

Full Gospel Business Men's Fellowship in America

Minutes of the National Council of Directors April 12, 2007

On the 12th day of April, 2007 the National Directors of **Full Gospel Business Men's Fellowship in America**. (hereinafter "FG/America") met at 1:00pm at the Holiday Inn, 1441 NE Second Avenue, Portland, Oregon 97232 for the purpose of [1] evaluating the mission, ministry, and administration of the Fellowship, [2] setting forth plans and outreach programs, and [3] adopting resolutions for the conduct of business. Present at the meeting were the following National Directors: Robert W. Bignold, Gerald DeFlorio, Stewart A. Kent, Michael P. Neal, Peter M. Reding, Stephen K. Rogers, and Charles W. Spott. Absent due to illness: John A. DiLeo, Jr. and Milton J. Thomas.

The National Treasurer, acting under the authority granted at the Organizational Meeting, duly certified that notice of the time and place of holding this National Council of Directors was timely mailed on March 1, 2007. A copy of the Notice is attached to these minutes as Exhibit 1. Present by invitation were observers and guests from Alberta, Idaho, Massachusetts, New Hampshire, Oregon, Vermont, and Washington.

After an opening Prayer and a brief statement by Peter M. Reding as to the purpose of the meeting, it was unanimously agreed that he should act as Chair and Stewart A. Kent should act as Secretary of this National Council of Directors.

Welcome new National Director. The Chair then stated that it would be appropriate to welcome new National Directors to the National Council of Directors at which time Charles W. Spott, newly ratified non-officer National Director representing Washington state, was warmly received and welcomed to the Council. Mr. Spott executed the form entitled **Consent to Serve as Director, Consent to Doctrinal Statement, and Consent to Conflict of Interest Policy** and took the Oath of Office pledging to serve the Fellowship faithfully. The Consent is attached as Exhibit 2.

Previous Minutes. The Chair then requested the National Secretary to present the Minutes of the Organization Meeting of the National Council of Directors which was held on September 7, 2006. Explanation and brief discussion followed. Minutes were ratified by unanimous consent.

Financial Statements. The Chair then presented Financial Statements for the short year ended December 31, 2006 and for the period from January 1 through April 11, 2007, copies of which are attached as Exhibit 3. Explanation and discussion followed. The National Treasurer stated that the annual Tax Return (IRS form 990EZ) will be filed on or before May 15, 2007.

Financial Oversight Committee. The Chair then stated that it would be appropriate to consider and to appoint a Financial Oversight Committee. Discussion followed with respect to the formation of a Committee whereupon the Directors unanimously appointed three Members of the Fellowship to constitute the Financial Oversight Committee, namely Silas Cross, Clyde Kettner, and Milton J. Thomas. It will be the task of the Financial Oversight Committee to assess the recordkeeping

procedures and determine whether a review by an independent accountant is necessary for the period ended December 31, 2006.

Tax and Registration Matters. The Chair reported that FG/America had filed for and was granted exemption from taxation under the provisions of Section 503(c)(3) of the Internal Revenue Code. Further, he reported that FG/America had filed for Group Exemption to cover all of the Chapters under the provisions of Section 501(c)(3) of the Internal Revenue Code. Explanation and discussion followed. It was noted that annual reports must be submitted October 1 of each year listing Chapters added and Chapters closed.

The Chair then reported that FG/America, an Oregon nonprofit, religious corporation, had filed and registered to do business as a ‘foreign corporation’ (that is, as an out-of-state corporation) in the States of Florida and Washington. Brief explanation followed with the caveat that renewals with filing fees are required annually.

Membership. The Chair then reported that there were approximately eighty Members as of March 31, 2007. Explanation and discussion followed, noting that there were twelve Chapters at the present time, namely two in Florida, five in Oregon and SW Washington, four in western Washington and the All-America Chapter for Members in other states.

The Chair then stated that it would be appropriate to consider and adopt a revised and updated dues schedule for Members. The National Treasurer stated that the current one-rate schedule was impeding some of the elder citizens with fixed income from joining the Fellowship. He also stated that he believed there were Members who would be willing to make their membership more supportive. He also reported that broad-based support was needed in order to sustain the ministry of the Fellowship. After further discussion and upon motion duly made and seconded the following resolutions were unanimously adopted.

WHEREAS, the National Treasurer believes the current one-rate dues schedule for Members has inhibited the growth in the Membership of the **Full Gospel Business Men’s Fellowship in America** (hereinafter ‘FG/America’), particularly among elder citizens with limited income; and

WHEREAS, the National Directors deem it appropriate and desirable to establish a broader dues schedule for Members to encourage many of the elder citizens to participate in the active ministry and mission of the Fellowship;

THEREFORE, BE IT RESOLVED, that the National Council of Directors authorizes and approves and hereby does authorize and approve the following dues schedule effective April 12, 2007:

- Regular dues for Men under age 65..... \$ 60.00 per year,
- Regular dues for Honored Citizens (age 65+). \$ 30.00 per year,
- Regular dues for Dollar-a-Day Members..... \$ 30.00 per month,
- Life-time dues for all Men (held in an Endowment Account).. \$ 1,260.00;

FURTHER RESOLVED, that the National Treasurer be and hereby is authorized to

establish automatic monthly processing for the Dollar-a-Day Members by bankcard; and, when appropriate, desirable and available to establish procedure for electronic funds transfer (so-called EFT protocol) directly from bank accounts;

FURTHER RESOLVED that the National Officers of FG/America be and hereby are authorized to prepare, deliver or ratify any instruments, documents, certificates, and instructions and to take any and all action deemed necessary or desirable to carry out the purposes of the preceding resolutions.

Adoption of Logo. The Chair then stated that it would be appropriate to consider and adopt a new logo for FG/America. He recounted the process in which several logo designs were submitted and in turn were submitted to the Directors and other commentators for evaluation. The overwhelming response favored the design submitted by John Cochran of the Salem Chapter, including the heraldic tradition that the logo represented. John Cochran, as an observer of the Council and amid praise from the Directors, recited the heraldic traditions of the logo. Explanation then followed as to the minor modifications of the design and colors that were made to achieve printing and manufacturing requirements relative to size and construction. After further discussion and upon motion duly made and seconded the following resolutions were unanimously adopted.

WHEREAS, several Members of the Fellowship tendered designs for the official logo of Full Gospel Business Men's Fellowship in America (hereinafter 'FG/America'); and

WHEREAS, John Cochran, a Member of the Salem Chapter in the State of Oregon, created and submitted the design that was selected by polling the National Directors and others as the preferred design for use as the official logo of **Full Gospel Business Men's Fellowship in America**; and

WHEREAS, the National Directors deem it appropriate and desirable to recognize all of the Members who submitted creative designs, and, in particular, to recognize John Cochran for his creative effort; and

WHEREAS, the National Directors deem it appropriate and desirable to preserve the original manuscript as part of the archives of the Fellowship;

THEREFORE, BE IT RESOLVED, that the National Directors recommend and do hereby recommend that the National Council of Delegates adopt the design created by John Cochran (as tailored by Nancy Phillips, a professional graphics designer) as the official logo of FG/America; and

FURTHER RESOLVED, that the National Directors recommend and do hereby recommend that the National Council of Delegates authorize the preservation of the original design and accompanying manuscript as part of the archives of the Fellowship; and

FURTHER RESOLVED, that the National Directors recommend and do hereby

recommend that the National Council of Delegates authorize the preparation of a Certificate of Appreciation and an appropriate plaque to be presented to John Cochran at an appropriate time and place; and

FURTHER RESOLVED that the National Officers of FG/America be and hereby are authorized to prepare, deliver or ratify any instruments, documents, certificates, and instructions and to take any and all action deemed necessary or desirable to carry out the purposes of the preceding resolutions.

Authorization for a securities brokerage account. The Chair then stated that it would be appropriate to consider and adopt a resolution authorizing the National Officers to open a brokerage account at a regulated brokerage firm. The primary purpose would be to accept contributions of appreciated securities for the benefit of the ministry of the Fellowship. The National Treasurer reported that a couple of prospective donors had inquired about making such donations to FG/America. He also stated that the National Council of Directors must approve a Resolution to open said account and to authorize transactions with the Brokerage firm. After further discussion and upon motion duly made and seconded the following resolutions were unanimously adopted:

WHEREAS, certain individuals have indicated an interest in contributing appreciated securities to the Full Gospel Business Men's Fellowship in America (hereinafter 'FG/America') in lieu of making cash contributions; and

WHEREAS, the National Directors deem it appropriate and desirable for the conduct of the mission and ministry of FG/America to accept such contributions in accordance with the Internal Revenue Code and the related regulations, procedures, and court decisions; and

WHEREAS, the National Directors deem it appropriate and desirable to establish a securities brokerage account at a regulated securities broker for the purpose of receiving such transfers of appreciated securities and holding said securities and/or the proceeds from the sale of said securities;

THEREFORE, BE IT RESOLVED, that the officers of FG/America be and hereby are authorized to select one or more brokerage firms for the purpose of receiving securities and for the purpose of holding said securities and the cash proceeds thereof for the benefit of FG/America; said brokerage firm may be any branch of any regulated securities broker doing business within the United States;

FURTHER RESOLVED, that the National Treasurer be and hereby is authorized and empowered to open a brokerage account at the Beaverton Branch of TD Ameritrade deemed appropriate and desirable for the conduct of the business of FG/America;

FURTHER RESOLVED, that any one of the following officers of FG/America acting alone, namely, the National President, National Vice President, National Treasurer, and Assistant National Treasurer, be and hereby is authorized and empowered to transfer, endorse, sell, assign, set over and deliver any and all shares of stock, bonds,

debentures, notes, evidences of indebtedness or other securities (including short sales) now or hereafter standing in the name of or owned by FG/America, to purchase stocks, bonds, debentures, notes, evidences of indebtedness or other securities, and to make, execute, and deliver, under the corporate seal of FG/America any and all written instruments necessary or proper to effectuate the authority hereby conferred.

FURTHER RESOLVED, that the National Directors agree and do hereby agree that all transactions in said brokerage account at TD Ameritrade shall be conducted in a cash-type account (vis-a-vis a margin account);

FURTHER RESOLVED, that any one of the following persons: National President, National Vice President, National Treasurer; or Assistant National Treasurers, whose signatures shall be duly certified to said securities broker, be and hereby is authorized to withdraw funds from the brokerage account and hereby is authorized to prepare, deliver or ratify any instruments, documents, certificates, and instructions and to take any and all action deemed necessary or desirable to carry out the purposes of the preceding resolutions.

New outreach: Bible Bee. The Chair then stated that it would be appropriate to consider and to adopt an additional outreach program for FG/America similar to other outreach programs of the Fellowship such as the Godmobile, Airlifts, Prison Ministries, Advances and Rallies, and Conventions. The Chair had invited Roland Jasmin, Founder and Executive Director of the Bible Bee Charitable Foundation, to make a short presentation and lead a brief discussion of the program. After explaining how the program works, who participates, and the general procedures, he stated that ‘Spreading the Word of God, one question at a time’ would constitute an excellent outreach for all of the Chapters of **Full Gospel Business Men’s Fellowship in America**. Here was an opportunity to reach young scholars to learn the Bible and absorb the message of Jesus Christ. He added that additional information was available at www.BibleBee.com.

Discussion among the Directors also supported the view that getting the youngsters involved would attract the fathers of participating children to join the Fellowship as Members and assist in this outreach program and other ministries of the Fellowship. After further discussion and upon motion duly made and seconded the following resolutions were unanimously adopted.

WHEREAS, the National Council believes that ‘Spreading the Word of God one question at a time’, a program offered by the Bible Bee Charitable Foundation, constitutes an excellent outreach for all of the Chapters of **Full Gospel Business Men’s Fellowship in America** (hereinafter ‘FG/America’); and

WHEREAS, the Bible Bee Charitable Foundation has requested FG/America to consider using the Bible Bee competition as a fresh outreach activity with which to reach a young generation of student-scholars; and

WHEREAS, the National Council of Directors has determined that it is appropriate and desirable to establish another outreach to supplement the existing outreaches, namely, the Airlifts program, Godmobile program, Prison ministry, Advances and

Rallies, as well as Conventions and Chapter meetings;

THEREFORE, BE IT RESOLVED, that the National Council of Directors of FG/America authorizes and approves and hereby does authorize, approve, and encourage all of the Chapters to adopt and facilitate the ‘Competition for Young Scholars’ offered by BibleBee; said program to be offered by Chapters to all Christian schools in their respective area; and

FURTHER RESOLVED, that the officers and staff of Bible Bee Charitable Foundation be and hereby are authorized to contact and to provide training and materials to the Chapters as is appropriate and desirable for the conduct of the Bible Bee competition;

FURTHER RESOLVED that the National and Chapter Officers of FG/America be and hereby are authorized to prepare, deliver or ratify any instruments, documents, certificates, and instructions and to take any and all action deemed necessary or desirable to carry out the purposes of the preceding resolutions.

Actions and Transactions on and after July 28, 2006. The chair then announced that before closing the meeting that it would be appropriate to consider the actions and transactions of the National Officers since the formation of FG/America on July 28, 2006. There followed a brief summary and discussion of the actions taken and transactions made by the National Officers. Upon motion duly made and seconded the following resolution was unanimously adopted.

RESOLVED that the National Directors ratify and do hereby ratify all of the actions taken and transactions made by the National Officers since the formation of the Fellowship on July 28, 2006 as actions and transactions for and on behalf of FG/America.

There being no further business to come before the meeting, the meeting was duly adjourned.

/s/ Stewart A. Kent

National Secretary

APPROVED:

/s/ Peter M. Reding

Chair for Meeting