

BYLAWS OF INSTITUTE FOR INTERNATIONAL MEDICINE

Revised April 10, 2024

This is a revision of the original INMED Bylaws dated 2003-09-09. The first revision was unanimously adopted on 2013-04-08. The second revision was unanimously adopted on 2013-12-16. The third time revision was unanimously adopted on 2022-02-25. The fourth revision was unanimously adopted on 2023-10-31. The fifth revision was unanimously adopted on 2024-04-10.

BYLAW 1. Name

The name of the corporation shall be INSTITUTE FOR INTERNATIONAL MEDICINE.

BYLAW 2. Purpose

The purposes of INSTITUTE FOR INTERNATIONAL MEDICINE as set forth in the Articles are:

1. **PURPOSES.** The Corporation is organized exclusively for religious, charitable, and educational purposes, with a core mission of equipping healthcare professionals and students to serve the forgotten.

The Corporation purposes to glorify God by providing education and training to equip healthcare professionals and healthcare profession students to provide compassionate, competent healthcare for the compelling health needs of disadvantaged people in a manner that reflects the character and compassion of our Lord Jesus Christ, as revealed in Scripture.

The Corporation has adopted a statement of faith, as set forth in in the Bylaws. The Corporation shall operate as a distinctively Christian educational institution and ministry program, committed to the Holy Bible as God's inerrant Word, which is the sole and sufficient authority for all faith and practice by this Corporation.

The Institute employs faculty and administrators who believe, affirm, teach, and live in a manner consistent with and not contrary to the statement of faith and code of conduct. The Institute and its Board make all decisions regarding operations in light of and consistent with the Scriptures, and the principles expressed in the statement of faith and its supplements. Subject to its religious convictions and liberties as a religious organization, the Institute complies with fair employment and equal opportunity laws of the jurisdiction where it is incorporated and registered to operate.

2. Notwithstanding any other provision of these Bylaws:

(a) The corporation shall not conduct any activity or use any portion of the assets of the corporation for any purpose that is prohibited for a corporation organized under the Missouri Nonprofit Corporation Law of the State of Missouri.

(b) The corporation shall not carry on any activity or use any portion of the assets of the corporation for any purpose that is not permitted to an organization that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

(c) The corporation shall operate at all times in such manner that contributions to the corporation will be deductible by the donors thereof under Section 170, 2055, 2106 and 2522 of the Internal Revenue Code of 1986, to the extent that such sections shall be applicable and to the extent permitted thereby.

BYLAW 3. Board of Directors

1. Pursuant to 355.316, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors.

2. The Board shall establish the policies of the INSTITUTE FOR INTERNATIONAL MEDICINE. The Board shall review and advise on the purpose, function, activities of, and progress of the Corporation. The Board shall perform or delegate whatever other duties are necessary to fulfill the purposes of the Corporation.

3. The Articles permit a minimum of three (3) and a maximum of fifteen (15) members of the Board of Directors. This Bylaw hereby prescribes the number at 9 unless and until changed by the Board in these bylaws.

4. Board members and candidates for board membership shall be persons of upright character and reputation, obedient followers of Jesus Christ in public and private life, and committed to supporting the mission of the Institute for International Medicine through investment of personal time, insight, and resources. Board members shall annually in writing declare their belief and affirmation of the Statement of Faith, including supplemental faith statements, as adopted by the Board and attached to these Bylaws as Appendix 1 and 2.

5. Board members shall be elected by vote of the Board members to serve staggered terms of three (3) years, with the option of reelection at the end of each term. Majority vote shall elect.

6. The person designated by the Board as staff CEO/President shall serve as ex officio member of the Board and shall have all the rights and obligations of the board meetings or committee served on, including the right to discuss, debate, make decisions, but without vote.

7. Resignation of a Board member shall be in writing to the Chairperson.

8. A Board member may be removed from the Board, or from an officer position, by a majority vote of a quorum of directors. Removal may be for any cause or no cause, at the discretion of the board majority.
9. Vacancies in the Board may be filled by nomination and majority vote at any meeting of the Board, to fill the remaining term of the vacant Board seat.
10. "The Board of Directors will act by majority vote unless a larger vote is required by the Articles of these Bylaws. A quorum shall be no fewer than seventy percent (70%) of the entire board directors in office and must be present in-person or virtually. The Board of Directors reserves the right to take action without a formal or physical meeting if the vote is unanimous and the action is documented in writing by the Board Secretary."
11. The Board shall hold its meetings quarterly and as needed, the date and time to be set by giving at least ten (10) days of notice. The Board may meet and vote by remote conferencing. Notice may be by email.
12. Board Members shall not receive compensation for services rendered to INMED. However, members may be reimbursed for actual expenses incurred in the performance of INMED-related duties as pre-approved by the treasurer and Chairperson.

BYLAW 4. Board Officers

- I. The Board Officers shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer.
2. Terms of the Board Officers shall be three (3) years, with the option to recommit and be reelected at the end of the term. Terms shall be staggered so that an equal number of seats shall be filled each year.
3. Board Officers shall be nominated and elected by the Board.
4. Duties of the Board Officers are:
 - (a) The Chairperson shall preside at all meetings of the Board, call special meetings as necessary, set the meeting agendas, count votes, record minutes of all meetings, maintain files of minutes, oversee the day-to-day operations of the Corporation, and have such other duties and authority as are usual to this office and as determined by the Board.
 - (b) The Vice-Chairperson shall assist the Chairperson. In the event of absence, death, incapacity, inability or refusal of the Chairperson to act, the Vice-Chairperson shall be vested with power to perform duties of the office of the Chairperson. The Vice-Chairperson shall have such other duties and authority as are usual to this office and as determined by the Board.

(c) The Secretary shall be responsible for verifying the minutes of all meetings and shall perform all other duties usual to the office and duties that may be delegated by the Chairperson or the Board.

(d) The Treasurer shall verify the accuracy of financial records and shall perform all other duties usual to the office and duties that may be delegated by the Chairperson or the Board.

BYLAW 5. Staff

The Board of Directors shall determine the need for and shall determine salaries of staff, if any.

BYLAW 6. Committees

The Board shall have the authority to create such Committees, consisting of at least two (2) Board members that may act on behalf of the Board and exercise the authority of the Board. The Officers of the Board shall be the Executive Committee which may, by unanimous decisions of the Executive Committee, act on behalf of the Board between Board meetings.

BYLAW 7. Records

1. The Corporation shall keep minutes of all Board meetings, of all Board actions without meetings, and of all committees who have the authority to act on behalf of the Board.
2. The Corporation shall keep record of its Articles of Incorporation, its Bylaws, its required minutes as described above, its latest Annual Registration Report to the Missouri Secretary of State, and other appropriate documents, accounting records, and financial statements.
3. Corporate records may be inspected as required by §355.826.

BYLAW 8. Indemnification of Officers and Directors Against Liabilities and Expenses in Actions

1. The Corporation will follow R.S. Mo 355.476 as its policy on indemnification of any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

BYLAW 9. Amendments

I. An amendment to the Articles of Incorporation may be adopted at any meeting of the Board of Directors. Before the Article can be so amended, the Corporation shall provide notice to Board members stating the purpose of the meeting is to consider a proposed amendment to the Articles and contain a copy of the proposed amendment.

2. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by majority vote of a quorum of the directors in office. However, notwithstanding anything in these Articles to the contrary, no amendment shall be made to these Bylaws that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986. Before the Bylaws can be so amended, the Corporation shall provide notice to Board members stating the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain a copy of the proposed amendment, and the proposal amendment shall be voted on only at a meeting which follows a Board meeting at which the proposed amendment was discussed.

BYLAW 10. Fiscal Year

The fiscal year shall be from July 1, until June 30, of each year.

BYLAW 11. Waiver of Notice

Whenever any notice whatever is herein or by law provided for, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

BYLAW 12. Designation of Gifts

Gifts and bequests may be accepted subject to any reasonable restrictions placed by the donor on such gifts and bequests if such restrictions are not contrary to the purposes of the Corporation. The Board of Directors may establish separate component funds for particular uses within the scope of the stated purposes of the Corporation; provided, however, that no fund associated with the Corporation shall be directly or indirectly subjected by the donor of such fund (whether by gift, bequest, legacy, devise or other transfer), to any material restriction or condition, within the meaning of Treasury Regulation Section 1.507-2(a)(8), as to the use of such donated funds.

BYLAW 13 Statement of Faith

The Corporation adopts a statement of faith, which is attached as Appendix 1 hereto. Additional statements of faith are adopted as attached at Appendix 2.

We hereby certify that the foregoing are the duly adopted Fifth Revised and Restated Bylaws of INSTITUTE FOR INTERNATIONAL MEDICINE, were adopted by a vote of the Board of Directors on the 10st day of April 2024.

Tim Myrick, MD, Chairperson

Peter B. Greenspan, DO, Secretary

Adopted 2003-09-09.

Revised 2013-04-08.

Second Revision 2013-12-16.

Third Revision 2022-02-25.

Fourth Revision 2023-10-31

Fifth Revision 2024-04-10

APPENDIX 1

Statement of Faith

Oct 31, 2023, INMED board members unanimously approved that INMED adopt the following statement of faith, which is modeled on other evangelical statements including that of the National Association of Evangelicals (NAE):

We believe the Bible to be the inspired, the only infallible, authoritative Word of God.

We believe that there is one God, eternally existent in three persons: Father, Son and Holy Spirit.

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.

We believe that for the salvation of lost and sinful people, regeneration by the Holy Spirit is absolutely essential. Man is saved by faith alone in Christ alone.

We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.

We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.

We believe in the spiritual unity of believers in our Lord Jesus Christ.

By adopting this model language, INMED does not necessarily affirm the interpretations of the statement, or other policies or positions taken by NAE or its member organizations.

APPENDIX 2 Supplemental Statements

Oct 31, 2023, INMED board members unanimously approved that INMED adopt the following statement.

Summary statement:

Because our ministry is regulated by the Word of God, the Bible determines our concepts of maleness and femaleness is rooted in the Bible. The Bible says God “created man in His own image” (Gen 1:26) and that He “created them male and female” (Gen 1:26; Mark 10:6). Thus, your biological sex, male or female, is a good gift of God, tied to the *Imago Dei*—God’s image, in your life. We believe that sex and gender are synonyms, not distinct concepts. At conception, a human is created as either biological male or a female; likewise, gender is an immutable, exclusively binary characteristic rooted in the physiology of each human being at conception. Because of these beliefs, we teach that a person’s self-conception should be defined by God’s holy purposes in creation and redemption as revealed in Scripture. Because God’s Word so clearly describes His creation of men and women, the claim to have a “gender identity” contrary to His creation or any blurring of the biological connection or boundary between maleness and femaleness is contrary to biblical standards or teaching. Seeking fundamental changes from one’s biological sex is a rejection of the biblical and theological understandings to which INMED is committed— whether in dress (such as transvestism), sexuality (“transsexual” or “nonbinary”), gender identity (such as “transgender identity”) or gender expression (Deut 22:5).

Institute activities events may not be used to encourage or make others complicit in sin or deceit. Because we believe and teach that it is sinful to approve of behavior that departs from biblical standards (Rom 1:18–31), ongoing participation in the INMED programs requires that the men and women participating present themselves truthfully and consistent with their biological sex. Those who refuse to present themselves in this way will not be allowed to participate in our ministries in ways that undermine our foundational beliefs. Such ways may include, but are not limited to, pronouns, bathrooms, locker rooms, assigned sleeping arrangements, groupings, classes, cross-dressing, and other expressions or actions that are deliberately inconsistent with biological sex.

We believe that marriage is ordained by God as a covenant relationship between one biological man and one biological woman. Thus, we will only recognize marriages between one biological man and one biological woman.

Full Statement:

This Institute affirms God's original design to create two distinct and complementary sexes, male and female, to glorify Him. ([Gen. 1:27](#); Isa. 43:7; [Matt. 19:4-6](#); [Mk. 10:6](#)) Marriage is the first divine institution, essentially rooted in the created order, uniting one man and one woman in an exclusive covenant commitment for their joint lifetime, for their good and for the good of any children who may be conceived and born into this union. (Gen. 1:28, 2:19-24; Malachi 2:13-16; Mark 10:11-12) The assignment of biological sex at conception is a good gift of God and part of God's glory in creation. The Fall of Man into sin and God's subsequent curse have introduced brokenness and futility into God's good creation ([Gen. 3:1-24](#); [Rom. 8:20](#)). We extend love and compassion to those whose experience of this brokenness includes a perceived conflict between their biological sex and their gender identity ([Rom. 8:22-23](#)). We affirm God's good design that gender is determined by biological sex and not by one's self-perception—a perception which is often influenced by fallen human nature in ways contrary to God's design. ([Eph. 4:17-18](#)) We affirm distinctions in masculine and feminine roles as ordained by God as part of the created order, and that those distinctions should find an echo in every human heart. ([Gen. 2:18, 21-24](#); [1 Cor. 11:7-9](#); [Eph. 5:22-33](#); [1 Tim. 2:12-14](#)) We believe that efforts to live contrary to natal sex, whether by behavior, attire, cosmetics, or even medical or surgical therapy, are resisting or rebelling against the gift of God and a central dimension of His will for that person, and therefore such behavior is sinful. We warn against efforts to alter one's bodily identity (e.g., cross-sex hormone therapy, gender reassignment surgery) to bring it into line with one's perceived gender identity. We love our neighbors who identify as transgender, seek their good always, welcome them into our congregations as they repent and believe in Christ, and spur them on to love and good deeds in the name of Christ ([2 Cor. 5:18-20](#); [Gal. 5:14](#); [Heb. 10:24](#)). We continue to oppose steadfastly all efforts by any court, or legislature or policymaker to validate transgender identity as morally good, right or praiseworthy ([Isa. 5:20](#)). We commit ourselves to make decisions about membership, personnel and other church matters based on this biblical perspective of human sexuality.

Marriage and Civil Unions

This corporation affirms the biblical truths that marriage is the first divine institution, essentially rooted in the created order, uniting one man and one woman in an exclusive covenant commitment for their joint lifetime, for their good and for the welfare of any children who may be conceived and born into this union. Marriage is based on the truth that men and women are complementary, the biological fact that reproduction depends on a man and a woman, and the lived experience that children need both a mother and a father. Re-defining marriage to fit popular norms rejects these truths. By encouraging the norms of true marriage—man-woman monogamy, sexual exclusivity, and permanence—the state strengthens civil society and promotes human flourishing, including the well-being of children.

Christian marriage is God's unique gift to reveal the union between Christ and His Church, as illustrated by the wedding of a Christian man and woman in this exclusive and permanent covenant relationship. As such, this Institute believes that Christian wedding ceremonies are spiritual observances of worship of God who created this divine institution.

The Institute and its staff may also decline to participate in or recognize in any manner any marriage, so-called marriage, civil union, commitment ceremony or other activity which may, directly or indirectly affirm, approve or communicate behavior or beliefs which are contrary to the Institute's beliefs about biblical morality. Such actions would violate the religious conscience of this Institute and its members. We must obey God, who is Lord of our conscience.

The Institute affirms the Nashville Statement <https://cbmw.org/nashville-statement/> and also the Danvers Statement on Biblical Manhood and Womanhood. <https://cbmw.org/about/danvers-statement/>