



WFM Missions Base / 3243 Wind and Fire Dr. Marion, IA 52302 • Midwest Prayer Center/ 2987 Worship Cir. Marion, IA 52302
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BY - LAWS

of

Wind and Fire Ministries Inc.

Also known as (WFM Inc., and the WFM Missions Base)

1. ARTICLE I: BASIS FOR EXISTENCE and DESCRIPTION

Section 1. Basis for Existence

1. WFM Inc. believes that faith in Jesus Christ should demonstrate itself in actions of spiritual growth, founded in intimacy with Jesus Christ.
2. We feel this is best expressed through intimate prayer and dedication to the process of personal transformation into the likeness of Jesus Christ in character, power and deed.
3. Specifically, this organization has as it's purposes to know God and to make Him known in the earth primarily through the releasing of intercessory missionaries who are members of this order and to establish a night and day 24/7 places of worship and intercession.
4. This nonprofit Corporation is an extension of the Church-at-large and operates in the standards and form of the church as described in the Bible and as such is faith based.
5. This organization is organized and operated exclusively for religious, educational and charitable purposes within the meanings and definitions of the IRS Tax Code.
6. This corporation may engage in any lawful act, business of activity which may seem to the Advisors, Board and Leadership and Leadership team capable of being conveniently or advantageously carried on or done in connection with the above stated objectives.
7. No substantial effort or activities shall be engaged for the furtherance of any political propaganda, party or to influence legislation of any kind. All activities shall move in spirit and intent pertaining to contributions and activities of a nonprofit corporate entity, church or religious operation as described and restricted to in the Internal Revenue Service tax code.

ARTICLE II: MISSION AND VISION

The Mission of the corporation shall be to foster spiritual wisdom and understanding through intimacy with Jesus Christ. A primary vehicle of releasing intimacy is the night and day house of prayer movement and Wind and Fire Ministries is dedicated to the establishment, growth and spiritual maturity of the Midwest Prayer Center, a regional night and day house of prayer.

The vision of the corporation shall be the following:

1. To provide opportunities for intensive spiritual growth through the impartation of the Holy Spirit, teaching, worship and intercessory prayer. All firmly squared upon the written Word of God
2. To assure safe and mature methods in seeing the body of Christ rise to fullness.
3. To see the seedbed of all ministry efforts to be firmly planted in a prayer furnace of night and day 24/7 worship and intercession.
4. Step firmly into the destiny for our Midwest Regional sphere of influence to house a spiritual training facility and raise up young men and women into their purpose and calling in Jesus.
5. To provide an outlet through volunteerism to those who would like to growth their hearts as they transform, and in the process of reaching a region with a firm message of Intimacy, Power and the fullness in Christ.

ARTICLE III: LOCATIONS, DURATION, PREGOGATIVES

Section 1. Locations.

- a. The office of the corporation will be located at: 7300 Railway St Palo, Iowa 52324
 - a. *(superceded 2/14/02)* 207 Robins Road Hiawatha, Iowa, 52233
 - b. *(superceded 11/14/02)* 3000 County Home Rd Marion, IA 52302
 - c. *(superceded 5/11/03)* 2976 County Home Rd Marion, IA 52302
 - d. *(addition 2/10/04)* PO Box 126 Hiawatha, IA 5223
 - e. *(addition 10/22/06)* 3243 Wind and Fire Dr. Marion, IA 52302
 - f. *(additional facilities 10/22/06)* Midwest Prayer Center 2987 Worship Circle Marion, IA
- b. WFM Inc. may also have offices and places of ministry at such other places as the, Advisors, Executive Team and/or Leadership Team recommend or may from time to time determine or the efforts of the ministry may require.

Section 2. Duration

1. This corporation is a public benefit corporation, not of secret order.
2. The period of its duration is perpetual.

Section 3. Prerogatives

1. WFM Inc. shall have the right to govern itself in accordance with the constitution and by-laws herewith set forth or as the same may be hereafter modified and amended.
2. The Corporation shall be empowered to receive by gift, devise, bequest, or purchase or by any other means, property of all kinds, real, personal, or mixed, and to have and to hold and use the same, in trust or in fee, and to transfer or dispose of in any lawful manner.

ARTICLE IV. FINANCIAL

1. The capital of the corporation is formed by everything that was meant to be the corporation's capital at the time of formation and/or later obtained by purchase or donation.
2. The primary source of financial support will come from donations from members, staff and friends of the ministry.
3. All checks or demands for money and notes of the corporation shall be signed by such leadership such other person or persons as the Executive Team may from time to time designate.
4. All financial bookkeeping shall be handled by a trained individual in the tasks and purposes required. This function shall report to the Executive Company.
5. No part of earnings or the corporation shall inure to the benefit of, or be distributable to it's staff or leadership except that of:
 - direct support as qualified full or part time missionary
 - payment for services rendered.
 - or in furtherance of the purposes set forth in Article I., 1 above.

ARTICLE V. LEADERSHIP STRUCTURE AND MEETINGS

1. **Volunteerism:** All positions within the Wind and Fire Ministries Missions Base (WFM Inc.) or the Midwest Prayer Center (MWPC) are voluntarily inspired efforts.
2. **Ministerial Covering:** The Ministry of WFM Inc. shall be under the ministerial covering of a governing organization that provides accountability and assistance with spiritual and natural matters pertaining to ministry. The organizations providing covering shall meet with WFM Inc. leadership at a minimum of once per year. While it is not required, staff ministers would be further recommended to maintain ministerial credentialing with the covering organization.
3. **Advisors/Overseers:** To be selected and invited annually by the attendees of the prior ministry year's leadership retreat by letter of invitation with description of responsibilities. These advisors are to be men or women of God in ministry at large, selected by their experience and heart to facilitate the dual roles of:

a. ADVISOR:

- i. To input wisdom and advice, serving the WFM Missions Base Executive team as needed and available.

b. OVERSEER:

- i. When '**CRITICAL CONDITIONS**' exist, the Advisors team transitions to a team of overseers where they will self-appoint a team of three overseers from within, to provide immediate supervision to the Missions Base Leadership team in lieu of the Executive team. Executive team functions shall remain in operation by those Executive Team members not directly involved with the Critical condition or as the Overseers see as appropriate.

- ii. **CRITICAL CONDITION:** Is defined as an event, series of events or time period where conditions resulting in the leadership integrity of the Executive Team has been appropriately called into question. These conditions may include some, part or none of these type of situations:

1. **Financial Indiscretion**
2. **Moral Indiscretion**
3. **Operational Indiscretion**
4. **Public Accusation**
5. **Media Accusation**
6. **Devastating natural or man-made condition resulting in the disablement of the executive team.**
7. **Other items or issues not listed but determined by the Advisors to be a condition compromising the integrity of the Executive Team.**

- iii. **INITIATION OF CRITICAL CONDITION:**

1. The Executive Team may declare a critical condition at any time
2. After following biblical Matthew 18 protocol, a group of three active Leadership staff may bring a case for 'Critical Condition' to an advisor for consideration
3. After internal collaboration, two agreeing Advisors may declare a 'Critical Condition'

- iv. **TERM:** They are termed for a one (1) calendar year ministry period serving from point of invitation to the end of the following calendar year or as detailed in the invitation.

- v. **QUANTITY:** An advisory/overseer team must be continually established with no less than five (5) and no more than seven (7) members.

- vi. **EXPECTATION:** They are utilized independently of each other and in their own specialty areas of wisdom, knowledge and experience unless a 'critical condition' exists.
- vii. **REPORTING:** The Executive Team shall provide, in a timely manner, whatever information may be requested by the Advisory/Overseer members at any time. All quarterly and annual financial reports provided to the covering organization will also be forwarded as courtesy copy to the Advisory/Overseer board.
- viii. **LEGAL EXPOSURE:** These advisors are in no way legally responsible for the actions, ministry operations or ramifications of their advice, however are simply providing spiritual wisdom and understanding for the benefit of the whole of the organization.
- ix. **MINISTRY REFERENCE:** They are not to hold active leadership team positions, in order to insure their outside perspective.
- x. **EXCEPTION:** Advisory Team may consist of up to two (2) Advisors who may hold general, non-leadership, staff positions, however, may not participate as part of a three (3) member Overseer team, when 'Critical Conditions' exist. Nor may they be one (1) of the Advisors to declare a 'Critical Condition'.

4. **Executive Team:** is responsible for all decisions involving, property, vehicles, financials, purchases, sales, donations, benevolence, organizational changes and any other decision deemed ancillary or critical to the overall operation of the ministry. The Executive Team shall consist of three senior level management positions.

- a. Chief Executive Officer (CEO)
- b. Chief Operations Officer (COO)
- c. Chief Financial Officer (CFO)
- d. Selection Process:
 - i. Prior to the completion of the prior year's ministry term, the acting selection body of the Leadership team shall receive into service the Chief Executive Officer.
 - ii. The Chief Executive officer shall then appoint the following officer positions:
 - 1. Chief Operations Officer (COO)
 - 2. Chief Financial Officer (CFO)
 - iii. The Executive Team shall also appoint the following Leadership Team Positions:
 - 1. One (1) Senior Pastor and the appropriate number of Missions Base Staff Pastors to meet the demand for staff function and care.
 - 2. Company Directors
 - 3. Placement Stipulations:
 - a. Members of the active Executive team may not serve in the capacity of a company director.
 - b. Members of the active Executive team may serve in the capacity of Pastor.

- c. Background checks will be established prior to any final placement of Executive Team members
 - d. Initial selection of Advisory members will be resolved by the annual Leadership Retreat participants, invitations issued by the incoming executive team and should the need arise for replacements, ad-hoc selection will be made by the sitting Executive team.

- 5. **Staff Care Pastors:** The WFM Missions Base, due to its unique nature of large numbers of volunteer staff, utilize Staff Care Pastors to minister to, support and encourage the active staff of the Missions Base. These Staff Pastors do not minister to the public at-large but defer public requests to their local church Pastoral team.

- 6. **Company Directors:** Every ministry area that has emerged, developed and has been embraced as part of the fabric of WFM shall be represented at the monthly Leadership meetings by a Director level staff serving each area of ministry. This position will be applied for through the approved Human Resources procedure & guideline handbook.

- 7. **Staff:** Any individual who has applied for a given voluntary role, interviewed and offered the voluntary role by appropriate direct leadership, shall now be considered 'staff'. This status shall remain in place for the current calendar year unless revoked, suspended, placed in-active, released, sent or surrendered.

- 8. **Status of Staff**
 - a. All staff is considered ACTIVE for a period not to exceed the current calendar year.
 - b. A staff person is moved to INACTIVE following three unexcused ALL-STAFF meetings during the ministry year.
 - c. A staff person may be moved to inactive for repeated or unresolved discrepancies involving the 7 Points of Climate or ethical discrepancies without resolution, or as deemed by the Executive Team.
 - d. A staff person may be moved to inactive status or moved to removed status for unresolved violations of the WFM Staff Handbook.

- 9. **Managed Organizations**
 - a. There may be specific organizations that are overseen by the WFM Missions Base. These organizations have agreed to have the WFM Missions Base provide input or services to these managed organizations as determined by 'Managed Organization' contract.
 - b. To qualify under the WFM Missions Base as a Managed Organization, the organization must.
 - i. Carry it's own IRS Federal Tax ID #
 - ii. Carry appropriate State of Iowa corporate and current recognition.
 - iii. Hold separate financial institution bank accounts
 - iv. Be current in annual IRS filings
 - v. Must have a 'Management Team'

10. Meetings:

- a. **Covering Ministry**: Will meet as frequently as needed individually with local state leadership as covering guidelines now include quarterly reports and quarterly meetings with leadership.
- b. **Advisors**: Will meet as frequently as needed individually, however it is not necessary that they meet collectively as each of serves a specific role of advisory.
- c. **Overseers**: Should the Advisory board need to activate a three person OVERSEER Board in the event of a 'Critical Condition', then the overseers will meet as self-determined by the OVERSEER Board.
- d. **Executive Team**: The Executive Team shall meet a minimum of monthly and as needed throughout the month.
- e. **Leadership Team**: The Leadership Team shall meet monthly as a group to keep synergy in what issues, progress or activities are happening as a whole.
- f. **Staff**: This will be determined by the specific director for departmental meetings, however, all staff is required to attend the monthly ALL-STAFF meeting or make specific arrangements with their Director in the event of an excused absence.
- g. **All Staff**: There will be required monthly all-staff meetings as described below and will constitute the minimal requirement of an annual meeting of the Staff.

11. **Place of Meetings.**

Meetings may be held in such places within or without the State of Iowa as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

12. **Section 6. Special Meetings.**

Special meetings of the full staff, for any purpose or purposes, unless otherwise prescribed by statute, may be called if any of the Executive Company, Advisors or over 50% of the Leadership team deem appropriate.

13. **Section 8. Presiding Officer; Order of Business.**

- a. All Executive Team meetings and Leadership Team meetings shall be chaired by a leadership representative beginning with Executive Company representation first then a Leadership Team representative should a Executive Company representative not be present. Should a Executive

Company or Leadership Team member not be available then the gathering does not represent a WFM Inc. meeting.

b. The order of business shall be as follows:

- i. Open in Prayer
- ii. Call to order for the meeting
- iii. Reading of minutes of last previous annual meeting of staff
- iv. Reports of Executive Company
- v. Reports of Leadership Team
- vi. Miscellaneous business as previously prepared agenda indicates.
- vii. Close in Prayer

ARTICLE VI. GENERAL PROVISIONS

14. Fiscal Year.

The fiscal year of the corporation shall be from January 1st to December 31.

15. Corporate Seal.

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Wind and Fire Ministries Inc." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

16. Corporate Naming

- a. All primary organizational branding shall utilize **WFM Missions Base** unless otherwise appropriate.
- b. All legal documentation referring to the ministry discussed herein shall utilize the naming convention of **WFM Missions Base, Wind and Fire Ministries, Wind and Fire Ministries Prayer Missions Base, Wind and Fire Ministries Inc., or WFM Inc.** These naming conventions shall represent the legal organization of individuals and pursuits of the Lord therein.
- c. References of the '**Midwest Prayer Center**', or shall be utilized in reference not to the organization but to a facility being utilized for ministry purposes. These terms are to represent facilities not organization.

ARTICLE VII. AMENDMENTS

1. Power to Amend

The Executive Team shall have the power to change, amend, delete, alter, or repeal these by-laws, and to adopt new by-laws, from time to time, by an affirmative vote of a majority of the whole Leadership Team and Executive Team as then constituted, provided that notice of the proposal to make, alter, amend, or repeal the by-laws was included in the notice of the leadership' meeting at which such action takes place.

ARTICLE VIII. INDEMNIFICATION

2. Indemnification of Advisors, Executive Company and Leadership.

The Corporation shall indemnify each of its Advisors, Overseers, Executive Company, Leadership Team, and staff whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she is or was a Advisor, Overseer, Executive Company staff, Leadership, or staff of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all rights to which such Advisor, Overseers, Executive Team, Leadership, or staff of the Corporation may be entitled by law or otherwise.

ARTICLE IX. Dissolution

Upon the dissolution of WFM Inc., the Executive Team shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Team shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposed or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

I, the qualified undersigned Executive officer, do hereby certify that the above and foregoing with any ratified amendments is now complete and whole and represents the revised but current By-Laws of Wind and Fire Ministries Inc. (WFM Inc.) originally formed in the state of IOWA on Nov. 6th, 2001.

09-002.A

Revision #

A handwritten signature in black ink, appearing to read "D. C. O. W.", written over a horizontal line.

Authorized Signature

11-25-08

Date _____

End of Corporate Document