



IOM AMERICA
BY-LAWS
Articles of Incorporation

Updated August 2001-22

IOM AMERICA, INC.
DBA:
IOM AMERICA (THE INSTITUTE OF MINISTRY)
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ARTICLE 1 - NAME

The corporate name of this organization is IOM AMERICA, INC., also doing business as IOM AMERICA (THE INSTITUTE OF MINISTRY) AMERICA & XL-Church.

ARTICLE 2 - OBJECTIVE

2.1 OBJECTIVES

2.1.1 To assist the Church in fulfilling the command of Jesus Christ to make disciples of peoples, and to do so by using and making available teaching, counseling, training, and by mass media to:

2.1.1.1 Proclaim the Gospel of salvation to as many people as possible.

2.1.1.2 Instruct believers in Biblical doctrine and daily Christ-like living - accomplished through one-on-one discipleship, conferences, online development, and a local church service hosted in Sterling, Kansas.

2.1.1.3 Model our message through our corporate and cooperative relationships.

2.1.2 IOM America (The Institute of Ministry) America shall be non-denominational in its scope and affiliation and shall direct its mission of the ministry of evangelism and discipleship to all nations, primarily targeting those in continents other than North America.

2.2. PURPOSE STATEMENT

The purpose of IOM America (The Institute of Ministry) America & XL-Church (Exchanged Life Church) is to help members of the body of Christ to experience, mature in, and communicate effectively the message of identification with Christ in His death, burial, resurrection, and ascension in their various spheres of influence, so that all may know Christ as Savior, Lord, and Life.

Identification truth, also known as the Exchanged Life, is based on Galatians 2:20, *"I have been crucified with Christ, and it is no longer I who live, but Christ lives in me; and the life which I now live in the flesh, I live by faith in the Son of God, who loved me, and delivered Himself up for me."*

Most Christians have been taught that Christ died for their sins; few have been taught the truth of their death in Him. Consequently, few Christians find victory in their lives. Although they know they have been set free from the penalty for their sins (what they do), they have not been taught that they have been set free from themselves (what they are). By their death with Christ, they have been set free from the power of sin in their lives.

Romans 6:6-7, "*Knowing this, that our old man was crucified with Him that our body of sin might be done away with, that we should no longer be slaves to sin; for he who has died is freed from sin.*"

2.3 SUPPORTING FUNCTIONS

- 2.3.1 To lease, rent, purchase, own, operate and sell the real or personal property for its own use to obtain any income from an accumulated fund under the guidelines of said laws.
- 2.3.2 To do and perform such matters and things as are by law allowed and may be reasonable, convenient, and necessary to attain the objectives and ends for which this corporation was organized.

ARTICLE 3 - CHARACTER

3.1 INCORPORATION

IOM America (The Institute of Ministry) America, with the outreach of XL-Church, is a non-profit corporation incorporated in the State of Kansas.
ID Number: 6401665

3.2 ECCLESIASTICAL/POLITICAL

IOM America (The Institute of Ministry) America & XL-Church is non-denominational in its fellowship, evangelical in its testimony, and any purpose or activity of the corporation must be non-political and non-controversial.

ARTICLE 4 - SUPPORT

IOM America (The Institute of Ministry) America & XL-Church shall be supported by the free-will offerings of the Lord's people. Voluntary support of approved Candidates and other such means common to the general practices of other duly recognized mission boards. Those responsible for the funds will seek faithfully to distribute them to meet the need of the work and workers. Every missionary and employee of the organization is expected to recognize that his dependence on the supply of his need is on God and not the human organization.

ARTICLE 5 - DOCTRINAL BASIS

We affirm our belief in the evangelical Christian faith as set forth herewith:

- 5.1 **The Bible** is the divinely and verbally inspired Word of God.
- 5.2 **The Triune Godhead** is in three persons - Father, Son, and Holy Spirit.
- 5.3 **The fall and lost estate of man**, whose total depravity makes necessary the new birth.
- 5.4 **The deity of Jesus Christ**, His virgin birth, death, bodily resurrection, present exaltation at God's right hand, and personal return.
- 5.5 **Salvation through grace** by faith in the substitutionary death and shed blood of Jesus Christ, our Lord, and Savior.
- 5.6 **The resurrection** of the saved unto everlasting life and joy in heaven resurrected the unsaved into everlasting punishment.
- 5.7 **The Church** - the Body, or Bride of Christ, consisting only of those who are born again, for whom He now makes intercession in heaven and for whom He shall come again.
- 5.8 **Christ's Great Commission** to the Church to go into all the world and preach the Gospel to every creature, baptizing and teaching those who believe.

ARTICLE 6 – OFFICES

6.1 REGISTERED OFFICE

The registered office of this organization in the State of Kansas is 127 N. 8th St., Sterling, Kansas, 67579. Mailing, P.O. Box 71, Sterling, KS 67579.

6.2 PRINCIPAL PLACE OF BUSINESS

This organization's and America headquarters' principal place of business is 127 N. 8th St., Sterling, KS 67579.

6.3 BRANCHES

The Board of Directors may establish branches or subordinate places of business or offices at any time. IOM presently has 200+ volunteer representative offices globally.

ARTICLE 7 – TRUSTEES/BOARD OF DIRECTORS

7.1 MEMBERSHIP

- 7.1.1 The Directors of IOM America (The Institute of Ministry) America shall be the Trustees of the Corporation, and the Trustees shall be the Directors, to be known collectively, hereafter, as the Board of Directors.
- 7.1.2 The number of Directors shall be a minimum of three (3) and a maximum of eleven (11). Such numbers may be increased only by action of the Board with the unanimous vote of its members.
- 7.1.3 Criteria for Membership
 - 7.1.3.1 Demonstrated commitment to IOM & XL-Church, its doctrinal statement philosophy, and policies.
 - 7.1.3.2 Mature and growing Christian, evidencing the characteristics Paul describes for elders in 1 Timothy 3 and Titus 1.
 - 7.1.3.3 Strongly committed to the authority of Scripture.
 - 7.1.3.4 Evangelical and conservative in doctrine and theology.
 - 7.1.3.5 An active member of a local church.
 - 7.1.3.6 Impeccable character, integrity, and emotional maturity.
 - 7.1.3.7 Willing and able to invest the time necessary to be an effective Board member.
 - 7.1.3.8 Willing and able to invest financially, regularly, in the ministries of IOM America.
 - 7.1.3.9 A "team player" demonstrating a positive attitude and cooperative spirit.
 - 7.1.3.10 Exhibiting a balanced lifestyle with personal finances in order.
 - 7.1.3.11 Possessing specialized or professional knowledge of benefits to administering the affairs and concerns of IOM and their church planting outreach, preferably with some American or cross-cultural experience.
 - 7.1.3.12 Intellectually curious reader; someone who seeks to be informed about religious and cultural issues relating to the worldwide propagation of the Gospel.

7.2 ELECTION

- 7.2.1 Directors shall be elected for a term of four (4) years.
- 7.2.2 The Board of Directors shall administer a schedule for the rotation of "classes" for its members four-year terms of office, the terms of office of the members of one class expiring each year. As nearly as possible, the same number of directors shall be assigned to each class.
- 7.2.3 Each year, the Directors whose terms expire shall retire, and the new or reelected Directors shall take office at the Board's annual meeting.
- 7.2.4 Upon the death, resignation, or inability to serve of any member of the Board of Directors, a new member may be elected for the unexpired term by a two-thirds vote of the remaining Directors.

7.3 OFFICERS

- 7.3.1 The officers shall consist of a Chairman, a Vice-Chairman, a Secretary/Treasurer, and other officers as the Board of Directors may elect or appoint from time to time.
- 7.3.2 The officers shall hold office for a renewable term of one year.
- 7.3.3 Either the Vice-Chairman or the Secretary may also hold the office of Treasurer.
- 7.3.4 A two-thirds vote may fill vacancies in any office at any properly called meeting of the Board of Directors.
- 7.3.5 The secretary/Treasurer is not necessarily a member of the Board.

7.4 DUTIES OF OFFICERS

- 7.4.1 **CHAIRMAN.** The Chairman shall preside at all meetings of the Board of Directors.
- 7.4.2 **VICE-CHAIRMAN.** The Vice-Chairman shall perform such duties as may be assigned to him by the Board of Directors from time to time. In the case of the Chairman's death, disability, or absence, he shall assume the chair.
- 7.4.3 **SECRETARY.** The Secretary shall keep a record of the minutes of all meetings of the Board of Directors; shall have custody of all books, records, and papers of the organization, except such as shall be in charge of the Treasurer or some other person authorized to have charge thereof by the Board of Directors; and shall perform such

other duties as may from time to time be assigned to him by the Board of Directors.

- 7.4.4 **TREASURER.** The Treasurer of the Board shall receive from the Vice-President - Finance periodic reports on the corporation's financial transactions. The organization's financial records shall at all times be open to inspection by any member of the Board of Directors.

7.5 POWERS

- 7.5.1. **THE BOARD OF DIRECTORS** shall have general management and control of the corporation's business, property, and affairs and may exercise all power.
- 7.5.2 **APPOINTMENT OF PERSONNEL.** The Board of Directors shall have the power to appoint and remove, at its discernment, executive officers, agents, employees, and other personnel of the organization and shall prescribe their duties and fix their compensations, if any. This power may be delegated in whole or in part to a duly approved committee or Executive Officer.

7.6 COMMITTEES

7.6.1 EXECUTIVE COMMITTEE

7.6.1.1 **APPOINTMENT.** The Executive Committee shall be nominated and elected annually by the Board of Directors.

7.6.1.1.1 **MEMBERS.** This Committee shall consist of at least three (3) members. The Committee shall consist of members in the vicinity of the headquarters office.

7.6.1.1.2 **SECRETARY.** If the Secretary of the Board of Directors is one of the "other members," they will act as Secretary of the Executive Committee. If they are not, one of the "other members" will be appointed as Assistant Secretary of the Board of Directors and Secretary of the Executive Committee.

7.6.1.2 **VOTING.** Voting must be unanimous by all members of the Executive Committee present.

7.6.1.2.1 **QUORUM.** A simple majority shall constitute a quorum.

- 7.6.1.3 **MEETINGS.** The Executive Committee will meet at least twice yearly to conduct the board business in between the one full Board meeting. The meetings will be "in person" or via an online web meeting.
- 7.6.1.4 **DUTIES.** Their duties shall be to carry on any business for the Board of Directors between regularly scheduled meetings.
 - 7.6.1.4.1 **AUTHORITY.** All action taken by the Executive Committee is subject to subsequent ratification by the full Board of Directors.
 - 7.6.1.4.2 **MINUTES.** The Chairman of the Executive Committee will cause to be sent to all members of the Board of Directors copies of the minutes of all Executive Committee meetings.
 - 7.6.1.4.3 **REPORTING.** The Executive Committee will report all actions at the next Board of Directors meeting.

7.6.2 NOMINATING COMMITTEE

The Board of Directors shall appoint a Nominating Committee to administer the rotation of Directors (VII 2, b, and c) and the election of officers (VII 3). This Committee will conduct an annual review of the retiring Directors and prepare a slate of nominations as required for presentation at each annual meeting.

7.7 MEETINGS

- 7.7.1 **ANNUAL AND REGULAR MEETINGS.** The Board of Directors shall hold at least one meeting each year. A majority of the Board of Directors members shall constitute a quorum. The Chairman shall call all meetings. The majority vote makes all decisions of the members of the Board of Directors present. Proxy votes of the members will be accepted at all meetings, including special meetings on specified resolutions circulated before the meeting.
- 7.7.2 **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called at any time by the Chairman or by any two members. The object of the meeting shall be stated in the call.

7.7.3 **NOTICE.** At least ten (10) days before each annual, regular, or special meeting, the Secretary shall cause to be mailed to every member at his address as it appears in the Membership Roll Book of the organization a notice telling the time and place of such annual, regular, or special meeting. No advance notice of Special Meetings shall be required if all directors waive such notice.

7.7.4 **ACTION WITHOUT MEETING.** The Board of Directors may act without a meeting if a statement or proposal is provided to each member by mail (or FAX/e-mail), and a telephone poll may be tallied, followed by a confirming written (or messaged/e-mailed) vote to be filed in the Minutes book.

ARTICLE 8 – ADMINISTRATION OF THE ORGANIZATION

8.1 EXECUTIVE OFFICERS

The organization's Executive Officers shall be the President and other officers as the Board of Directors may appoint. The Board of Directors shall appoint all officers for a minimum of three (3) years.

8.2 ADMINISTRATION

The organization's administration in the USA and abroad shall be vested in the Executive Officers of the organization, who shall be responsible to the Board of Directors through the President. These Executive Officers are employees of the organization and may not be members of the Board of Directors except for the President.

8.3 THE PRESIDENT

The President shall be the executive head of the organization.

ARTICLE 9 – FIELD ORGANIZATION

The character, structure, and extent of the activities of IOM America (The Institute of Ministry) America and XL-Church carried on outside of the USA shall clearly be defined and organized by the Board of Directors. These activities shall be under the direction of the appropriate Executive Officers who respond to the Board of Directors through the President.

ARTICLE 10 – ADVISORY BODIES

10.1 COUNCIL OF REFERENCE

The Council of Reference shall function as a source of information and recommendations to the public and in a counseling capacity at the invitation of the Board of Directors or the President.

10.2 REGIONAL ADVISORY COUNCIL

The President, the America Director, and the Regional Director may also organize Regional Advisory Councils based on the same principles as those prescribed by the Council of Reference.

10.3 AMERICA ADVISORY COUNCIL

The President and America Directors may also organize an America Advisory Council based on the same principles prescribed for the Council of Reference.

ARTICLE 11 – CHANGE OF BY-LAWS

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds of the members of the Board of Directors at any meeting of the full Board.

ARTICLE 12 – AUTHORIZED SIGNATURES/MEMBERS

Dr. Stephen R. Phinney – Board Chairman

Gale Ethridge – Vice Chairman

Rick Kratz, CPA – Secretary/Treasure

Sgt. Ken Weas – Member/Director

Jeff Brugmann – Member/Director

Robert Jacobs – Member/Director Apprentice

ADDITIONAL AUTHORIZED SIGNERS:

Jane M. Phinney – Assistant to Board

Jessica L. Phinney – Executive Assistant to President

ARTICLE 13 – LIQUIDATION POLICY

Dedication and Distribution of Assets; assets of IOM America will be permanently dedicated and distributed to another 501(c)(3) organization chosen by the Board of Directors at the time of liquidation.



**Kansas Secretary of State
Reservation of Business Entity Name
Acknowledgment of Filing**

File Date: **02/10/2010** Filing Certified up to June 2023, when the annual report is due.

File Time: **11:11:46**

The undersigned reserved the following business entity name:

IOM America, Inc.

Name of Applicant: **Dr. Stephen R. Phinney**

ID Number: **6401665**

The mailing address of the applicant:

**P.O. Box 71
Sterling, KS 67579
USA**

Signature: **Stephen Phinney**

I, Ron Thornburgh, Secretary of State of the State of Kansas, do hereby certify that this is the true and correct copy of the original document filed electronically on **02/10/2010** at **11:11:46**.

This reservation is renewable annually. Next filing date - **06/10/2023**.

A handwritten signature in cursive script that reads "Ron Thornburgh".

Ron Thornburgh
Secretary of State