

# Constitution and Bylaws of OddDuck Ministries 12-5-18

## Article I. Name of Corporation

- A. Name.** The name of this corporation is **OddDuck Ministries** and is organized as a not-for-profit corporation under the laws of the State of Illinois.

## Article II. Purpose of Corporation

This corporation is formed for the following purposes:

- A. Specific Purpose.** Our primary goal is to glorify the God of the Bible through trusting and obeying His Son, Jesus of Nazareth. Jesus commanded us to: “Go therefore and make disciples of all nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.” (Matthew 28:18). We desire to be a part of the disciple making process by teaching people sound doctrine, using the Historic Orthodox Faith Tenants, giving them tools to discern for themselves false doctrine. This purpose will be carried out as follows:
1. By illustrating the Historic Orthodox Faith Tenets, explaining why they are the non-negotiables of the Christian faith. Once explained, various false religions will be compared to these tenants showing how they are not compatible with each other. (see appendix 1).
  2. By developing classes, presentations, seminars, conferences, and speaking engagements. The means used would include but not be exclusive to: print, video, social media, radio and television. Audiences would include but not be exclusive to: congregations, small groups, Sunday School classes, colleges, clubs and anywhere else the Lord leads us.
  3. By providing a representative of OddDuck Ministries in as many locations as possible to give information by phone, email, social media and in person to those people who seek the truth.
  4. By seeking qualified lay people and ministers to help in areas of need in which they are gifted.
  5. By working with interdenominational and international apologetics ministries.
  6. By providing written and non written materials that bring Christian education and encouragement to the Body of Christ, including but not limited to podcasts, video and literature.
  7. By providing training to other Christians so they are able to teach OddDuck Ministries’ method of apologetics.
  8. By providing a basis for unity of action among all orthodox Christian groups and denominations through the emphasis of the major tenets of Biblical doctrine (those involving the nature and attributes of Deity, Christology, and Soteriology) that have been held as essential (non-negotiable) by all true Christians over the last two thousand years. When emphasizing a

secondary (negotiable) distinctive it will be stated as such. These important doctrines are to be found in the doctrinal statement of OddDuck Ministries. (see appendix 2).

9. By researching modern culture and religions in order to comment upon them and bring to bear relevant Biblical apologetic answers to those areas of most concern both to the culture at large and of course to God.
10. By developing, discipling, and equipping Christians in the implementation of carrying out of these specific purposes in order to assist either the Board of Directors or the Executive Officer.
11. By maintaining a number of letters of references composed by respected individuals in the Christian community at large.

**B. General Purposes.** The general purpose of this corporation in the carrying out of its specific purposes outlined above is as follows:

1. To receive donations and accept, take, receive, and manage real and personal property by either gifts, grant, devise or bequest to the extent and as allowed under the laws of the State of Illinois.
2. To rent, own, hold, sell, bond, lease and hypothecate such real and personal property by either gifts, grant, devise or bequest to the extent and as allowed under the laws of the State of Illinois.
3. To do all things, which a natural person might do, necessary or desirable for the general and specific purposes for which this corporation is organized.
4. Without in any way limiting the objectives, purposes, and powers of this corporation, it is hereby provided that the corporation may engage in any activity or activities so far as may be permitted by the laws of The State of Illinois which may be calculated directly and indirectly to promote the interests and purposes of this corporation. The corporation shall have such powers as are now or hereafter may be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

### **Article III. Offices**

The corporation shall maintain its offices in Ogle County, State of Illinois, but may have offices and transact business at such places as the Board of Directors may from time to time appoint.

### **Article IV The Board of Directors**

The Board of Directors is composed of those who initially ratified the original Constitution and Bylaws of OddDuck Ministries and those who shall be added from time to time by the President of the Board of Directors. They will be subject to confirmation by the existing Board of Directors by simple majority vote. These people will be empowered to make sure that nothing is done to jeopardize the original nature and purpose of OddDuck Ministries as is recorded in the Constitution and Bylaws.

A seat on the Board of Directors is determined by set term limits by three quarters majority vote of the Board of Directors.

If the Board of Directors finds undesirable the actions of other Board Members, Advisory Board Members, Divisions, Branches, or any other body meeting or conducting activities of any nature in the name of or under the auspices of OddDuck Ministries it may vote to reverse and repudiate such actions by a simple majority vote. This vote may be conducted by the President of the Board via phone but should be

confirmed via mail or email. Any member of the Board may request a vote on any issue. The request should be made during normal business hours unless considered an emergency.

The President of the Board may recommend for suspension the right of any person representing OddDuck Ministries in any capacity from participating in OddDuck Ministries functions. This can be done with a majority vote. The person in question will no longer be deemed qualified to represent OddDuck Ministries in any way whatsoever from that point in time on. If the person has wrongly represented OddDuck Ministries through gross heresy (that denies the doctrinal statement of OddDuck Ministries) or moral turpitude, the wrong representation will be deemed null and void retroactively by the repudiating vote of the Board of Directors. If the person is found guilty of said infractions, he/she will not have access to any resources or donor/ mailing lists owned by OddDuck Ministries. OddDuck Ministries will continue to own all resources and donor/ mailing lists of all persons that are created under OddDuck Ministries auspices using their name or the name of any subsidiary or division.

The person thought to be in violation of doctrine or guilty of moral turpitude may appeal to the Board of Directors.

Individual members of the Board of Directors will not be deemed to represent the entire organization regarding any particular issue unless so empowered by simple majority vote of the Board of Directors or by the President in writing. Public and private statements by these individuals will be viewed in this context.

The Board of Directors shall be composed of seven to nine members. The number of members shall be kept at an odd number to insure against a tie vote. The Board will include but not be limited to a President, Vice President, Treasurer, and Secretary.

All constitutional amendments must be ratified by the Board of Directors. This may be accomplished through a simple majority vote. The vice-president will refrain from voting unless in the situation of a tie vote.

## **Article V. Board of Directors - Powers**

- A. Powers.** The day to day affairs of the corporation shall be managed by its Board of Directors. As such they shall have the power to conduct, manage, and control the affairs and business of the corporation, and to make rules not inconsistent with the laws of the State of Illinois, for the guidance of the affairs and management of the affairs of the corporation.
- B. Specific Responsibilities**
  - 1. The Board of Directors shall have the power to appoint, and remove, at their discretion, any and all officers, agents, private contractors and shall prescribe their duties in accordance with these bylaws and fix their compensation and method of payment.
  - 2. The Board of Directors shall have the power to incur indebtedness, the terms and amount to be entered into the minutes of the board; the note or obligation, if given for the same, which shall be signed officially by the President and Secretary and shall be binding on the corporation.
  - 3. In addition to the above powers the Board of Directors shall also have the responsibility for the following:
    - a. To personally pray for the success of this corporation/ministry and support it in whatever way a board member is capable of.

b. To aid in the building of a network that will assist in achieving the spiritual, financial, and professional goals of the corporation.

c. To personally grow and educate themselves as to the needs, opportunities and scope of Apologetics/Evangelism; thus, adding to their value as a member of the Board of Directors in helping the corporation meet its goals.

d. To assist the President in the realization of the organizational goals and purposes.

e. To willingly contribute ideas that will enrich the potential of OddDuck Ministries in touching and changing the lives of Christians as well as the lives of those they come in contact with

**C. Number, tenure, and qualification.** The number of the Board of Directors can range from seven to nine. The tenure of a President shall be three years. If a member resigns or is removed from the Board of Directors, the President will put before the Board of Directors a candidate for replacement to be confirmed by a simple majority vote. After the current President's term expires, through death, incapacitation by virtue of permanent disability to both speak and write in a coherent manner, resignation or impeachment (to be done through due process for oral institute or heresy in conflict with OddDuck Ministries doctrinal statement) future Presidents will be elected by a  $\frac{2}{3}$  majority of the Board of Directors. Presidents may serve successive terms and the length of each term will be decided by a simple majority vote of the Board of Directors.

**D. Residency.** All members need not be residents of the State of Illinois.

**E. Regular Meetings.** The meetings of the Board of Directors shall be concerned with the broad overview and steering of the organization. These meetings shall be held at a time and place as provided by resolution of the Board or at the direction of the President.

**F. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Said person or persons are authorized to call a special meeting of the Board and may fix the time and place for holding such a special meeting.

**G. Notice of Special Meetings.** Special meetings of the Board of Directors shall be given at least five days previous thereto when notice is by first class mail. Notice may be given by telephone, text, email or other similar means of communication at least 48 hours previous to the called special meeting. Written notice shall be sent to the Director's addresses as shown by the corporation for such purposes. Any other written notice shall be deemed as given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person, by telephone or wireless means, to the recipient or a person at the office of the recipient who the recipient has reason to believe will promptly communicate it to the intended recipient. Notice of any special meeting of the Board of Directors may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The business to be transacted, and the purpose of a regular or special meeting of the Board must be specified in the notice or waiver of such meeting.

**H. Quorum.** A majority of the Board of Directors present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board; provided, that if less than a majority of the Directors are present at said meeting a majority of the present members may adjourn the meeting to another time without further notice. Decisions may be made with less than a majority present provided the President is there.

**I. Manner of Acting.** The act of a 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 statutes, these bylaws, or Articles of Incorporation.

**J. Vacancies.** Any vacancy occurring in the Board of Directors by virtue of resignation or dismissal will be filled by nomination of the President and confirming vote of the Board.

**K. Board Member Absences.** Anyone failing to appear, in the course of a year, at three consecutive meetings, without full explanation to the Board of Directors prior to the meetings missed may result in that member's removal from the Board of Directors without notification to the absentee member being necessary. Such removals will be duly recorded in the minutes.

#### **ARTICLE VI. Board of Directors - Terms of Office and Job Description**

- A. Officers.** The officers of the corporation shall be a President, who shall act as Chairman of the Board, Vice President, who may also act as Chairman of the Board at the President's request or in the absence of the President, Secretary, and a Treasurer. At the discretion of the Board, one or more assistant Secretaries, one or more assistant Treasurers and such other officers as may be elected by the Board or appointed by the President. Any number of offices may be held by the same person unless the provisions of these bylaws provide otherwise; except, that neither the Secretary or Treasurer may serve concurrently as the President.
- B. Election and Vacancies.** The officers shall be elected at any duly authorized board meeting through a simple majority vote. Nominations may be made by anyone on the Board of anyone on the Board. As soon as a vacancy occurs it should be filled at one of the next two Board meetings. Such officers shall hold office until a successor shall have been duly elected until stated term ends or, until he or she has resigned or shall be removed in the manner hereafter provided. Election of an officer shall not in and of itself create contract rights.
- C. Subordinate officers.** The Board may elect and may empower the President to appoint such officers, agents and representatives as the business of the corporation may require, each of whom shall hold office or such period, have such authority, and perform such duties as are provided in these bylaws as the Board or President may from time to time determine.
- D. Removal.** Any officer elected or appointed by the Board, whenever, in its judgement, the best interests of the corporation may be served thereby; but, such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- E. President of the Board.** The President of the Board shall, if present, preside at all meetings of the Board of Directors. This position shall be filled by the Vice President at the President's request. Should the Vice President should be unavailable to serve, the position transfers to the Secretary or the Treasurer.

**F. Vice President.** The Vice President of the Board of Directors shall assist the President in his or her duties. He or she shall fill the vacancy in the event of the President being absent or unable to fill the role of President.

**G. Secretary.** The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books as may be provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws as is required by the law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office addresses and emails of each Director which shall be furnished to the Secretary and such other duties as may from time to time be assigned to him or her by the President, by the Board of Directors or by the laws of the State of Illinois.

**H. Treasurer.** The Treasurer shall be the principal accounting and financial officer of the corporation. He shall have the following authority:

1. To have charge of and be responsible for the maintenance of adequate books of account for the corporation.
2. To have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for their receipt and distribution.
3. To perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President, the Board of Directors or the bylaws of the State of Illinois.
4. To deposit and disburse all funds of the corporation as may be ordered by the Board of Directors, or the President; to render to the Board of Directors or the President whenever requested and at the monthly Board meetings an account of all transactions of the corporation and of the financial condition of the corporation.

## **Article VII Officers and Other Positions**

**A. Executive Officer.** The Executive Officer shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the Board are carried into effect, excepting those instances in which that responsibility is assigned to some other person by the Board; in general, he or she shall discharge all duties, and powers as may be prescribed by the Board. In addition to the above statement of authority and responsibility, the Executive Officer shall also have the following responsibilities:

1. The Executive Officer may veto any spending motion, public event proposed, or any proposed partnership linking this organization with any other organization or individual or individuals. This veto may be overturned by a two thirds majority vote of the Board of Directors.
2. All written correspondences to other individuals that utilizes the corporate logo that would imply a representation of this corporation must be cleared with the Executive Officer.

3. The Executive Officer will have discretionary spending powers not to exceed one third of the current monthly receipts of the organization provided there is an interruption of ongoing Board approved programs. All other expenditures must be approved by the Board of Directors.
4. All expenditures and new developments must be reported to the Treasurer and at the monthly meeting of Board of Directors.
5. To be personally involved in the preaching, teaching, encouragement and goals of the corporation.
6. To represent the corporation to other Christian and non-Christian organizations, media, and individuals in a Christ-like way that will help the overall operation of the organization and will increase its influence with others. Letters of recommendation should also be sought to this end.
7. To organize and pursue all means of raising financial support for the organization from churches, individuals, foundations and other organizations.
8. To develop and build a pool of Christian professionals to assist the Executive Officer in carrying out the goal and purposes of the corporation. Said professional shall not necessarily be compensated and may be recruited without Board approval.
9. To work with the Board and the organization in the achieving of the goals of the corporation and shall be accountable to the Board.
10. To oversee and supervise all office staff and office operations.
11. To be personally involved in attending and speaking at conferences both in the United States and abroad.
12. To be personally involved in the giving of service to the churches and the community at large in creative and imaginative ways.
13. To serve as a catalyst for study and research by personal example. The reading of literature and periodicals, watching and listening to TV and radio programs in the field of Christian scholarship, secular scholarship and Apologetics. He or she should monitor the current culture with a concern shown toward the general social/ethical/spiritual climate reflected in the popular society at large.
14. To personally involved in the recruitment of new people of good character and appropriate background to represent the organization's various concerns as representatives.

**I. Ministry Liaison.** The Ministry Liaison will act as a go between with OddDuck Ministries and various area churches. He or she will recruit lay people in churches as points of contact in order to facilitate engagements within the church or to pass on information about events OddDuck Ministries is involved in.

**II. Publicity.** The Publicist will be responsible for publicizing OddDuck Ministries events using any means available, including but not exclusive to newspapers, radio, social media, flyers and email.

## **Article VII. Contracts, Checks, and Deposits.**

**A. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these bylaws, to enter into any contract or execute and deliver an instrument in the name of or on behalf of the corporation and such authority may be general or confined to specific instances.

**B. Checks, Drafts, Etc.** All checks, drafts, or other 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 or as otherwise stipulated in this document. IN the absence of such determination by the Board of Directors or the President's written approval such instruments shall be signed by the Treasurer and cosigned by the Vice President.

**C. Deposits.** All funds of the corporation shall be deposited from time to time for the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may determine.

**D. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation in accordance with such terms and circumstances as the Board shall determine.

**E. Books and Records.** The corporation and all its divisions and branches shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and its committees having any of the authority of the Board of Directors and any advisory group. All books and records of the corporation may be inspected by any Board member or agent or attorney for any proper purpose and at any reasonable time.

**F. Fiscal Year.** The fiscal year of the corporation will be fixed by resolution of the Board of Directors.

**G. Amendments.** The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the purposes of this constitution.



## Other Provisions

- A. Representations of shares of other corporations.** The President or any other officer or officers authorized by the Board or the President are authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations as standing in the name of the corporation. The authority herein granted may be exercised by any such officer in person or by any other person authorized to do so by proxy or power of attorney executed by said officer, Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of the Not-for Profit Act of the State of Illinois shall govern construction of these bylaws.
- B. Corporate Dissolution.** In the event the corporation is dissolved all outstanding monies will first be used to meet any and all outstanding debts and pay creditors. After these obligations have been met, all ministries supported by OddDuck Ministries will be given whatever support due them by virtue of resolution passed by the Board of Directors. All remaining corporate funds will be given to Mission to Mormons. If said corporation is not in existence then the remaining corporate funds will be given to Compassion International, Inc.
- C. Advisory Board.** The Executive Officer may appoint a Board of Advisory for the purpose of having available to the Board of Directors and the President, men and women with areas of specialty and expertise that will be of benefit to the corporation.

## Article VIII. Divisions.

- A. Creation of Divisions and Branches.** A new division of the corporation may be proposed by any member of the Board of Directors. This proposal must include an explanation of need and purpose of forming a new division. There must be an explanation given as to cost and how funds will be raised to support the new division if such funds are necessary. This explanation does not require a full detailed budget.
- B. The Initial Division Director.** The Initial Division Director will be the first Branch Director as well. This person must be voted on by the Board after being questioned as to their qualifications. This can be waived if the President has had time to question him or her and can give assurances to the Board that are acceptable. It is still important for a meeting to occur between the Board of Directors and the individual as soon as possible.
- C. Branch Directors.** Branch Directors will be individual lay and professional ministers that will be independent contractors. The Branch Director will be required to raise all funds necessary for the execution of his budget including salaries associated with their branch. The branches will be required to report to the President or Treasurer on a monthly basis regarding actual ministry accomplished. The financial report must be in writing and must include current donors names and addresses and the amounts each has given. The ministry report may be orally communicated. Before a Branch is approved for operation the candidate for the Branch Director must submit a proposed budget that represents what they are willing to do services for and what they would expect the corporation to supply within the area of tools and office needs.

- D. All monies collected.** All monies collected by the branches in the name of OddDuck Ministries shall be deposited in an account set up either in their area or at corporate headquarters which will be decided from time to time by the Board of Directors. A strict annual as well as monthly report accounting of where monies came from including names and addresses of donors and where they are spent shall be required. All spending must be justified within the parameters and definitions of the annual budget approved by the Board of Directors for that branch.
- E.** Since any ministry outlet will require supervision and or teaching of others, fundraising, and sensitivity to the spiritual needs and conditions of others, this person must be mature in Christ, responsible in actions, and personable. He or she must have good communication skills in both written and oral forms.
- F.** A top priority for the Branch Director is fundraising. Before actual ministry begins he must spend at least one full month dedicating himself to fundraising. The board will evaluate and determine if this activity is successful and will determine if the branch is a viable proposition. Should this be a viable proposition support will be provided in the form of materials and education.
- G.** Every branch that is funded to the extent that the Board will deem appropriate, shall set aside 10% of all donations for the purpose of emergencies of said branch.
- H.** If at any time the Board of Directors determines a mishandling of funds, the Board reserves the right to step in and assume control of said branch.
- I.** Every branch will be responsible for the printing and postage of all branch publications and mailings. Special appeal may be made to the Board regarding further funding of a branch's special activity and will be decided on a case by case basis.