

# Bylaws of PathSeeker Center Inc.

## Article 1 Offices

### Section 1. Principal Office

The principal office of the corporation is located in Hillsborough County, State of Florida.

### Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Provisional Address at inception/incorporation: 1136 Foxwood Dr. Lutz FL 33549

Dated: November 10, 2005

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

### Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## Article 2 Nonprofit Purposes

### Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

To operate as a religious institution providing Christ-centered Spiritual health and healing in accordance with tenants of the "Great Commandment"—(affirmed in Luke 10: 27) "Love the Lord your God with all your heart and with all your soul and with all your strength and with all your mind"; and, 'Love your neighbor as yourself.'"

Related objectives are to:



Facilitate God encountering experiences of adoration in small attendance settings on a regular basis.



Come alongside other local churches with Christ-centered, clinical counseling, training and support group ministry



Offer the same services to individuals outside the local church and to those without faith



Create satellite offices throughout the nation



Provide clinical counseling to the believers and unbelievers of the nation through pastoral counseling, clinical therapy, and phone/internet counseling.



Facilitate the physical health and wellness of individuals in conjunction with emotional, mental, and Spiritual health and balance

## **Article 3 Directors**

### **Section 1. Number**

At inception and until PathSeeker Center reaches an end of the year operating budget of \$200,000; the corporation shall have 2 directors and collectively they shall be known as the board of directors. During this stage of growth, hereby throughout these Bylaws to be known as "Stage 2", the corporation also maintains an advisory board, known as the PathSeeker Center Advisory Board (PSCAB). The PSCAB shall consist of no more than 7 members and their function is as encouragers and advisors to the center staff and leadership. At such time as the corporation reaches an end of the year operating budget of \$200,000, the board of directors and PSCAB will be merged to become the Board of Directors. Their number will be no more than 7. Board members shall be added by majority board vote and in numbers that will bring the Board attendance to an odd number after the Stage 2 stipulation.

### **Section 2. Qualifications**

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:



Be born again Christ-following individuals displaying all of the characteristics of Elders as related in 1<sup>st</sup> Timothy except for the stipulation that Elders be male— Females are allowed as Board Members.



Support the vision, purpose, function, and core values of PathSeeker Center.



Able and willing to promote the Center



Able and willing to comply with all requirements and guidelines in these bylaws as well as the Policy and Procedures Manual.

### **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, Authorized Representatives, agents, and employees of the corporation;
- c. Supervise all officers, agents, Authorized Representatives, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- f. Appoint authorized representatives to alter the Policy and Procedure Manual or to make any alterations to the Policy and Procedures Manual (see Article 14, Section 2)

### **Section 5. Term of Office**

Each director shall hold office for a period of 2 years and until his or her successor is elected and qualifies.

### **Section 6. Compensation**

Directors shall serve without compensation for serving in their office except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **Section 7. Place Of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

### **Section 8. Regular Meetings**

Regular meetings of directors shall be held on Thursdays at 11A.M., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

If this corporation makes no provision for members, then, at the regular meeting of directors held on June 14th, directors shall be elected by the board of directors. Pursuant to the stipulations of "Stage 2" (Article 3, Section 1) voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

### **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if

different, at the place designated by the person or persons calling the special meeting.

#### **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **Section 11. Quorum for Meetings**

A quorum shall consist of a majority ratio of the members of the board of directors as follows 2 = 2, 3 =2, 5=3, and 7=4.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

#### **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Christian ethical conduct and values as exemplified in Scripture, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **Section 14. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

#### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **Section 17. Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4 Officers**

#### **Section 1. Designation Of Officers**

At inception, pursuant to guidelines of Article 3, Section 1, "Stage 2," The officers of the corporation shall be a chairperson of the board, and a secretary. Both shall serve in conjunction as de facto treasurer. Upon completion of Stage 2, an official treasurer will be appointed by board consensus. The corporation may also have a president, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

## **Section 2. Qualifications**

Any member of the Board of Directors may serve as officer of this corporation.

## **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

## **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

## **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

## **Section 6. Duties of the Chairperson**

The chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the chairperson shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **Section 7. Duties of Vice President**

If the board of directors includes a vice president, the duties shall be such: In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

## **Section 8. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Section 9. Duties Of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Section 10. Authorized Representatives**

Authorized Representatives shall be appointed by the board of directors or through responsibility assigned to a representative of the corporation by the board of directors.

Authorized representatives of the Center must fulfill all the requirements of the Policy and Procedures manual related to their position.

#### **Section 11. Compensation**

The salaries of any Authorized Representative of PathSeeker Center Inc., if any, shall be fixed from time to time by resolution of the board of directors or through the authority designated by the board of directors. In all cases, any salaries received by representatives of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## **Article 5 Committees**

#### **Section 1. Executive Committee**

The board of directors may, by a majority vote of its members, designate an executive committee consisting of a quorum of members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

#### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

#### **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6 Execution of Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the appointed CFO and/or treasurer.

#### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### **Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 7 Corporate Records, Reports, and Seal**

#### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its business office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all

reasonable times by appointment with a reasonable processing fee.

#### **Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. Due to HIPPA regulations, members do not have the right to view members' names, addresses, and/or voting rights. A member may inspect and copy their own record of attendance, addresses, voting rights, and session summaries, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a number of those having voting rights to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the number is requested. The quantity shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the amount is to be compiled.
- c. To inspect at any reasonable time the books, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, public records, and properties of this corporation as may be required under the articles of incorporation and subject to HIPPA guidelines, confidentiality, other provisions of these bylaws, and provisions of law.

#### **Section 5. Right To Copy And Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts for purposes reasonably related to such person's interests as a member.

#### **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8 IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private persons, 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 of this corporation.

#### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 9 Amendment of Bylaws**

#### **Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

## **Article 10 Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Membership Provisions of the Bylaws of PathSeeker Center Inc.**

### **Article 11 Members**

#### **Section 1. Determination and Rights of Members**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

#### **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows: Official membership is based upon current attendance and continued intent of attendance of PathSeeker Center facilitated activities. At time of attendance, no other religious or non-profit memberships are recognized by PathSeeker Center Inc.

PathSeeker Center membership is considered confidential pursuant to the Federal HIPPA guidelines of protected healthcare information and of the Federal standards of clergy and religious privilege.

#### **Section 3. Admission of Members**

Applicants shall be admitted to membership upon official attendance of a PathSeeker facilitated activity.

#### **Section 4. Fees and Dues**

(a) There is no fee for membership in the corporation; however, a reasonable donation is requested and expected to ensure priority of membership acknowledgement and participation of attendance. This donation is similar to the Biblical concepts of an expected 'tithes' or outward expression of commitment to the overlying principals of PathSeeker Center vision, purpose, and creed.

(b) PathSeeker Center does not require annual dues.

#### **Section 5. Number Of Members**

There is no limit on the number of members the corporation may admit.

#### **Section 6. Membership Log**

The corporation shall keep a membership log containing the name and address of each member. Termination of the membership of any member shall be recorded in the log. Such information shall be kept at the corporation's principal business office.

#### **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **Section 8. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### **Section 9. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If the member does not attend, nor intend to continue attending PathSeeker Center activities.
3. After providing the member with reasonable written notice and/or verbal notice with an opportunity to be heard either orally or in writing, upon a determination by any PathSeeker Center representative or the board of directors that the membership has been revoked.

Membership of any individual may be terminated by any Authorized Representative of PathSeeker Center for any reason.

All rights of a member in the corporation shall cease on termination of membership as herein provided. Exception: individual members may have access to any archived information related to their membership for up to 7 years at which point membership information is destroyed.

## **Article 12 Meetings of Members**

### **Section 1. Place of Meetings**

Meetings of members shall be held at any facility overseen by a PathSeeker Center representative for the purposes of any ministry authorized by the board of directors or at such other place or places as may be designated from time to time by resolution of the board of directors.

### **Section 2. Special Meetings of Members**

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

### **Section 3. Voting Rights**

Members do not have voting rights in the corporation.

### **Section 4. Conduct of Meetings**

Meetings of members shall be presided over by PathSeeker Center authorized representatives, determined by the board of directors. The facilitating PathSeeker Center representative will act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the ethical guidelines of the AACC; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

## **Spiritual Practices and Beliefs of PathSeeker Center Inc.**

## **Article 13 Foundational Beliefs**

### **Section 1. Creed**

PathSeeker Center affirms and adopts the Niceno-Constantinopolitan Creed as the foundation of faith and practice.

### **Section 2. Verbiage**

Language used by PathSeeker Center to advance the ministry of the center in no way reflects the entirety of these bylaws or the Articles of Incorporation; this includes documentation on the World Wide Web, printed materials, signage, or any other venue for the purposes of marketing PathSeeker Center. PathSeeker Center adopts the generic representation of "Center" to indicate *religious institution – church* as reflected in the Articles of Incorporation and 501(c)3 statuses. PathSeeker Center also uses the generic term "counselor" to include lay counselors, state-licensed counselors, state interns, or pastoral counselors.

### **Section 3. Core Values**

The following are foundational concepts from Scripture that form a framework upon which PathSeeker Center operates as a religious institution:



Freedom: as exemplified in Galatians 5:1



Holy Spirit's work in Believers and Unbelievers – the Spirit is required to understand Scripture and to receive guidance and healing. The Holy Spirit is at work

regardless of the spiritual beliefs of individuals.



Classic Innovation – Christ was unconventional and effective in His approach to ministry while still exemplifying a commitment to foundational Scriptural truth. The term “Classic Innovation” is a term describing this balance. PathSeeker Center does not operate as a “traditional church” as understood by many mainline denominations currently in existence.



Community Kingdom Vision – The Holy Universal Church is overseen by God and believers’ duty is to work toward unity within their community, not limited to one denomination or meeting place.



Diversity of Worship – many different types of worship are exemplified in Scripture. PathSeeker Center facilitates worship through prayer, meditation, Scripture, and obedience as well as other methods appropriate to the vision and purpose of PathSeeker Center.



God is Sovereign, and as such, does not need human intervention in evangelizing the world or fulfilling His work.



Relationship: God seeks relationship with humans as of primary importance.



Glory: God will be glorified in all things; PathSeeker Center promotes the desire to glorify God through relationship with God.

#### Section 4. Ordination

PathSeeker Center accepts the Webster's New World Dictionary of the American Language definition of the term ordain: "to invest with the functions or office of a minister, priest or rabbi." As PathSeeker Center is non-denominational, the path to ordination is not limited to the procedures of one denomination, allowing PathSeeker Center to welcome to the organization members of the clergy of different denominations and Judeo-Christian schools of thought. The Biblical foundations for our beliefs in this matter are the following verses:

Mark 16:15 "Jesus said to them, "Go into all the world and preach the Good News to all creation."

2Timothy 4:2 "Preach the Word; be prepared in season and out of season; correct, rebuke, and encourage - with great patience and careful instruction."

2Timothy 4:5 "But you, keep your head in all situations, endure hardship, do the work of an evangelist, discharge all the duties of your ministry."

#### Section 5. The Bible

PathSeeker Center acknowledges the balance of readability and accuracy of the New Revised Standard version and the New International Version of the canonized Bible. Other versions of the Bible may be used to support the Purpose and Beliefs of PathSeeker Center Inc. For the purposes of the entirety of these Bylaws, "Scripture" refers to these affirmed versions of the Bible and any biblical references are taken from such versions.

## Article 14 Methodology

#### Section 1. Sacraments

PathSeeker Center administers the following sacraments:



Weddings



Baptisms



Affirmation of new ministries as a part of PathSeeker Center



Appointment of board members

The Book of Common Prayer is used as a foundation for all sacraments administered through PathSeeker Center. The board of directors may also approve on a case-by-case basis any other formalized system of administering the above sacraments.

#### Section 2. Ecclesiastical Governing Structure

Certain Authorized Representatives may be considered “Pastor” by the board of directors based on compliance with the Policy and Procedures Manual and service in the work of PathSeeker Center purpose and vision.

### **Section 3. Operating Procedures**

Authorized representatives will use the PathSeeker Center Policy & Procedures Manual for daily operations of the corporation. This is an internal proprietary document, not releasable whole or in part to parties outside PathSeeker Center without the written approval of the Board of Directors. The PathSeeker Center Policy & Procedures Manual is a "living document" that will be reviewed and approved or updated not less than every three years by the Board of Directors. Authorized representatives will utilize the Policy and Procedure Manual as a guideline for operations of the corporation (Article 3, Section 4).

### **Section 4. Printed Materials**

Printed materials are generated for every meeting of individuals for the purposes of the Center. Any materials are governed by the guidelines of Article 11, Section 6 and Article 7, Section 4a.