the resolution of dissolution.