

Articles of Incorporation of the Northern Gospel Fellowship

We the undersigned, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

ARTICLE 1 Name

The name of this Corporation shall be: "Northern Gospel Fellowship"

ARTICLE 2 Purpose

The primary Purpose of this corporation is exclusively religious charitable, religious educational, or religious literary within the meaning of Section 501(c) (3) of the Internal Revenue code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purpose of this corporation is to be an active fellowship of biblically based, local churches and believers united for the operation of an effective camp ministry. Our commitment is to share the gospel, serve churches, encourage, edify, and serve one another. By God's grace, we are known by our Integrity, Teamwork, and reputation for Excellence in His ever growing Ministry.

ARTICLE 3 Location

Its location shall be the location best suited for fulfillment of its purposes, as approved by the council and recorded in its By Laws.

ARTICLE 4 Membership

ADMISSION TO MEMBERSHIP in this corporation shall be granted only to those professing personal trust in Jesus Christ as Savior, and who heartily accept the following Biblical Doctrines.

(Paragraphs and statements in parenthesis are for further explanation)

- a. The verbal inspiration of the original texts of the Bible, both Old and New Testaments. *(We also understand that verbal inspiration includes inerrancy).*
- b. The personality of the God of Creation, Government, Redemption and Judgment.
- c. The substance of One God in Three Equal Persons, Father, Son and Holy Spirit.
- d. The Essential Deity and the true humanity of the Lord Jesus Christ.
- e. The inherent depravity of humanity, through the disobedience of Adam, and sinfulness of all men by choice.
- f. Complete satisfaction made for sins of mankind by the Substitutionary Death of Jesus Christ on the Cross.
- g. The necessity and possibility of repentance and faith in Christ as atoning Savior, these graces wrought alone by the Holy Spirit with human consent.
- h. The Bodily resurrection of Christ and all men.
- i. Justification from all sin through faith alone in Christ.
- j. The personality of the Holy Spirit. k. The eternal salvation of the saved.
- l. The unending conscious punishment of the unsaved.
- m. The personality of Satan, the Devil.
- n. The imminent pre-Millennial return of Christ to judge the world and establish divine rule.

(These above doctrines are necessary for the fulfillment of the purpose of the Northern Gospel Fellowship, [Article 2], and are the basis for unity of that membership. Therefore, the Northern Gospel Fellowship does not seek to establish an ecumenical personality at the expense of biblical

integrity. Also, we recognize the liberty of each member to minister in their community as the Holy Spirit directs. We also recognize the autonomy of the Local Church as the organization ordained in the scripture, and therefore work to establish and strengthen the Local Church.

We recognize that the universal church, made up of all born again believers and established in the first century, was given by God, sign gifts such as healing and speaking in other languages for that apostolic time.

Article 5 Acceptance to membership

The acceptance of members shall be at the discretion of the Council of the Northern Gospel Fellowship and said council shall be the sole judges of the doctrinal and personal fitness of candidates; but such power may be delegated by said council to committees of its own appointing.

Article 6 Authority

Authority over all the ministries of the Northern Gospel Fellowship shall be vested in its council which shall be constituted by the following: President, Vice President, Secretary, Treasurer and a maximum six (6) members at Large, with no more than two (2) members from any one church. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for religious charitable, religious educational, or religious literary purposes directly or indirectly benefiting this corporation, and in such manner that no part of the net earnings of this corporation will in any event insure to the benefit of any member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any officer or director of this corporation, or any other corporation, organization, foundation, fund or institution, or any other individual. This corporation shall not engage, otherwise what is an insubstantial part of its total activities, in activities other than purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and amended, and regulations issued there under.

Article 7 Make up of Council

The Council shall consist of not less than seven (7) persons, who shall be adults, and whose qualifications shall be the same as those for membership in the Fellowship. Said Council shall have power hereafter to fill vacancies until next annual meeting. The tenures of council members shall be three years. After a council member has served two complete terms on the council he/she will be ineligible for re-election for a period of one year.

ARTICLE 8 Council Voting and Quorum

The Council shall act upon a majority plus one vote of its members. A majority shall constitute a quorum for the transaction of business, at any meeting called by an officer and any three members of the council.

ARTICLE 9 Membership

Membership shall consist of churches, pastoral staff members, interested laymen/women. An application process will used that may include dues. The Council will approve all members.

1. The duties of members:

- a. Hold an annual business meeting to elect council members hear reports, and review budget for the future.
- b. Support the ministries of Northern Gospel Fellowship/Miracle Bible Camp with prayers, offerings and contribute time to projects as members are able. Member churches are expected to have Miracle Bible Camp as part of their missions budget, promote youth

- camp and participate in facility work days annually.
- c. Serve as council members or on committees when the occasion arises.
 - d. Voting; senior pastors of member churches are entitled to one vote. Each member church is entitled to send one church representative who is entitled to one vote. Each individual is entitled to one vote.

2. Meetings:

- a. An annual meeting shall be held within the first quarter of the fiscal year.
- b. Extra ordinary meetings maybe called by the Council or written request of 10% (ten percent) of the membership. Thirty day notice must be given to members.
- c. Decisions made by a majority vote of those present. Absentee ballots may be requested and counted.

ARTICLE 10 Delegating Powers

The council may delegate such powers to committees of its choosing.

ARTICLE 11 Nominating Committee

The Council shall serve as a nominating committee to recommend candidates for Council positions to the membership. Any member may make a recommendation for a nomination at least one month prior to the annual election. The council will consult with the nominee as to his/her availability and interest in serving and then may or may not add that person to the ballot.

ARTICLE 12 Board of Trustees

The council members shall serve as the Board of Trustees of the Corporation. They have full power to buy, sell, and convey real estate in behalf of said corporation. The president will sign for the corporation and the membership should be informed of any transactions. No indebtedness over \$5,000 (five thousand) may be incurred without a majority vote in a duly called meeting of the council.

ARTICLE 13 Amendments

These articles of incorporation may be amended by majority vote of a quorum at a duly called business meeting. Any intent to amend or add to the Articles of the corporation must be communicated in writing to members at least thirty days prior to the business meeting.

ARTICLE 14 Dissolution

No part of the income of this corporation shall be distributable to its members, directors, or officers (provided however that reasonable compensation for services rendered shall not be deemed as distribution of income), and no part of the net earnings of this corporation shall inure the benefit of any member or individual; but all net profits and net gains arising from the operation and conduct of the corporation shall be devoted exclusively to furthering the purposes of the corporation.

All assets of property, real and personal now owned, or at any time hereinafter acquired by this corporation (save and except only assets hereafter conveyed to the corporation upon conditions requiring return, transfer or re-conveyance) shall be, and are hereby, impressed with a trust, and shall be held by this corporation exclusively for the religious charitable, religious educational, and religious literary purposes set forth in these Articles of Incorporation.

Upon dissolution or liquidation of this corporation after payment of its debts, all of its assets (save and except only any assets hereafter conveyed to the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the corporation) shall be transferred or conveyed , as directed in its Bylaws, or in the absence of such bylaws, the discretion of the constituted Council, to one

or more organizations recognized by the Internal Revenue Service as being exclusively for religious, charitable, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and in no event shall any of the assets of this corporation be distributed so as to inure to the benefit of any member or individual.

**BY LAWS
of the
NORTHERN GOSPEL FELLOWSHIP**

**ARTICLE 1 Qualifications of all members of the NORTHERN
GOSPEL FELLOWSHIP**

- a. They shall be required to subscribe fully to the doctrinal statement of the N.G.F. .
- b. They shall be in agreement with the vision statement of the N.G.F.
- c. they shall be in agreement with the NGF value statements.

Vision Statement

"We are an active fellowship of biblically based, local churches and believers united for the operation of an effective camp ministry. Our commitment is to sharing the gospel, encourage, edify, and serve one another. By God's grace, we are known by our Integrity, Teamwork, and reputation for Excellence in His ever growing ministry."

Value Statement

Integrity

We commit ourselves to teaching and practicing Biblical truth and principles in all that we say and do.

Accountability

We recognize the God-given responsibility to hold each other to biblical standards. Therefore, we willingly submit to our mutually agreed Doctrine, Values, and Vision.

Commitment

We affirm the need to carry out completely the decisions made to accomplish our vision. Through God's grace we give our best in reliable service.

Teamwork

We recognize that cooperation is the key to achieving a common vision. Therefore, we commit ourselves to the biblical principle of working together to accomplish God's revealed purpose for our organization and fellowship.

Excellence

We are committed to a whole hearted pursuit in the quality of ministry for God's glory.

Communication

We commit ourselves to open and honest organizational information in a timely fashion, with the willingness to initiate and receive communication."

ARTICLE 2 Duties of the Council members

- a. They shall attend all meetings of the Council. In the event of a emergency which would prevent any member attending, they shall notify the Secretary, or President in advance of the date of the meeting. Continued absence from scheduled meetings shall constitute cause for removal from the Council membership.
- b. They shall discharge the duties of the council member prayerfully and in a manner becoming a servant of the Lord.
- c. They must faithfully support and promote the work of the Fellowship by careful consideration of all fellowship matters, making and voting for recommendations beneficial to the fellowship as a whole and by seeking to interest others in the support of

this ministry.

d. They shall have oversight of the President, and must be willing to communicate freely with the president, and all other members of the Fellowship, including response to all questions, both oral and written.

e. They must have a willing attitude to assist in all physical and spiritual problems brought to their attention, by anyone in the Fellowship.

f. Shall prepare a slate of nominees for the annual meeting for any vacancies on the Council. The Council shall consist of President, Vice President, Secretary, Treasurer, and three (3) to six (6) at-large members.

g. Vacancies on the Council can be filled at any meeting of the Council, to serve out the remainder of the year. A recommendation of a Council member is needed, with the appointee giving a testimony of his personal faith in Jesus Christ, and personal agreement with the Biblical Doctrines, Purpose, Vision, Value Statements and Bylaws of the N.G.F., and a majority plus one vote of the Council.

h. Elect officers of the council at the first board meeting following the annual meeting. Officers shall be nominated and approved by a majority vote of the council members. Officers terms shall be for one year.

ARTICLE 3 Duties of the President

a. He shall discharge all the duties of the Executive Officer of the Corporation, in accordance with the usage and practices of the religious corporations in the state of Minnesota, and perform all such duties as are incident to his office or properly and reasonably required of him by the Fellowship Council. He shall be a voting member of the council.

b. He shall direct and advise all fellowship activities, and maintain open and active communication with council members and members of the fellowship.

c. He shall serve as chairman of the council and have direct oversight of officers of the fellowship and maintain open and active communication with all officers, as needed to conduct business.

d. He shall plan and carry out budget and business operations of the Fellowship with the cooperation of the Council.

e. He shall lead in the determination of Fellowship goals and objectives and in the development of the Fellowship policy, with the cooperation of the council.

f. He shall insure that the Fellowship functions within the Articles of Incorporation, Bylaws, and established policies of the Fellowship.

ARTICLE 4 Duties of the Vice-President

a. Shall serve as the chairman of at any regular meeting in the absence of the President.

b. Shall assume the office of the President at the permanent absence of the President.

c. Shall assist the president and work closely with the office of the President.

ARTICLE 5 Duties of the Secretary

a. Record and keep accurate and dated minutes of all meetings of the Council.

b. Shall issue notices of meetings two weeks in advance of meeting of the Council, including annual meetings.

c. Discharge the usual duties of a corresponding secretary in collaboration with and under the direction of the President.

d. Maintain a current copy of the Bylaws, dated and accessible at all meetings of the Council.

e. Maintain a safe place for all legal documents of the Fellowship, to which the President will have joint access.

f. Maintain a current record of the term of office of each member of the Council.

ARTICLE 6 Duties of the Treasurer

- a. Shall have custody and care of all monies and securities of the corporation.
- b. Shall sign or countersign such instruments that require his/her signature, including all checks issued for the Fellowship.
- c. Shall report in writing at all meetings of the Council current status of all accounts.
- d. At the annual meeting he/she shall report in writing receipts and disbursement of all funds of the Corporation.
- e. Shall furnish financial reports the Council deems necessary.
- f. The treasurer may delegate duties to staff and or other Northern Gospel Fellowship members and then provide general over-site of financial duties.

ARTICLE 7 Meetings

- a. The council shall meet quarterly.
- b. Other business that may be necessary to conduct may be done through ballots mailed to each member with reasonable time of response.
- c. The annual meeting shall be set by the council members and held no later than the end of the first quarter of the fiscal year. The primary purpose of the annual meeting will be to update the members of Council activities. The recommended order of procedure shall be:
 - 1] Reading of Scripture.
 - 2] Prayer by two or more.
 - 3] Reading of the minutes of the previous annual meeting.
 - 4] Reading of any current significant correspondence.
 - 5] Reports of all officers.
 - 6] Reports of any committees.
 - 7] Unfinished business relating to items 3-6.
 - 8] Elections of council members needed to fill any vacancies.

ARTICLE 8 Committees

- a. All committees will be formed and discontinued at the discretion of the Council.
- b. All committees will operate within the Biblical Doctrines of the N.G.F.
- c. All committees will follow the Value Statement, but not be restricted to the values stated therein.
- d. Each committee must construct its own Vision Statement, Purpose Statement, and Bylaws which will become a subsection of Article 10 of these bylaws.
- e. Each committee member must be an active member of N.G.F.