

## **Preamble**

As this organization was founded from the prophetic vision of Jonathan Lanier Dade, and seeded through the liquidation of his life assets at the time, this Constitution and Bylaws is entered into between you, and that which has become Messiah Echad © Messianic Congregation.

## **Article I – Formation Name**

Formed 23 July 2013 by issuance of certificate, in the plant location of 129 Ridgecrest Road, Georgetown, TX 78628, Messiah Echad © Incorporated, hereby Messiah Echad or M.E., is a Trademarked, Registered, 501(c)(3) Public Charity, Domestic Non-Profit, as per the United States Internal Revenue Code Section 170, and Secretary of State of Texas. This formation shall continue until terminated in accordance with this constitution, as per the Director(s).

## **Article II – Registered Agent**

The Registered Agent of Messiah Echad is United States Corporation Agents Inc., located at 12301 Research Park Boulevard, Building 4, Suite 200, Austin, TX 78759. Messiah Echad, and its Directors, maintain the consent of the Registered Agent, onsite.

## **Article III – Management Structure**

Management of the affairs of Messiah Echad is to be vested in its Board of Directors, also know as the (ordained and active) Elders. To be ordained as an Elder, one must be of good moral character, a member in good standing at Messiah Echad, and verbally, positively, confirmed by a major majority (>75%) membership confirmation. Elders should preferably be male, and begin Eldership between twenty-five and fifty years of age, although there is no upper age limit to remaining an Elder. The number of Elders shall be no less than three, and no more than twelve. Each Elder has equal rights, save the (a) Planting, (b) Designated, or (b) Most Tenured Elder, hereby titled as Senior. The Senior Elder maintains veto and presiding power over all M.E. matters, except when said Elder is (1) mentally incapacitated, (2) grossly in violation of the morality agreement, and or (3) proven to be abusing said override power, at greater than a major majority. Should an Elder or anyone holding an Office or Title lose that right, they can, but not necessarily shall, become a Member.

A non Senior Elder may resign at any time and may be removed, and a successor selected, by the act of (a) major majority vote of the Elders, and or (b) Senior Elder Vote. The Senior Elder shall only resign or be removed upon (1) becoming mentally incapacitated, (2) being grossly in violation of the morality agreement, and or (3) abusing override power, in more than a major majority percentage of matters. The Senior Elder maintains rights to make all decisions regarding the business of Messiah Echad, including the power to purchase or sell assets, and to borrow money, on behalf of the Messiah Echad.

Any instrument may be executed and delivered on behalf of Messiah Echad, as signed by the Senior Elder, including any deed, deed of trust, note or other evidence of indebtedness, lease agreement, security agreement, financing statement, contract of sale, or other instrument purporting to convey or encumber, in whole or in part, any or all of the assets of Messiah Echad, at any time held in its name, or any receipt or compromise or settlement agreement with respect to the accounts receivable and claims of Messiah Echad. All persons may rely thereon and shall be exonerated from any and all liability if they deal with the Senior Elder, on the basis of documents approved and executed on behalf of Messiah Echad, by the Senior Elder. Any person dealing with Messiah Echad, the Elders, or the Member(s), may rely upon a certificate signed by the Senior Elder, as to the identity of the Elder or Member, acts by the Member or Elders(s), or any act or failure to act by Messiah Echad or as to any other matter whatsoever involving Messiah Echad.

Upon any event that terminates the leadership of the Senior Elder in Messiah Echad, immediate recognition as Senior shall follow (a) Senior designated successor, or (b) most tenured Elder. If no Elders remain, or the Eldership is below three persons, the Members shall (a) vote Elders by major majority, or (b) select the most tenured Members, as Elders.

The Elder(s) shall not be liable to Messiah Echad, or to other Elder(s) for or as a result of any act, omission or error in judgment that was taken, omitted or made by that Elder(s) in the exercise of his judgment in good faith and which act, omission or error does not

constitute bad faith, fraud, willful misconduct or a knowing violation of the criminal law. The Elder(s) shall be indemnified and held harmless by Messiah Echad from any liability resulting from any act performed by him on behalf of Messiah Echad, except for acts of bad faith, fraud, willful misconduct or a knowing violation of the law or morality agreement.

### **Article III Continued – Morality Agreement**

This agreement is binding upon the Elders of Messiah Echad. The details of this agreement are that as a condition of providing services to Messiah Echad, an Elder must agree that they will (1) place God first in their faith, (2) live a non-idolatrous lifestyle, (3) never use the Lord's name in vain, (4) observe the day of rest, (5) honor their parents or guardians, (6) value life, (7) preserve the purity of marriage, (8) respect the belongings of others, (9) bear an honest witness of others, (10) be content with their possessions, (11) consume no more than 1.2 fl oz of alcohol per sitting (two drinks), 2.4 fl oz per day or 9.0 fl oz per week, (12) inhale no more than 50 grams of tobacco a year (an average cigar is 12 grams and cigarette is 01 gram), (13) refrain from abusing federally regulated substances or mind altering compounds (14) love their neighbor, (15) promote the purities (free will, innocence, natural competition and resource optimization) and (16) follow the remaining tenants of their faith, all to the best of their ability. Gross violation(s), are discouraged.

### **Article IV – Organizational Structure**

Messiah Echad shall have a Membership or Flock, of individuals who, willfully, are spiritually, physically, and legally under the guidance of the Elders. The Senior Elder presides over the Elders. The Offices or Titles of Rebbetzin, Pastor, Minister, Leader, Member, Brother, or Sister, do not have authority over Elders, except in ability to confirm in said Elders, by verbal, positive, major majority confirmation from the Flock. The Elders shall act in the best interest of the Flock, as determined by major majority percentage of the Flock, or Eldership. Finally, all Offices, Titles, and Positions at Messiah Echad, must be offered to Members first, and the duties shall be confirmed by the Elders, through vote.

To become a Member of the Messiah Echad Flock, a male 13 years of age and older, or a female 12 years of age and older, must, willfully, make the decision that “your people will be my people and your God, my God” (Ruth 1:16). The process is simply designed so that Messiah Echad can get to know the Proposed Member and so the Proposed Member can get to know Messiah Echad, meaning the process is identical for those who are new to Messiah Echad, and those already in the faith, and even to Members of other Congregation(s).

The Proposed Member is asked to praise and worship Yahweh (God) with Messiah Echad, for a period of time, defined as about twelve services (three months). And during that time, they are encouraged to connect with a chavurah or small group, to deepen the relationship on a personal level. After this introductory period, the Proposed should request a meeting with an Elder, to express their alignment with the Messiah Echad mission and vision, while demonstrating agreement with the Messiah Echad statements of Faith, as detailed. It is also recommended that the Proposed be in agreement with answers to all relevant and current frequently asked questions, located at <http://messiahechad.org/faq>

- We believe in the God of Abraham, Isaac, and Jacob, known as Elohim, El Shaddai, Adonai, Elyon, or simply, Yahweh.
- We believe in the Son of God, Born to Joseph and Mary of Nazareth, known as Yeshua (Jesus), or simply, Messiah.
- We believe in the Holy Spirit or Ruach Hakodesh, a Gift from Yahweh, made of nine manifestations that transform lives.
- We believe Messiah died and was raised again, to give us everlasting life and an intimate connection with the Ruach.
- We believe in a second birth through the Blood of Yeshua and a manifestation of that new life, by following His Commandments.
- We believe in One Body (Echad), made of Christian, Jewish and Non Religious Believers, worshipping together in love (UNITY).
- We believe in membership that is based on the wholly inspired Word (66 Books), calling us to tithe, serve, love and be genuine.

Should the Proposed agree, be favorable with the direction, and emerge from the Elder interview with no concern, they could become a confirmed Member of Messiah Echad. Members can then request a welcoming, mikvah (baptism) and or acknowledgment (public or private). Members are also able to consider serving the congregation, in capacities that best meet their gifts and abilities. And there is also the private page, where Members can provide input on ministry direction, download audio recordings and see Messiah Echad 6:10 (list of businesses who offer discounts to ME Members).

A Member may resign or be removed as a Member, at any time, by (a) request of the Member, (b) major majority decision of the Flock, (c) simple majority decision of the Elders, or (d) decision of the Senior Elder. Any movement to terminate Membership should be founded on an event or circumstance, which was confirmed by at least two witnesses, preferably Members of Messiah Echad. Membership cannot be transferred, nor is it affected by the status of another; each person is responsible for his or her Membership alone.

### **Article V – Operational Purpose**

The business or ministry of Messiah Echad, shall be any lawful efforts “To serve Hebrew Christian (Torah Observing), Messianic Jewish and Non Religious Believers, by showing people how to love God (Deuteronomy 6:5), love their neighbor (Mathew 22:39) and love their Savior (John 14:15)”. The primary operation of Messiah Echad shall be (a) Leadership Meetings once a month, (b) Congregational gatherings once a week, and (c) Fellowship amongst the Flock, as sanctioned, needed, and relevant situation dictate. All operations shall be fueled by tithes or offerings from 501 (c) (3) tax deductible donations, volunteer efforts, Messiah Echad Staff (both paid and unpaid), or legally contracted workers.

No part of the net earnings, shall inure to the benefit of, or be distributed to, its Flock, or Elders, or other private persons, except that Messiah Echad is authorized and empowered to pay, for services rendered and to realize true distributions in furtherance of the purposes set forth in this constitution. Messiah Echad is a not for-profit, religious, entity.

**Article VI – Dissolution and Amendment**

Messiah Echad shall be dissolved upon the written declaration of the Senior Elder or the entry of a judicial decree of dissolution. Upon an event causing dissolution of Messiah Echad, the Elders(s) or, if none, the Flock, shall wind up Messiah Echad’s affairs. After paying or providing for the payment of all debts, the proceeds of sale shall be distributed for one or more exempted 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said courts shall determine, which are organized and operated for such purposes.

Amendment of this Constitution shall require the written consent of the Senior Elder. Pages 1-6 and Articles I-VI, contain the initial and whole constitution of Messiah Echad.

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<b>Legal Title</b>	<b>Name</b>	<b>Ordained Title</b>	<b>Date</b>
Senior Elder	Jonathan Dade	(Senior) Pastor or Rabbi	01 Jan 2016
Planting Elder	Melinda L. Dade	Rebbetzin, First Lady	01 Jan 2016
Planting Elder	Herman M. Dade	None Given	01 Jan 2016

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## Amendments and Bylaws

- 01 April 2018 – Harry Zeplin retired, and Duane Smale resigned from Eldership.

