



WFM Missions Base / 3243 Wind and Fire Dr. Marion, IA 52302 • Midwest Prayer Center/ 2987 Worship Cir. Marion, IA 52302
• PO Box 126 Hiawatha, IA 52233 • 319.294.5307 • 319-892.0203(F) • info@windandfire.org • www.windandfire.org

**BY - LAWS
of**

Wind and Fire Ministries Inc.

Also known as (WFM Inc., and the WFM Missions Base)

ARTICLE I: BASIS FOR EXISTENCE and DESCRIPTION

Section 1. Basis for Existence

1. WFM Inc. believes that faith in Jesus Christ should demonstrate itself in the activities of the Kingdom of God. These activities are based from our identity in Jesus Christ.
2. We feel this is best expressed through intimate prayer and dedication to the process of personal transformation into the likeness of Jesus Christ in character, power and deed.
3. Specifically, this organization has as its purposes, to know God and to make Him known in the earth, primarily through the growing and releasing of men and women who pray in agreement with God.
4. We are a Place of Refuge and Restoration: We cultivate a climate and community that those in need may seek the Refuge of the Lord and be restored by the family of the Kingdom of God.
5. We value and aspire to NIGHT and DAY PRAYER and WORSHIP. This cultivates awareness of our intimacy and identity in Christ through night and day Prayer Meetings, Worship Sessions and Intercession.
6. Through Encountering God Sessions (EGS), The FIELD Classes, Internships, Prophetic and Prayer Ministry, we equip and tool those willing to agree with God's ideas and plans for their lives.

7. We value community with each other, in that, if we don't Love well, we won't value each other as the Lord does.
8. This Nonprofit Corporation is an extension of the Church-at-Large, and operates in the standards and form of the church as described in the Bible, and as such, is faith based.
9. This organization is organized and operated exclusively for religious, educational and charitable purposes within the meanings and definitions of the IRS Tax Code.
10. This corporation may engage in any lawful act and business of activity which may seem to the Advisors, Board and Leadership, capable of being conveniently or advantageously carried on or done in connection with the above stated objectives.
11. No substantial effort or activities shall be engaged for the furtherance of any political propaganda, party, or to influence legislation of any kind. All activities shall move in spirit and intent, pertaining to contributions and activities of a nonprofit corporate entity, church, or religious operation, as described and restricted to in the Internal Revenue Service tax code.

ARTICLE II: MISSION AND VISION

The Mission of the corporation shall be to foster spiritual wisdom and understanding through intimacy with Jesus Christ. A primary vehicle of releasing intimacy is the night and day house of prayer movement, and Wind and Fire Ministries is dedicated to the establishment, growth and spiritual maturity of the Midwest Prayer Center. The Midwest Prayer Center is a regional night and day house of prayer, serving as a place of refuge and restoration to those in need.

Section 1. The vision of the corporation shall be the following:

1. To provide opportunities for intensive spiritual growth through the impartation of the Holy Spirit, teaching, worship and intercessory prayer; all firmly squared upon the written Word of God.
2. To assure safe and mature methods in seeing the body of Christ rise to fullness.
3. To see the seedbed of all ministry efforts be firmly planted in prayer and serving those in need of refuge and restoration.
4. Step firmly into the destiny for our Midwest Regional sphere of influence to house a spiritual training facility and raise up young men and women into their purpose and

calling in Jesus.

5. To provide an outlet through, primarily unpaid volunteerism, to those who would like to grow their hearts as they transform and grow in the Love, Identity, Flow and Encounter contained within the character of Jesus.

Section 2. Annual Ministry Blueprint

1. The directions and values of the WFM Missions Base shall be assembled and communicated each year through the WFM Ministry Blueprint document.
2. The WFM Blueprint document shall be available to those who attend or inquire as to WFM's activities.
3. This document shall be assembled primarily from, but not limited to the goals, values and purposes set in place by the WFM annual Leadership Retreat.

ARTICLE III: LOCATIONS, DURATION, AND PREGATIVES

Section 1. Locations.

1. The office of the corporation will be located at:
7300 Railway St
Palo, Iowa 52324
(superseded 2/14/02)
2. 207 Robins Road
Hiawatha, Iowa, 52233
(superseded 11/14/02)
3. 3000 County Home Rd
Marion, IA 52302
(superseded 5/11/03)
4. 2976 County Home Rd
Marion, IA 52302
(addition 2/10/04)
5. PO Box 126

Hiawatha, IA 52233

(addition 10/22/06)

6. 3243 Wind and Fire Dr

Marion, IA 52302

(additional facilities 10/22/06)

7. Midwest Prayer Center

2987 Worship Circle

Marion, IA

8. WFM Inc. may also have offices, facilities, managed organizations and places of ministry at such other places as the Board of Directors, Advisors, and/or Leadership Team recommend, or may from time to time determine, or the efforts of the ministry may require.

Section 2. Duration

1. This corporation is a not of secret order, and conducts public activities, but there is an application process to be considered 'staff' of the WFM Missions Base.
2. The period of its duration is perpetual.

Section 3. Prerogatives

1. WFM Inc. shall have the right to govern itself in accordance with the constitution and by-laws herewith set forth, or as the same may be hereafter modified and amended.
2. WFM Inc. shall be empowered to receive by gift, devise, bequest, purchase or by any other means, property of all kinds, real, personal, or mixed, and to have and to hold and use the same, in trust or in fee, and to transfer or dispose of in any lawful manner.

ARTICLE IV. FINANCIAL

1. The capital of the corporation is formed by everything that was meant to be the corporation's capital at the time of formation and/or later obtained by purchase or donation.
2. The primary source of financial support will come from donations from members, staff and friends of the ministry.
3. All checks or demands for money and notes of the corporation shall be signed by such leadership, and such other person or persons as the Board of Directors may from time to time designate.
4. All financial bookkeeping shall be handled by a trained individual in the tasks and purposes required, or in collaboration with a contracted Certified Public Accountant.
5. Financial activities shall be determined by the establishment of Board Resolutions and shall remain in effect until superseded or rendered null by board resolution.
6. No part of earnings or the corporation shall inure to the benefit of, or be distributable to, its staff or leadership except that of:
 - a. direct support as qualified full or part time staff missionary,
 - b. acts of benevolence,
 - c. contracted compensation as determined by Board Resolution,
 - d. payments for services rendered,
 - e. or in furtherance of the purposes set forth in Article I., 1 above.

ARTICLE V. LEADERSHIP STRUCTURE AND MEETINGS

Section 1. Delineations:

1. **Volunteerism:** All positions within Wind and Fire Ministries Missions Base (WFM Inc.) or the Midwest Prayer Center (MWPC) are voluntarily inspired efforts except noted in Article IV Section 6.
2. **Ministerial Covering:** The Ministry of WFM Inc. shall be under the ministerial covering of an organization of advisors, nominated, determined or renewed at the annual Leadership Retreat each fall. This organization of Advisors provides accountability and

assistance with spiritual and natural matters pertaining to ministry. The organization of advisors shall meet with WFM Inc. leadership at a minimum of once per year, but also in ad-hoc fashion as a group and/or individually as needed.

3. **Advisors/Overseers:** To be selected and invited annually by the attendees of the prior ministry year's leadership retreat by letter of invitation with description of responsibilities. These advisors are to be men or women of God, in ministry at large, selected by their experience and heart to facilitate the dual roles of:
 4. **ADVISOR:** To input wisdom and advice, serving the WFM Missions Base Board and Leadership team as needed and as available.
 5. **OVERSEER:** When 'CRITICAL CONDITIONS' exist, the Advisors team transitions to a team of overseers where they will self-appoint a lead overseer from within, to provide immediate supervision to the Missions Base Leadership team in lieu of the Board Chairman, or with any or all of the following options:
 - a. to infuse senior leadership authority as needed until the Critical condition passes,
 - b. temporarily serve as replacement for the vacant position,
 - c. to insure that the Leadership team functions remain in operation by those Leadership Team members not directly involved with the Critical condition, or as the appointed Overseers deems appropriate.
 6. **TERM:** They are termed for a one (1) calendar year ministry period serving from point of invitation to the end of the following calendar year, or as detailed in the invitation.
 7. **QUANTITY:** An advisory/overseer team must be continually established with no less than two (2) and no more than five (5) members.
 8. **EXPECTATION:** They are utilized independently of each other and in their own specialty areas of wisdom, knowledge and experience, unless a 'critical condition' exists.
 9. **REPORTING:** The board shall provide, in a timely manner, whatever information may be requested by the Advisory/Overseer members at any time. All quarterly and annual financial reports will also be provided quarterly, annually, or as requested.

10. **LEGAL EXPOSURE:** These advisors are in no way legally responsible for the actions, ministry operations or ramifications of their advice; however, they are providing spiritual and natural wisdom and understanding for the benefit of the whole of the organization.
 11. **MINISTRY REFERENCE:** They are not to hold active staff positions within the WFM organization except in a case of 'Critical Condition' in order to insure their outside perspective.
 12. **EXCEPTION:** Advisory Team may consist of up to two (2) Advisors who may hold general, non-leadership, staff positions, however, may not participate as part of the Overseer team, when 'Critical Conditions' exist. Nor may they be one (1) of the Advisors to declare a 'Critical Condition'.
4. **CRITICAL CONDITION:** Is defined as an event, series of events or time period where conditions result in the leadership integrity of the board or senior leadership has been appropriately called into question. These conditions may include some, part, or none of these type of situations list below. They are not considered to be automatic conditions, but may be initiated as detailed in section b:
- a. Financial Indiscretion
 - b. Moral Indiscretion
 - c. Operational Indiscretion
 - d. Public Accusation
 - e. Media Accusation
 - f. Devastating natural or man-made condition resulting in the disablement of the governing board
 - g. Other items or issues not listed but determined by the Advisors to be a condition compromising the integrity of the board or Leadership team.
5. **INITIATION OF CRITICAL CONDITION:**
- a. The board may declare a critical condition at any time
 - b. After following biblical Matthew 18 protocol, a group of three active Leadership staff may bring a case for 'Critical Condition' to an advisor for consideration.

- c. After internal collaboration, two agreeing Advisors may declare a 'Critical Condition'
4. **Board of Directors:** The board is responsible for establishing the functional leadership team positions by way of official board resolution and establishing the framework needed for the Leadership team to flow under. Approved Board resolutions are the highest order decision in the natural organization of the WFM Missions Base. Any and all decisions made by the WFM Leadership team must agree in spirit and principle of any and all board resolutions set in place until they are superseded or nullified.
5. **WFM Leadership Team:** Is the comprised of five groups of staff determined to be leader by way of approved board resolution. These five primary groups consist of:
 1. **Apostolic Team:** The Apostolic team is responsible for all spiritual direction and decisions involving: property, vehicles, financials, purchases, organizational changes and any other decisions deemed ancillary or critical to the overall operation of the ministry.
 2. **Prophetic Team:** The Prophetic team is responsible for cultivating spiritual information and providing spiritual revelatory information to keep the base in alignment with the core values of the WFM Blueprint Document.
 3. **Pastoral Team:** The WFM Missions Base, due to its unique nature of large numbers of volunteer staff, utilize Staff Pastors to minister to, support, and encourage the active staff of the Missions Base.
 4. **Teacher Team:** With The Field Spiritual Equipping Center on the Base, WFM raises up teachers who bring solid biblical instruction and equipping.
 5. **Evangelistic Team:** The primary purpose of the Evangelistic team is to share the message of the gospel, external to the ministry expressions within the WFM Mission Base.
 6. **Other:**
 - a. Supporting functions, such as Admin and embedded, or managed organizations to the WFM Missions Base may be established with its own leadership infrastructure.
 - b. Managed organizations or facilities may be brought in and under the WFM Missions Base organization and will have full coverage of WFM's support

structures, including: financial, legal, and insurance coverage and systems as determined by board resolution.

6. **Staff:** Any individual who has enlisted by way of fully completing the current enlistment processes and having received an official WFM Staff security identification badge. For that current ministry calendar year he/she shall now be considered 'staff'.

Section 2. Meetings.

1. **Advisors:** Meet as frequently as needed individually, however it is not necessary that they meet collectively as each of serves a specific role of advisory.
2. **Board of Directors:** Will hold quarterly, annual and as frequently as needed.
3. **Leadership Team:** The Leadership Team shall meet monthly as a group to keep synergy in what issues, progress or activities are happening as a whole.
4. **All Staff:** There will be monthly all-staff meeting held on the last Saturday of the month.

Section 3. Meetings

1. **Board Meetings (Quarterly):** Shall be held in such places within or without the State of Iowa as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.
2. **All Staff Meetings:**
 - a. Monthly All-Staff meetings occur usually the last Saturday of the month.
 - b. Annual all-staff meeting is held on the first Friday of December each year, if not a legal holiday, and if a legal holiday then on the next Friday following.
3. **Leadership Retreat (Annual):** Shall be held the last weekend of October of each year. Attendance is expected by those invited to serve on the Leadership team of the following year.

4. **Notice of Meetings (Annual)**: Electronic notice of meetings, the place, date and hour of the meeting shall be given personally or by mail to each staff member, not less than 15 days, nor more than 60 days prior to the meeting.
5. **Special Meetings**: Special meetings of the full staff, for any purpose or purposes, unless otherwise prescribed by statute, may be called if any of the Advisors, Board or over 50% of the Leadership team deem appropriate.
6. **Quorum for Meetings**: At least two thirds of the appropriate members shall be requisite for and shall constitute a quorum at all meetings for the transaction of business in Board, Leadership or Leadership retreat meetings.
7. **Electronic Collaboration**: Electronic participation by voice, phone, web or video shall be deemed as appropriate attendance.

Section 8. Presiding Officer; Meeting Formats.

1. **Presiding Officer**: All Meetings shall be chaired by a leadership representative beginning with Board representation first, then a Leadership Team representative should a Board representative not be present. Should a Board Member, or Leadership Team member not be available then the gathering does not represent a WFM Inc. meeting.
2. **Meeting Formats**: All Board Meetings and Annual Leadership Retreat meetings shall follow general rules of order where applicable.

ARTICLE VI. GENERAL PROVISIONS

Section 1. Fiscal Year.

1. The fiscal year of the corporation shall be from January 1st to December 31.

Section 2. Corporate Seal.

1. If needed and so acquired, the corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Wind and Fire Ministries Inc.” The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Section 3. Corporate Naming

1. All legal documentation referring to the ministry discussed herein shall utilize the naming conventions of :
 - a. *Wind and Fire Ministries,*
 - b. *WFM Missions Base,*
 - c. *Wind and Fire Ministries Prayer Missions Base,*
 - d. *Wind and Fire Ministries Inc.,*
 - e. *WFM Inc.*
2. References of the ‘*Midwest Prayer Center*’, shall be utilized in reference not to the organization but to a facility being utilized for ministry purposes. These terms are to represent facilities, not organization.

ARTICLE VII. AMENDMENTS

Section 1. Power to Amend

1. The Board of Directors shall have the power to change, amend, delete, alter, or repeal these by-laws, and to adopt new by-laws, from time to time, by an affirmative vote of a majority of the whole Board of Directors as then constituted, provided that notice of the proposal to make, alter, amend, or repeal the by-laws was included in the notice of the leadership’ meeting at which such action takes place.

ARTICLE VIII. INDEMNIFICATION

Section 1. Indemnification of Advisors, Board of Directors and Leadership.

2. The Corporation shall indemnify each of its Advisors, Board of Directors, Leadership, and staff whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she is or was an Advisor, Board Member, Leadership, or staff of the Corporation.
3. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct or reckless disregard of the duties of his or her position.
4. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
5. The foregoing right of indemnification shall be in addition to, and not exclusive of, all rights to which such advisor, part of the Board of Directors, Leadership, or staff of the Corporation may be entitled by law or otherwise.

ARTICLE IX. Dissolution

1. Upon the dissolution of WFM Inc., the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

2. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

I, the qualified undersigned Board representative and custodian of the official record, do hereby certify that the above and foregoing with any imbedded amendments from previous is now complete and whole and represents the current By-Laws of Wind and Fire Ministries Inc. (WFM Inc.) originally formed in the state of IOWA on Nov. 6th, 2001.



January, 2011

Revision # 01-11A

Authorized Signature

Effective Date

Re: Support Request Board Approvals SR# V6W8MMH2EP

End of Corporate Document