

## BYLAWS

The following Bylaws adopted by the Directors at a meeting in the City of Mobile State of Alabama on the 29th day of May 2006 shall govern the business of the Organization except as the same may be from time to time abridged or amended.

### Article I

#### Name and Offices

Section 1. The name of this Organization is OVERFLOW, INTERNATIONAL

Section 2. The principle office of the Organization shall be in the County of Mobile City of Mobile State of Alabama. The Organization may also have offices at such other places as the Board of Directors may from time to time designate.

### Article II

#### Statement of Faith and Purposes

Section 1. The programs and activities governing the form of worship of OVERFLOW, INTERNATIONAL shall be based upon and at all times shall be consistent with the following creed and beliefs:

- A. The Scriptures: The Bible is the inspired Word of God and is accepted as the infallible guide in matters pertaining to the conduct and doctrine.
- B. The Godhead: Our God is One, but manifested in three persons – the Father, the Son, and the Holy Spirit, being co-equal. (Phillipians 2:6) God the Father is greater than all; the Source of the Word and the Begetter. The Son is the Word flesh-covered, and has existed with the Father from the beginning. The Holy Spirit proceeds forth from both the Father and the Son and is eternal.
- C. Salvation is the gift of God to man, separate from works and the law, and is made operative by grace through faith in Jesus Christ, producing works acceptable to God. (Ephesians 2:8)
- D. Man's first step toward salvation is Godly sorrow that worketh repentance. The new birth is necessary to all man, and when fulfilled produces eternal life. (II Cor. 7:10; I John 5:12, John 3:3-5)
- E. Baptism in water is by immersion and is a direct commandment of the Lord and is for believer's only. The ordinance is a symbol of the Christian's identification with Christ in His death, burial, and resurrection. (Matt. 28:19, Romans 6:4, Col. 2:12, Acts 8:36-39)
- F. Healing is for the physical ills of the human body and is wrought by the power of God through the prayer of faith, and by the laying on of hands. It is provided for in the atonement of Christ, and it is the privilege of every member of the Church today. (Mark 16:18, James 5:14-20, I Peter 2:24, Matt. 8:17, Isaiah 53:4-5)

- G. The resurrection of the Just and the Return of our Lord. (Acts 1:11, I Thes. 4:16-17)
- H. The one who physically dies without accepting Christ is hopelessly and eternally lost in the lake of fire and: therefore, has no further opportunity of hearing the Gospel or for repentance. (Hebrews 9:27, Rev. 19:20)

Section 2. This organization shall be organized and operated exclusively for religious purposes with the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954, as amended, or any superseding section in order to :

1. Minister to the Physical and Spiritual needs of our neighbors.
2. Promote and encourage cooperation with other organizations ministering the Gospel of Christ.
3. To gather, store, and distribute goods and services to others in a time of need, all in the name of Christ.
4. To provide an outlet for others to gather together their talents and resources and use them in a way that will minister to others.

Section 3. This organization is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits, and net income of this organization is irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of this organization shall ever inure to the benefit of any individual. On the dissolution of this organization, its assets remaining after payment, or provision of payment of, all debts and liabilities of this organization shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated by charitable, educational, developmental, or religious purposes and that has established its tax exempt status under Section 501 (c) 3 of the Internal Revenue Code.

### Article III

#### Directors

Section 1. The number of initial Directors shall be eight (8) . Directors need not be residents of Alabama nor members of the Organization. The Directors, other than the first Board of Directors, and except as provided in any Article of these Bylaws, shall be elected at the annual meeting of the Directors, and each Director elected shall serve until the next succeeding annual meeting and until his successors shall have been elected and qualified. The Board of Directors shall be authorized to increase or decrease their numbers by unanimous consent provided that the total number of Directors is at least five (5).

Section 2. Any vacancy occurring in the Board of Directors may be filled by the affirmative election of the majority of the remaining Directors but less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office. Any office of Director to be

filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Director members called for that purpose. A Director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of the Directors and until his successor shall have been elected or qualified.

Section 3. The affairs of the Organization shall be managed by its Board of Directors which may exercise all such powers of the Organization and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws.

Section 4. The Directors may keep the books of the Organization, except such as required by law to be kept within the state, outside of the State of Alabama at such place or places as they may from time to time determine.

Section 5. The Board of Directors by the affirmative election of a majority of the Directors shall have the authority to establish reasonable compensation of all Directors for services to the Corporation.

#### Article IV

##### Meetings of Board of Directors

Section 1. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Alabama.

Section 2. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the Directors at the annual meeting, and no notice of such meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided a quorum is present or it may convene at such time and place as may be fixed by the consent in writing of all the Directors.

Section 3. Regular meetings of the Board of Directors may be held upon such notice, or without notice, at such time and such place as shall from time to time be determined by the Board.

Section 4. Special meetings of the Board of Directors may be called by the President on three days notice to each Director, either personally, or by mail or by telegram; special meetings shall be called by the Secretary in like manner and on like notice on the written request of two (2) Directors.

Section 5. Attendance of a Director at any meeting shall constitute a waiver of a notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the Directors shall constitute a quorum for the transaction of business unless a greater number is required by the law or by the Articles of Incorporation. The active majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statutes of the Articles of Incorporation. If a quorum shall not be present at any meeting of Directors, the Directors present at such meeting may adjourn the meeting without notice, other than an announcement at the meeting, until a quorum shall be present.

Section 7. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

## Article V

### International Board of Directors

Section 1. OVERFLOW,INTERNATIONAL hereby makes provisions to become involved in various missionary activities overseas. When the activities of the Organization in a particular country or nation make it desirable, the Board of Directors may create an International Board of Directors to direct those activities, subject to review by the Board of Directors. The duties of the International Board of Directors will be to exercise such power and authority as had been specifically given to it by the Board of Directors, and all other activities that are necessary, and do not exceed that intended by the Board of Directors. The International Board of Directors shall have the responsibility of insuring that its activities reflect the principles, nature, and purpose of OVERFLOW, INTERNATIONAL.

## Article VI

### Officers

Section 1. The officers of the Organization shall be chosen by the Board of Directors, and shall be President, Vice President, and Secretary. The Board of Directors may combine any offices except that of President. The Board of Directors may also appoint one or more Vice Presidents and one or more Secretaries.