Constitution

of

Reformed Believers Publishing

Grand Rapids, Michigan

Preamble

The members of Reformed Believers Publishing have organized for the express purpose of witnessing to the Reformed truth. The organization is rooted in the office of believer, by virtue of which every believer has the privilege and calling to confess the truth and contend against the lie. Reformed Believers Publishing is non-ecclesiastical, is self-governing, and is not the possession of, or under the governance of, any church institute. An invitation shall be extended to all who desire to share this opportunity to sound forth a true Reformed testimony in the discharge of the office of believer.

ARTICLE I
Name, Location, Fiscal Year

A. The name of this organization shall be Reformed Believers Publishing.

B. The place of business shall be in or near the city of Grand Rapids, Michigan.

C. The fiscal year shall commence on the first day of October and shall terminate on the last day of September.

ARTICLE II
Purpose

The purpose or purposes for which the corporation is organized are exclusively for charitable, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provisions of any subsequent federal tax laws, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The purpose of Reformed Believers Publishing shall be:

A. To promote, defend, and develop the Reformed faith, which is the truth revealed in the Word of God and expressed in the Three Forms of Unity, with special emphasis on the truths of the absolute sovereignty of God in salvation, particular grace, and the unconditional covenant.

B. To expose and condemn all lies repugnant to this truth.

C. To give a theological and antithetical witness to the Reformed church world and beyond by broadcasting this distinctive Reformed truth to the people of God wherever they are found.

ARTICLE III
Ways and Means

To accomplish the purpose contained in Article II, the organization shall carry out these activities:

A. Publish and distribute a magazine in hard copy and digital format a minimum of twelve times per year. The magazine shall be known as *Sword and Shield*.

B. Publish other Reformed material.

ARTICLE IV
Membership

A. Reformed Believers Publishing shall have one class of members.
    1. Members have the right to vote at meetings. Members unable to be present at the Annual Meeting may be represented by proxy in due form.
    2. A man or woman may become a Member as follows:
        a. Agreeing to this Constitution and all amendments thereto.
        b. Submitting his or her application to the Secretary, after which the Board must approve the application by a majority vote before forwarding it to the organization for approval.
        c. Receiving acceptance thereof by a majority vote of Members present at any meeting of the organization.

B. A complete record of Members shall be kept and maintained by the Secretary, and shall be open for inspection to any member, at such time and place as the Board may designate.

C. Any member may withdraw his membership at any time on his own motion. The organization may have a membership withdrawn for good and sufficient reasons, by a majority vote of Members present at any meeting of the organization.

ARTICLE V
Membership Meetings

A. Meetings of the organization shall be held at such time and place as may be determined by the Board. Notice of meetings to be held shall be distributed to all Members on record and published in *Sword and Shield*.

B. The organization meetings shall be broadcast digitally for the sake of members not present locally.

C. A majority of Members shall constitute a quorum.

D. The Annual Meeting shall be held on a Friday in the month of October.

E. Other meetings may be called by the Board on its own motion. Upon written request from any fifteen Members a meeting shall be called.

ARTICLE VI
The Board

A. The general management and supervision of the affairs of this organization shall be vested, subject to the Articles of this Constitution and such amendments as may be added thereto, in a Board of seven male Members. Board members are elected at the Annual Meeting from a list of nominees presented by the Board, and consisting of twice the number of names required for election, of male Members in good standing.

1. A member shall be eligible for re-election one year after the end of his last term.
2. Members shall be elected at each Annual Meeting to serve a term of three years, or until their successors are duly elected and qualified.

B. The Board shall have the right and power to fill any vacancy or vacancies which may occur among its ranks, and such a person shall remain on the Board for the unexpired term. The Board shall also have the right to declare membership to the Board withdrawn, by majority vote of all the Board members, for any of the following reasons:

1. Failure to attend three consecutive Board meetings without good cause.
2. Failure to perform duties delegated to him.
3. Neglect or failure to conform to this Constitution.

C. The following officers shall be elected by a majority vote of the members of each new Board: President, Vice-President, Secretary, Treasurer, and Vice-All.

1. The President shall preside at all organization meetings and all Board meetings and shall perform such duties as are commonly attached to his office.
2. The Vice-President shall perform the duties of the President in case of his absence or inability to serve. In case of absence of both President and Vice-President, the Board may elect a presiding officer.
3. The Secretary shall keep regular and accurate minutes of the proceedings of all meetings, attend to the necessary letters and correspondence, and otherwise perform the usual duties of such office.
4. The Treasurer shall keep separate financial records for *Sword and Shield* and for the publication of books, which records will be reported separately to the organization.
5. The Vice-All shall perform the duties of the Secretary and Treasurer in case of absence or an inability to serve.

D. The Secretary shall prepare a written report of the principal activities which have occurred throughout the year, and the Treasurer shall prepare a written report of the receipts and disbursements made during the year. Such reports shall be submitted to the Board at its last meeting preceding the date of the Annual Meeting of the organization. After such reports have been approved by the Board, the Secretary and the Treasurer shall read their respective reports, subject to any corrections or additions made by the Board, to the members of the organization at the Annual Meeting.

ARTICLE VII
Board Meetings

A. The Board shall convene immediately upon adjournment of the Annual Meeting of the organization, for the purpose of electing officers and to transact such other business as may properly come before it. In case a quorum of the new Board shall not be present, the Secretary shall call a meeting of the Board, to be held within ten days from the date of the Annual Meeting.

B. Thereafter, the Board shall meet at least once each month, at such time and place as it may determine. Board members shall be notified in advance of each monthly meeting by the Secretary. A majority of members shall constitute a quorum at any Board meeting.

C. Special meetings of the Board may be called by the President on his own motion, or the written request of any three Board members. Notice of such meetings shall be sent by the Secretary to each Board member at least seven days in advance of the date on which such meeting is to be held. Said notice shall specify the time and place of such meeting and the purpose for which it is called.

ARTICLE VIII
Powers and Exemptions

A. The organization has the power to sue and to be sued; to incur debts; to borrow money, giving therefore notes of the organization signed by one or more officers authorized by the Board for that
purpose; and to enter into contracts of any kind to further its purpose.

B. Reformed Believers Publishing is organized and operated exclusively for religious and educational purposes described in section 501(c)(3) of the Internal Revenue Code.

C. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code. The distribution of funds would be made by the Board of Reformed Believers Publishing under the direction of the organization.

ARTICLE IX
Amendments

A. This Constitution or any part thereof may be repealed, amended, or added to by the Members of the organization at any regular or special meeting, provided the proposed amendments are filed with the Secretary at least thirty days prior to the date of such meeting.

B. The Secretary shall send a copy of such amendment to all Members in good standing, at least ten days prior to the date of such meeting.

ARTICLE X
Constitution Binding

A. This Constitution and all amendments thereto shall be binding on all members of the organization, provided no amendment shall be in conflict with Article II.

B. Roberts Rules of Order shall be adopted for the conduct of business at all meetings of the organization in all cases not especially provided for in this Constitution.

ARTICLE XI
Indemnification of Directors and Officers

A. *Indemnification of Directors and Officers*: *Claims by Third Parties*. The Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a Director or officer (the "Indemnitee") who was or is a party or who is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. *Indemnification of Directors and Officers*: *Claims Brought by or in the Right of the Corporation*. The Corporation shall, to the fullest extent authorized by the Michigan Non-Profit Corporation Act, as amended, indemnify a director or officer (the "Indemnitee") who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees), and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the Indemnitee has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has

determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expense which the court considered proper.

C. *Advancement of Expenses*. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections A and B above shall be paid by the Corporation, promptly after request by the Indemnitee in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the Indemnitee on whose behalf advances are made, shall not be required to be secured and shall be accepted without reference to financial ability to pay. In the event the Corporation fails to advance such expense as required hereunder within thirty (30) days of the request therefor, the Indemnitee shall be entitled also to collect interest thereon at the rate of eight percent (8%) per annum from the date of the request.

D. *Approval of Indemnification*. An indemnification under Section A or B hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard or conduct set forth in Sections A and B. This determination shall be made in one of the following ways, as designated by the Indemnitee in his or her sole discretion:

(1) By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding;

(2) If the quorum described in Sub-Paragraph (1) above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action; provided, the committee shall consist of not less than two (2) disinterested directors;

(3) By independent legal counsel in a written opinion.

Upon written request by the Indemnitee for indemnification (which request shall designate a method of determination described above), the Corporation shall, at its expense, take all actions necessary to make the determination (utilizing the method of determination designated by the Indemnitee) as expeditiously as possible but within not later than one hundred eighty (180) days after such request. The Indemnitee shall have the right to petition a court of appropriate jurisdiction: (i) to make the determination if the Corporation fails to do so within the time allotted; or (ii) to review the determination if the determination denies indemnification in whole or in part.