



Berdoa International Prayer Ministries
A Nevada Non-profit Corporation

CODE OF CONDUCTS

ARTICLE I

Berdoa International Prayer Ministries

1.01 Name

The name of this corporation shall be *Berdoa International Prayer Ministries*.
The business of the corporation may be conducted as *Berdoa International Prayer Ministries*.

ARTICLE II

EXEMPT PURPOSE, STATEMENT OF FAITH AND DOCTRINE, AND POWERS

2.01 Exempt Purpose

Berdoa International Prayer Ministries is a non-profit corporation and shall be operated exclusively for religious, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Purpose and Mission

Our purpose *Berdoa International Prayer Ministries is a catalyst for change, combining fervent prayer with tangible action to create a better world.*

Our mission

Berdoa International Prayer Ministries is dedicated to eradicating discrimination and empowering individuals through prayer, education, and community service. We equip prayer warriors to serve all people in need, regardless of background, by training Chaplains and addressing critical issues such as education, environment, rehabilitation, hunger, and homelessness.

Education: empower educators and create international careers.

Environment: to deliver clean drinking water and combat malaria.

Rehabilitation: Advocating and distributing Narcan availability to fight the opioid crisis.

Hunger: through in-kind donations of food and distributing Walmart Charitable Gift Cards for essential needs.

Homelessness: Partnering with existing organizations to address the root causes.

Our values are best expressed: In our the dignity and worth of all persons. In the Inclusivity and diversity of all persons served.

With prayer as a catalyst. We believe prayer fuels action and amplifies impact.

In our sustainability: We aim to develop self-supporting programs to ensure long-term effectiveness.

In our accountability: We maintain oversight of licensed chaplains to ensure ethical conduct.

In our respect, that faith has as an essential dimension to the wholeness in all humankind.

In the best practices of professional competency, and ethical practice of religious and spiritual care, we refuse to look the other way when we can help.

2.02 Statement of Faith and Code of Doctrine

1. We believe the Bible to be the inspired, the only infallible, authoritative Word of God.
2. We believe that there is one God, eternally existent in three persons: Father, Son, and the Holy Spirit.

3. We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and His return in power and glory.
4. We believe that for the salvation of lost and sinful persons, regeneration of the Holy Spirit is essential.
5. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
6. We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
7. We believe in the spiritual unity of believers in our Lord Jesus Christ.

2.03 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any lawful acts that may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. **Berdoa International Prayer Ministries** is a Nevada non-profit public benefit corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Berdoa International Prayer Ministries, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Berdoa International Prayer Ministries hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected under a verified petition in equity filed in a court of proper jurisdiction against the Berdoa International Prayer Ministries, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Nevada.

If the court shall find that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose similar to the Berdoa International Prayer Ministries, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Nevada to be added to the general fund.

ARTICLE III

Organization

3.1 Who Makes up the Organization

The organization is generally comprised of but not limited to, persons who profess a personal faith and believe in the Lord Jesus Christ, have received baptism in a church according to the New Testament, and actively follow the Lord Jesus Christ in discipleship.

3.2 How the Organization Votes

Voting rights are extended to the Board of Directors only, and Proxy voting is prohibited.

(a) To limit travel and distance, all board meetings will be held with a proprietary videotelephony software program developed by Zoom Video Communications (or otherwise reviewed by the board), and electronic voting prepared by ElectionBuddy, Inc. ElectionBuddy, Inc. service has been servicing elections and voting needs for more than 10 years, and uses industry best practices to ensure that

elections, and results are secure. (The board may change platforms in the future as needs and trends change). Documents will also be signed with an Electronic Signature Service known as DigiSigner. The company is compliant with all major eSignature laws including ESIGN, UETA, and European eIDAS, and all communication is safely protected using SSL (Secure Sockets Layer) encryption. Furthermore, all documents are secure behind a firewall and authenticate every request for each document against the user's session. OTTER.AI (<https://otter.ai/>) will also be used to assist the Secretary in transcribing Minutes.

3.3 Reception Nondiscrimination Policy

The officers, directors, employees, and persons volunteering with this corporation shall be selected based on compatibility with the values, views, and organizational mission statement according to Section 12 of the U.S. Equal Employment Opportunity Commission's statement on religious discrimination laws, and the Supreme Court's decision in *Groff v. DeJoy*, 143 S. Ct. 2279 (2023).

(a) Person(s) served by the organization:

It is the policy of Berdoa International Prayer Ministries not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin. Berdoa International Prayer Ministries will not tolerate a hostile environment of harassment or discrimination.

NOTE: Conduct is "unwelcome" when "it is uninvited and offensive or unwanted from the standpoint of the employee.

* *Chamberlin v. 101 Realty, Inc.*, 915 F.2d 777, 784 (1st Cir. 1990); see *Mahler v. First Dakota Title Ltd. P'ship*, 931 F.3d 799, 806 (8th Cir. 2019) ("Harassing conduct is considered unwelcome if it was uninvited and offensive.")

The Board of Directors/Trustees and Officers are appointed based on the following:

1. By profession of faith. A person publicly confessing personal faith in the Lord Jesus Christ, giving evidence of a regenerate heart, and adopting the covenant and the articles of faith and practices held by the church, shall, upon baptism be admitted into the fellowship of the church.
2. By water baptism, and public confession faith and belief in the Lord Jesus Christ are affirmed.

3.4 New Orientation

New Trustees/Directors and Officers will be expected to participate in a basic orientation program as developed and implemented by the board.

3.5 Rights within the Organization

Only Board Directors/Trustees are entitled to vote at all elections and on all questions submitted to the organization in the conference. Officers and Employees can call special meetings to bring issues before the board.

3.6 Termination of Directors/Trustees

Directors and Trustees shall be terminated in the following ways: (1) death (2) resignation (3) dismissal.

ARTICLE IV

BOARD OF DIRECTORS/TRUSTEES

4.01 Number of Directors/Trustees

Berdoa International Prayer Ministries shall have a board of directors/trustees consisting of at least 4 and no more than 15 directors/trustees. The terms director and trustee are interchangeable. Within these limits, the board may increase or decrease the number of directors to make adjustments.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Berdoa International Prayer Ministries Shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) All directors shall be appointed for unlimited terms and voted on by existing board members.

4.04 Qualifications of Directors/Trustees

To be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors are appointed but must be elected at a board meeting by the majority vote of the existing board of directors.

4.05 Vacancies

The board of directors may fill vacancies due to an opening of a director's office by, resignation, death, or removal of a director and may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by a two-thirds ($\frac{2}{3}$) vote of the board of directors and then in office, if:

(a) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is allowed to be heard at a meeting of the board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of the meeting.

It provides video telephony and online chat services through a cloud-based peer-to-peer software platform used for video communications, messaging, voice calls, conference rooms for video meetings, virtual events, and contact centers. To limit travel and distance, all board meetings will be held with a proprietary videotelephony software program developed by *Zoom Video Communications* (or otherwise reviewed by the board), and electronic voting prepared by *ElectionBuddy, Inc.* ElectionBuddy, Inc. service has been servicing elections and voting needs for more than 10 years, and uses industry best practices to ensure that elections, and results are secure. (The board may change platforms in the future as needs and trends change). Documents will also be signed with an Electronic Signature Service known as *DigiSigner*. The company is compliant with all major eSignature laws including E-SIGN, UETA, and European eIDAS, and all communication is safely protected using SSL (Secure Sockets Layer) encryption. Furthermore, all documents are secure behind a firewall and authenticate every request for each document against the user's session.

(b) Special Meetings. Special meetings of the board may be called by the officers: President, Vice President, Secretary, Treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, by Nevada law.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors/trustees in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors/trustees present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, an officer-president or Treasurer shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors/trustees may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors/Trustees shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors/Trustees

Directors/Trustees are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved by the board Conflict of Interest policy and state law.

ARTICLE V

COMMITTEES

5.01 Committees

The board of directors may NOT form any committees, as all organization business is the sole responsibility of board members.

5.2 Meetings and Action

Meetings and actions of the board of directors/trustees shall be governed by and held and taken by, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as necessary and no substitute in the form of a committee will be acceptable.

5.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes valid writing. This provision intends to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI

OFFICERS

6.01 Officers

The officers of the corporation shall be a President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors/trustees. Each officer shall have the authority and shall perform the duties outlined in these Bylaws or by resolution of the board or by direction of an officer authorized by the board- such as the Executive Director to prescribe the duties and authority of other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where the action of two or more officers is required.

6.02 Term of Office

Each officer is allowed to serve an unlimited term of office, unless removed or under resignation.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause, but must show just cause before the Board of Directors. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President

The President shall be the chief officer of the corporation and held accountable by the Executive Director and the board of directors/trustees. The President shall lead the organization in performing its daily duties and responsibilities, and represent the organization in good faith according to its mission and Bylaws.

6.05 Secretary(s)

The Secretary(s) (if the position is shared) shall create and track corporate documents, and keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held by the law and these Bylaws. The Secretary(s) shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary(s) shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, President, or Executive Director.

6.06 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the board informed of the financial condition of the corporation and audit or financial review results. In conjunction with other directors/trustees or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The Treasurer shall perform all duties properly required by the Board of Directors, Executive Director, and President. The Treasurer may appoint, with the approval of the board a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the treasurer with oversight and accountability. The Treasurer must lead the organization in performing its daily duties and responsibilities, and represent the organization in good faith according to its mission and Bylaws.

6.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS,

INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and Other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Executive Director, Treasurer, or other persons to whom the corporation has delegated authority to execute such documents by policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Executive Director and the Treasurer, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository by the Executive Director and the Treasurer, or as the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Director and the Treasurer, or resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify obligation to indemnify requiring the indemnifying party to: Reimburse the indemnified party for its paid costs and expenses, referred to as losses "to the extent arising out of".

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

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

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement that may benefit any director, officer, employee, or affiliate, with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, employees, and persons volunteering with this corporation shall be selected based on compatibility with the values, views, and organizational mission statement according to Section 12 of the U.S. Equal Employment

Opportunity Commission’s statement on religious discrimination laws, and the Supreme Court’s decision in *Groff v. DeJoy*, 143 S. Ct. 2279 (2023).

(a) Person(s) served by the organization:

It is the policy of Berdoa International Prayer Ministries not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin. Berdoa International Prayer Ministries will not tolerate a hostile environment of harassment or discrimination. We will remain neutral in all political issues and parties.

NOTE: Conduct is “unwelcome” when “it is uninvited and offensive or unwanted from the standpoint of the employee.

* *Chamberlin v. 101 Realty, Inc.*, 915 F.2d 777, 784 (1st Cir. 1990); see *Mahler v. First Dakota Title Ltd. P’ship*, 931 F.3d 799, 806 (8th Cir. 2019) (“Harassing conduct is considered unwelcome if it was uninvited and offensive.”)

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Berdoa International Prayer Ministries shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, Berdoa International Prayer Ministries willfully and voluntarily recognizes and puts into practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the

threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Berdoa International Prayer Ministries shall also comply with and put into practice the federal guidelines, suggestions, laws, and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) regarding its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Berdoa International Prayer Ministries records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Berdoa International Prayer Ministries may establish retention or destruction policies or schedules for specific categories of records to ensure legal compliance and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation-relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Berdoa International Prayer Ministries expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Berdoa International Prayer Ministries informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws IRS Form 1023, and Application for Exemption.

Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file, or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY

DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Berdoa International Prayer Ministries practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (Form 1023 or 1023EZ and Form 990)

Berdoa International Prayer Ministries shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Berdoa International Prayer Ministries shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall inform readers that the document is available and provide instructions for downloading it.
- (c) Berdoa International Prayer Ministries shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Berdoa International Prayer Ministries shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Berdoa International Prayer Ministries shall submit Form 990 to its board of directors before the filing of Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Berdoa International Prayer Ministries requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Berdoa International Prayer Ministries intend to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of Berdoa International Prayer Ministries violates the law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Berdoa International Prayer Ministries and provides the Berdoa International Prayer Ministries with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals who comply with this requirement.

Berdoa International Prayer Ministries shall not retaliate against any director, officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of Berdoa International Prayer Ministries or of another individual or entity with whom Berdoa International Prayer Ministries has a business relationship, based on a reasonable belief that the practice violates law, or a clear mandate of public policy.

Berdoa International Prayer Ministries shall not retaliate against any director, officer, staff, or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Berdoa International Prayer Ministries that the individual reasonably believes violates a law, or a rule, or regulation mandated under law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff, or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

AMENDMENT OF Articles of Incorporation

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE XIV

EMPLOYMENT

14.1 Employment

All hiring and dismissal of employees will be handled by the Executive Director, President, or Officers unless the board of directors needs to be otherwise involved.

ARTICLE XV

SERVICE FORMAT

15.1 Structured Services

The organization shall teach Licensed Chaplains the order of services by its mission and ByLaws, and it will be to assure compliance with Robert's Rules of Order.

ARTICLE XVI

ORDINANCES

16.1 Baptism

The organization recognizes the following ordinances and is responsible for instructing Licensed Chaplains accordingly. The ordinance of Water Baptism which is a symbolic act of obedience to a public confession in relationship to Jesus Christ. A person who receives Jesus Christ as Savior by personal faith, who professes Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord, shall be received for water baptism.

1. Baptism shall be by immersion in water.
2. Baptism may be administered by the pastor or whomever he shall authorize.
3. Baptism shall be administered as an act of worship during any worship service.
4. Baptism shall be as soon as possible after the public confession of faith.

16.2 The Lord's Supper

The organization recognizes the following ordinances and is responsible for instructing Licensed Chaplains accordingly. The ordinance The Lord's Supper is a symbolic act of obedience whereby members of the church, through partaking of the bread and fruit of the vine, commemorate the death of Jesus Christ and anticipate His second coming.

- (1) The Lord's Supper shall be observed regularly, preferably on the first Sunday of the week as the First Century Church referred to Sunday as "the Lord's Day" following the resurrection.
- (2) The clergy shall be responsible for the administration of the Lord's Supper.

ARTICLE XVII

PROGRAMS AND MINISTRIES

17.1 Religious Programs

All organization programs shall be under the board of directors' oversight. These programs may include services by the mission and ByLaws.

17.2 Ministries

The organization shall evaluate, plan, organize, and implement such ministries as it deems necessary to fulfill its mission and under the oversight of the board of directors.

ARTICLE XVIII

ORGANIZATION DISCIPLINE POLICY

18.1 Purpose

The purpose of this policy is to establish and communicate the guidelines for correcting inappropriate behavior at Berdoa International Prayer Ministries, especially with concern to Licensed Chaplains.

18.22 Scope

This document contains Berdoa International Prayer Ministries's policy for corrective action and restoration of a person(s) who has behaved inappropriately and the leadership deems it necessary to take action. The policy outlines the reasons for, purpose of, and process for discipline.

18.3 Responsibility

As with all policies, procedures, and other documentation contained in the Management System, it is the responsibility of all ministry area leaders to ensure the details of this policy are known and followed by all Berdoa International Prayer Ministries paid staff and ministry area volunteers. The primary responsibility for this policy rests with the board of directors and is carried out by the Executive Director.

18.4 Defined Process

When the process of discipline becomes necessary it must be addressed sensitively by the person(s) using Biblical techniques to help restore the fallen person's relationship with Jesus Christ and correct any damage they may have caused in the process.

18.5 Discipline Description

- Discipline is the process whereby the executive staff of Berdoa International Prayer Ministries takes action to correct a person's behavior adversely affecting both him/her and the organization; as well as the community.

- In cases where a person becomes unwilling to place themselves under the authority of the Word of God, that person shall be disciplined by the board of directors. In all cases, the model found in the New Testament shall be followed (Matthew 18:15-18, 1 Corinthians 5:1-13, 2 Corinthians 2:5-8, 2 Thessalonians 3:6-15, James 5:19-20).”

18.6 Reasons for Discipline

The Bible teaches that there are three instances in which discipline is to be initiated.

Divisive Behavior – Scripture repeatedly warns Christians about the corrosive influence divisive people have on the community. Christians who seek to stir up agitation against fellow believers and/or the leadership must be stopped. Titus 3:10-11 states, “Warn divisive people once, and then warn them a second time. After that, have nothing to do with them. You may be sure that such people are warped and sinful; they are self-condemned.” Before Jesus died on the cross he prayed, “My prayer is not for them alone. I pray also for those who will believe in me through their message, that all of them may be one, Father, just as you are in me and I am in you” (John 17:20-21). Leaders must be vigilant about correcting those who would seek to cause any division within the church for which Jesus died. This is so serious, that the Apostle Paul warned in Romans 16:17-18, “I urge you, brothers and sisters, to watch out for those who cause divisions and put obstacles in your way that are contrary to the teaching you have learned. Keep away from them. For such people are not serving our Lord Christ, but their appetites. By smooth talk and flattery, they deceive the minds of naive people.”

Immoral Behavior – The Bible compares unchecked immoral behavior to yeast that works itself through “the whole batch of dough” (1 Co. 5:6). Persistent immoral behavior on the part of a church member must be corrected because it hurts the church member involved in the sin, but also because it creates a lax moral environment within the community. When addressing the church in Corinth, the Apostle Paul wrote, “It is reported that there is sexual immorality among you, and of a kind that even pagans do not tolerate: A man has his father’s wife. And you are proud! Shouldn’t you rather have gone into mourning and have put out of your fellowship the man who has been doing this? ...When you are assembled and I am with you in spirit, and the power of our Lord Jesus is present, hand this man over to Satan for the destruction of the sinful nature so that his spirit may be saved on the day of the Lord” (1 Co. 5:1-2, 4).

Teaching Against Biblical Doctrine – The Bible tells us that Christians must “...teach what is appropriate to sound doctrine” (Titus 2:1) and that pastors must “hold firmly to the trustworthy message as it has been taught so that he can encourage others by sound doctrine and refute those who oppose it” (Titus 1:9). When someone persistently teaches doctrine that is in direct opposition to Berdoa

International Prayer Ministries's position and seeks to rally people to adopt such a position, that behavior must be confronted and corrected.

The Apostle Paul talked specifically about this when he commanded, "Avoid godless chatter because those who indulge in it will become more and more ungodly. Their teaching will spread like gangrene. Among them are Hymenaeus and Philetus, who have departed from the truth. They say that the resurrection has already taken place, and they destroy the faith of some" (2 Timothy 2:17-18).

18.7 The Purpose of Discipline

The Bible teaches there are four reasons to correct a believer. The first three were implied in what was stated above:

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- to protect from division;
- to protect from the spread of false teachings; and
- to protect from the spread of lax moral behavior.
- The fourth reason discipline has to do with the person directly:
- To restore the erring believer to a right relationship with God.

If a Christian is being divisive, teaching unsound doctrine, and/or is living in persistent unrepentant sin, they are sinning against God. Thessalonians 3:14-15 says, "Take special note of those who do not obey our instruction in this letter. Do not associate with them, so that they may feel ashamed. Yet do not regard them as enemies, but warn them as fellow believers." Elsewhere Galatians 6:1-2 instructs, "Brothers and sisters, if someone is caught in a sin, you who live by the Spirit should restore that person gently. But watch yourselves, or you also may be tempted. Carry each other's burdens, and in this way, you will fulfill the law of Christ."

It must be noted that while the goal is to restore a Christian's relationship with God, this does not necessarily mean their relationship with Berdoa International Prayer Ministries must be restored. In rare cases, for various reasons, it would be better for a Christian facing discipline to have their relationship with God restored but seek to serve and become licensed by another organization.

18.8 The Process of Discipline

The discipline process at Berdoa International Prayer Ministries is based on Jesus' teaching in Matthew 18:15-17: "If a brother or sister sins, go and point out the fault, just between the two of you. If they listen to you, you have won them over. But if they will not listen, take one or two others along, so that 'every matter may be established by the testimony of two or three witnesses.' If they still refuse to listen, tell it to the church; and if they refuse to listen even to the church, treat them as you would a pagan or a tax collector."

Step One: One-on-One Confrontation –This happens when a believer confronts another believer regarding their persistent unrepentant sin, divisive behavior,

and/or aberrant doctrinal teaching. If the believer confronted acknowledges and repents of his/her behavior, the goal of the confrontation has been achieved – the erring Christian has changed his/her ways and the matter is considered resolved. In an organization like Berdoa International Prayer Ministries, this almost always happens at the volunteer level with no staff involvement, but can happen at any level.

Step Two: Multiple Confrontations – Oftentimes, the behavior goes unchecked even after one Christian is confronted by another. When this happens scripture encourages Christians to escalate the process to involve one or two other Christians. In many cases, when a Christian in error is confronted multiple times by multiple people they will grasp that what others are perceiving of their behavior is not one isolated perspective. If after multiple confrontations the church member acknowledges and repents of his/her behavior, the goal of the confrontation has been achieved – the erring Christian has changed his/her ways and the matter is considered resolved.

Step Three: Executive Director Confrontation (Implementation of Restoration Process) – Unfortunately, sometimes Christians will not change their persistent unrepentant sin, divisive behavior, and/or aberrant doctrinal teaching, even after multiple confrontations. When this occurs, the Executive Director steps in to lead the unrepentant believer through a detailed restoration process. Before the Executive Director meets with the believer in question, a member of the staff will contact and interview those person(s) who have been involved in confrontations with or otherwise have been impacted by the believer in question. These interviews are documented for the record. At this meeting, the believer is asked to acknowledge and repent of their behavior as well as submit to a detailed restoration process. If the believer in error submits to and completes the restoration process the goal of the confrontation has been achieved. The erring Christian has changed his/her behavior and the matter is considered to be resolved. If a believer refuses to participate in the restoration process, the Executive Director will proceed to step four. A refusal to meet with the Executive Director on the part of the believer in question will be interpreted as a “refusal to participate in the restoration process.”

Step Four: Removal From the Organization and All Participation – When a believer refuses to acknowledge and repent of his/her behavior and complete the restoration process presented by the Executive Director, their name will be removed from the licensing roll of the organization (if they are a Licensed Chaplain) and they will be asked to leave the organization. Under no circumstances will they be allowed to participate again in any Berdoa International Prayer Ministries services or related activities until they have met again with the Executive Director and submitted to the restoration process.

If a believer refuses to complete the restoration process, a notification will be placed in the licensing notes stating the believer has been removed and all parties affected by the believer's behavior will be personally contacted by the Executive Director.

18.9 Restoration Process

While each restoration will vary according to the circumstances, it will include at least the following:

Initial Meeting –The Executive Director will meet with the believer in question and present him/her with the details of the case against them. If the believer acknowledges and repents of their behavior they will be asked to sign a document outlining their commitment to the following:

Repentance to All Parties Affected – The believer will personally ask for forgiveness from everyone he/she has affected with their behavior. A list will be generated at the initial meeting of such people to contact. The Executive Director will follow up with the parties the believer agreed to contact to ensure this has happened.

One-Year Probationary Period – For one year the believer will not be allowed to serve in any capacity. The believer will be allowed to attend services but that is all. The goal for this entire year to is rebuild their relationship with God and also rebuild trust within the organization. Various books and resources will be recommended to the believer as well as avenues for support and counseling. There will be a face-to-face meeting with the Executive Director after six months and then again at twelve months. After the twelve-month meeting, the believer will be allowed to serve again under the advisement of the Executive Director.

CERTIFICATE OF ADOPTION OF CODE OF CONDUCT

I do hereby certify that the above-stated Bylaws of Berdoa International Prayer Ministries were approved by the Berdoa International Prayer Ministries board of directors on this date and constitute a complete copy of the Code of Conduct of the corporation.

Secretary(s) _____

Date: _____