ACTI Bylaws Summary

(Intended for summary use and not as a replacement of Bylaws)

Board of Directors & Meetings

- Membership must be no less than five and no more than fifteen persons over the age of 18
- If the number of members falls below five, the remaining members will fill the vacancy by majority vote
- Members must adhere to *Westminster Confession of Faith*
- Members must demonstrate commitment to ACTI by active ministry in Uganda and/or consistent financial support of said ministry
- Members must be elected at a regular meeting and they serve a two year term or until successor is elected
- Members may be removed from the board with “cause”
- Each supporting church is entitled to one non-voting delegate at each board meeting
- Regular meetings of the board may be in person, on the phone, or via the Internet
- Special meetings may be called by the chairman, the president, or any two members with adequate notice
- No notice required for adjourned meeting provided time (not to exceed 30 days) and place were fixed at the meeting taking the adjournment
- Attendance and participation in a meeting waives notice requirement unless member promptly objects and thereafter does not vote or assent to actions taken
- When Board vacancies occur, the remaining members elect new members by majority vote

Officers

- Required officers: chairman, president, at least one vice president, secretary, and treasurer (president and secretary cannot hold more than one office, there is no limit on successive terms), and vacancies in these offices shall be filled by the Board as soon as practicable
- Board may elect or appoint other officers as needed
- Election off all officers takes place at a regular meeting of the Board by majority vote
- Officers may be removed from office with “cause”
- When an officer is absent from his/her office the Board may delegate the powers of said officer to another officers for the time being
- Officers are indemnified to the fullest extent allowed by Tennessee laws of incorporation
- **Job descriptions**
  - <u>Chairman</u> - speaks for the corporation, calls board meetings, solicits donations, but must have Board approval to obligate the corporation
  - <u>President</u> - Corporation CEO, general manager of Corporation, responsible for completion of Board orders and resolutions, Board can delegate specific powers and responsibilities to others
  - <u>Vice President</u> - serves in absence of President and other such duties as assigned by Board
  - <u>Secretary</u> - prepares minutes of each meeting, keeps all Corporate records in accordance of Section IV of the Bylaws, gives notice or causes notice to be given of meetings, Board may assign other duties, if absent from a meeting, presiding officer appoint (with approval) someone else to take minutes
  - <u>Treasurer</u> - custodian of Corporate funds, responsible for accurate accounting of all receipts and disbursements, and any other assets, and reports same to the Board as needed

Miscellaneous

- Board approves fiscal year and financial institutions to handle any and all assets of the Corporation
- Notice for meetings, etc., may be waived in writing by any entitled to such notice
- Bylaws may be amended by majority vote at a regular meeting with a quorum present, preceded by at least two days notice stating the purpose to amend Bylaws with a copy of the proposed amendment