

BYLAWS OF [CHURCH NAME]

These Bylaws shall govern the affairs of _____
[CHURCH NAME], a _____[STATE] nonprofit religious corporation
(the “Church”). The Church is organized under the _____’s [STATE]
Nonprofit Corporation Code, as amended (the “Code”).

Sample Language if Applicable: These Bylaws amend and restate, in their entirety, the
previous Bylaws of the Church.

ARTICLE 1 NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is
_____[CHURCH NAME]. The principal office of the Church
shall be located in _____[COUNTY], [STATE] & [ZIPCODE].
The Board of Directors of the Church shall have full power and authority to change any office
from one location to another, either in _____[STATE] or
elsewhere. The Church shall comply with the requirements of the Code and maintain a registered
office and registered agent in _____[STATE]. The registered
office may be, but need not be, identical with the Church’s principal office. The Board of
Directors may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 STATEMENT OF FAITH AND BELIEFS

Sample Language:

2.01 Statement of Mission. In matters of doctrine and belief, the church strives for
three things: to preach the Word, build community, and pray constantly.

Sample Language:

2.02 Statement of Faith.

(a) We believe that the Bible – the Scriptures of the Old and New Testament – is inspired
by God and inerrant in the original text. The Bible is the supreme and final authority in faith and
life, and is useful to believers for teaching, reproof, correction, and training in righteousness.

(b) We believe in one God, eternally existing in three Persons: Father, Son, and Holy
Spirit.

(c) We believe in the deity of our Lord Jesus Christ, His virgin birth, sinless life,
miracles, atoning death through His shed blood, in His bodily resurrection, and in His ascension
to the right hand of the Father.

(d) We believe in the deity of the Holy Spirit as a Person distinct from the Father and Son, and possessing all of the divine attributes. He exalts Christ, convicts people of sin, enlightens, gifts, and empowers believers and the church in worship, evangelism, and service.

(e) We believe that man was created in the image of God and that the whole human race fell in the fall of the first Adam and was alienated from God. Only through faith, trusting in Christ alone for salvation, which was made possible by His death and resurrection, are we reconciled to God.

(f) We believe in the eternal life of the saved with God in heaven and the eternal separation of the lost in hell.

(g) We believe the Lord Jesus is coming again to this earth, personally, bodily, and visibly to consummate history and the eternal plan of God.

(h) We believe in the biblical definition of, and instructions pertaining to, sexual ethics in all circumstances and in the biblical definition of marriage as being between one man and one woman for one lifetime.

(i) We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God.

(j) We believe that all human beings are made in the image of God and are thus endowed with intrinsic value. Therefore, we believe in promoting respect for and protecting the worth and dignity of every individual human being, born or unborn, including unborn children from conception, those newly born, persons with disabilities, the elderly, and other vulnerable people, especially those who cannot defend themselves.

(k) We believe that God longs for everyone to experience His love and joyfully offers redemption and restoration to all who confess and forsake their sin, and seek His mercy and forgiveness through the free gift of His son, Jesus Christ.

Sample Language

2.03 Statement of Marriage. We believe that God our Creator established marriage as a sacred institution between one man and one woman. The idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of human history (“Traditional Definition of Marriage”). Because of the longstanding importance of the Traditional Definition of Marriage to human relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God’s inerrant Scriptures, including for example in Matthew 19:4-6 where in speaking about marriage Jesus referred to the fact that “he which made them at the beginning made them male and female,” the Church hereby creates this policy, which shall be known as the “Marriage Policy.”

Under this Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No Director, officer, employee, volunteer, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatsoever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage, rather than any alternative to the Traditional Definition of Marriage.

This Church's Marriage Policy specifically prohibits acts or omissions including, but not limited to, permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, such as by permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe that this Church's Marriage Policy is based upon God's will for humanity as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored. This Marriage Policy shall not be subject to change through popular vote, referendum, prevailing opinion of members of the general public, influence of or interpretation by any government authority, agency, or official action, or legal developments on the local, state, or federal level.

ARTICLE 3 AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like faith.

ARTICLE 4 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To inspire people to live for Jesus Christ.

(c) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of this Church, and elsewhere.

(d) To collect and disburse all necessary funds for the maintenance of this Church and the accomplishment of its purpose within the State of _____ [STATE] and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws, and to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent

federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event that this Church is in any one year a “private foundation,” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner that the foundation will not be subject to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Further, the Church shall be prohibited from: (i) any act of “self-dealing,” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings,” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church’s religious, charitable, or educational purposes, or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERSHIP

6.01 Membership. The Church shall have no corporate members. Power to manage and govern the Church shall be vested in the Board of Directors as set forth in Article 7.01 of these Bylaws. As such, church members who are not on the Board of Directors are not entitled to vote in person, by proxy, or otherwise.

The Corporation is a Church and, as such, will have individuals who voluntarily affiliate with the Church. Such persons shall hereafter be referred to as “members.” Membership in this Church shall be open to all who give faith openly to our Lord Jesus Christ. The Board of Directors may adopt and amend application procedures for membership created through this voluntary affiliation with the Church, defined as Congregational Membership.

6.02 Requirements and duties for Congregational Membership. To become a congregational member of the Church, a person must:

Sample Language:

- Accept Jesus Christ as their personal Lord and Savior;
- Agree with and believe in the Holy Bible, the inerrant Word of God;

- Covenant to always desire God's will and not their own in all matters of the church;
- Subscribe to the purposes of this church and be willing to support with their finances, prayers, and gifts;
- Be willing to work cooperatively with the leaders and other congregational members of the church; and
- Complete the New Membership Class and sign the membership covenant.

6.03 Discipline of a Member.

The procedures provided in this section are based on Matt. 18:15-20; Rom. 16:17-18; 1 Cor. 5:1-13; 2 Cor. 2:1-11; Gal. 6:1; 1 Thess. 5:14; 2 Thess. 3:6, 10-15; 1 Tim. 5:19-20; and Titus 3:10-11, and apply only to congregational members.

There shall be a committee consisting of the Senior Pastor and other members on the Board of Directors who shall have sole authority in determining heretical deviations from the church's statement of faith and violations of the membership covenant. If a pastor or a director is the subject of a disciplinary matter, he shall not sit as a member of the committee. The Senior Pastor and directors shall be subject to, and entitled to, the same disciplinary process as other church members.

Members are expected to demonstrate special loyalty and concern for one another. When a member becomes aware of an offense of such magnitude that it hinders spiritual growth and testimony, he is to go alone to the offending party and seek to restore his brother. Before he goes, he should first examine himself. When he goes, he should go with a spirit of humility and have the goal of restoration.

If reconciliation is not reached, a second member, either an elder or the Senior Pastor, is to accompany the one seeking to resolve the matter. This second step should also be preceded by self-examination and exercised in a spirit of humility with the goal of restoration.

If the matter is still unresolved after these previous steps have been taken, an *ad hoc* committee, formed by the general consensus of the board, shall act as the Church's representatives and be Biblically responsible for hearing the matter. If the matter is not resolved during the hearing before the committee, the committee shall recommend to the members of the church that they, after self-examination, make an effort personally to go to the offending member and seek that member's restoration.

If the matter is still unresolved after these steps have been taken, such members who refuse to repent and be restored are to be removed from the membership of the church upon a majority vote of the committee present at a meeting called for the purpose of considering disciplinary action.

No matter may be heard by the committee unless the steps outlined above have been taken, except in the case of a public offense. If an unrepentant offending party is removed from the church membership, all contact with them from that point forward (except by family members) must be solely for the sake of restoration.

6.04 Termination and Restoration of Congregational Membership.

The discipline committee may terminate a person's congregational membership in accordance with Section 6.03 of these Bylaws when, in the opinion of the Senior Pastor and Board of Directors, the member's life and conduct is not in accordance with the congregational membership covenant in such a way that the member hinders the influence of the Church in the community.

The membership of any individual member shall be automatically terminated by the Board of Directors without notice if the member in question has not attended a regular worship service of the church or made a financial contribution in the preceding twelve months.

Dismissed congregational members may be restored by the Senior Pastor and Board of Directors according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their lifestyles are judged to be in accordance with the congregational membership covenant. Restoration of congregational membership shall require the vote of two-thirds (2/3) of the committee.

ARTICLE 7 MANAGEMENT OF THE CHURCH: BOARD OF DIRECTORS

7.01 Management. Power to manage and govern the affairs of the Church is vested in the Board of Directors of the Church. The term "Board of Directors" shall mean Board of Directors as required by the Code.

7.02 Number of Directors. The Board of Directors shall consist of the Senior Pastor, and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Directors as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Directors shall not be less than three (3) and no more than nine (9) as long as the total number of directors is an odd number.

7.03 Term of Directors. Each Director, other than the Senior Pastor, shall hold office for a period of two (2) years or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting member of the Board of Directors.

7.04 Chairman of the Board. The Senior Pastor shall serve as the Chairman of the Board of Directors and shall preside at all the meetings of the Board of Directors. He shall have the power in his sole discretion to select an Appointee, who shall be empowered to exercise all powers of the Senior Pastor, in his absence, at any meetings of the Board of Directors or

Committees. Any reference to the Senior Pastor in these Bylaws shall, by default, make reference to his Appointee.

7.05 Powers. The Board of Directors shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge, or encumber any church property and incur related indebtedness.

7.06 Nomination and Election. The Senior Pastor shall nominate persons he deems qualified to serve on the Board of Directors. In addition, the Senior Pastor may appoint a Nomination Advisory Team to report to the Senior Pastor regarding suitable nominees. The persons nominated by the Senior Pastor shall be presented to the Board of Directors for election at a regular or special meeting. Directors shall be natural persons and must be active members of the Church.

7.07 Vacancies. The Senior Pastor shall nominate persons he deems qualified to serve on the Board of Directors to fill any vacancy occurring on the Board of Directors, and any position to be filled due to an increase in the number of Directors serving. A vacancy is filled by the affirmative vote of the majority of the remaining Directors, even if it is less than a quorum of the Directors, or if it is a sole Director. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.08 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of _____ [STATE], but shall be held at the Church's principal office if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone or video conferencing or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

(a) Regular Meetings. The Board of Directors may pass a resolution that sets the time and place for regular meetings, in which case such meetings may be held without any additional notice being given.

(b) Special Meetings. A special meeting of the Board of Directors may be called by the Senior Pastor or any three (3) Directors.

(c) Notice of Special Meetings.

1) **Manner of Giving.** Notice of the date, time, and place of special meetings shall be given to each Director by one of the following methods: (a) personal delivery of written notice; (b) first class mail, postage paid; (c) telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; (d) fax sent to the Director's office or home; or (e) email.

2) **Time Requirements.** Notice sent by first class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, fax, or email shall be delivered or sent at least twenty-four (24) hours before the time set for the meeting.

3) **Notice Contents.** The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) **Waiver.** Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.09 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

7.10 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

7.11 Proxies. Voting by proxy is prohibited.

7.12 Duties of Directors. Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interests of the Church. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church,

professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

7.13 Delegation of Duties. The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

7.14 Interested Parties. Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Church and a Director of the Church is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

7.15 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

7.16 No Compensation. Directors, including the Senior Pastor, shall not receive salaries or compensation for their services to the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Church in any other capacity and receive reasonable compensation for those services.

7.17 Removal of Directors Other Than the Senior Pastor. A Director, other than the Senior Pastor, may be removed from office upon either the recommendation of the Senior Pastor and a vote of the majority of the Directors or upon the two-thirds (2/3) affirmative vote of the Board of Directors. Pursuant to the foregoing sentence, a Director, other than the Senior Pastor, may be removed at any time, with or without cause. A meeting to consider the removal of a Director shall be called and noticed following the procedures provided in these Bylaws. For provisions regarding removal of the Senior Pastor, see Section 8.07.

7.18 Resignation of Directors. Any Director may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice,

or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.19 Ecclesiastical Tribunal. The highest ecclesiastical tribunal of the Church shall be the Board of Directors. The Board of Directors shall be the express and final arbiter of ecclesiastical polity, religious doctrine, and questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Board of Directors shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church, as discerned by the Directors according to the teachings of the Holy Bible.

7.20 Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor, or other person who is ministered to during religious services held by the Church, or at other times, the Board of Directors shall decide such question by majority vote.

7.21 Church Disruptions. Any person deemed by the Board of Directors to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be subject to the church's disciplinary process outlined above and may be considered a trespasser on Church property during a specific or threatened disruption and may be ejected summarily. No Director shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

7.22 Deadlock. If the Board of Directors is unable to reach a conclusive vote on any issue before it, by reason of deadlock (e.g., an even number of Directors is seated on the Board, certain Directors are absent even though a quorum is present), the Senior Pastor or his Appointee shall cast an additional ballot which shall be known as a "majority ballot" so that an official act or decision may be taken by the Board. The majority ballot shall be cast in addition to the regular Director's vote cast by the Senior Pastor.

ARTICLE 8 OFFICERS

8.01 Officer Positions. The officers of the Church shall be the President, Vice-President, Secretary, Treasurer, and any other officers chosen at the discretion of the Senior Pastor. The Senior Pastor shall serve as the President and Chief Executive Officer of the Church. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

8.02 Election and Term of Office. The Senior Pastor of the Church shall hold office until he resigns, is removed pursuant to Section 8.07, or dies. In the event of a vacancy in the office of Senior Pastor, the Board of Directors may adopt a resolution establishing a Senior Pastor Selection Committee. The recommendation of the Senior Pastor Selection Committee shall constitute a nomination for the office of Senior Pastor. The election shall take place at a regular or special meeting of the Board of Directors called for the purpose of electing a new Senior Pastor.

All other officers of the Church shall be appointed by the Senior Pastor. The term of office of all offices other than that of Senior Pastor-President shall be one year; however, such officers may serve consecutive terms without limitation.

8.03 Senior Pastor-President. The Senior Pastor shall be the President of the Church and shall be in charge of all the ministries of the Church. The Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Senior Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Senior Pastor shall be vested with the authority, subject to any rights under any contract of employment or applicable law, to terminate any staff member's employment with or without cause.

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Board of Directors, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership duties and to fulfill all duties incident to the office of President.

8.04 Vice President. The Senior Pastor may appoint the Vice President of the Church. When the Senior Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Board of Directors, the Vice President shall perform the executive and administrative duties of the Senior Pastor. When the Vice President acts in place of the Senior Pastor, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the Senior Pastor. The Vice President shall perform other duties as assigned by the Senior Pastor or Board of Directors. Except as expressly authorized by the Board of Directors, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 Treasurer. The Senior Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Senior Pastor or by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her

duties in a sum and with a surety as determined by the Board; and (i) perform all of the duties incident to the office of treasurer.

8.06 Secretary. The Senior Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law;

(b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of the Church; (f) perform duties assigned by the Senior Pastor or by the Board of Directors; and (g) perform all duties incident to the office of Secretary.

8.07 Removal of Senior Pastor-President. Subject to the rights, if any, under any contract of employment with the Church or applicable law, the Senior Pastor shall only be removed by the affirmative vote of two-thirds (2/3) of all the Directors present in person at any general or special meeting duly noticed pursuant to Section 7.08 of these Bylaws. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement or applicable law, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible; (d) neglect of duties; (e) resignation; or (f) death or disability.

8.08 Removal of Other Officers. All other Church officers may be removed, with or without cause, by a vote of the Senior Pastor and a majority vote of the members of the Board of Directors.

8.09 Resignation of Officers. Any officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

8.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

8.11 Selection and Installation of New Senior Pastor.

(a) **The Senior Pastor Selection Committee.** The Board of Directors may, if it so chooses, appoint a committee consisting of Board members, which shall be referred to as the Senior Pastor Selection Committee, to undertake the search for candidates to fill the role of Senior Pastor, but only in the event that the outgoing Senior Pastor is not in good standing pursuant to Article 8.11(b) (below), or is otherwise unable or refuses to make the nomination for his successor as set forth herein. If the Board of Directors does not utilize or appoint a Senior Pastor Selection Committee to search for and nominate candidates to fill a vacancy in the position of Senior Pastor, and the outgoing Senior Pastor is not in good standing as set forth in Article 8.11(b) (below), or is otherwise unable or refuses to make the nomination, then it shall be

the duty of the Board of Directors to identify, nominate, and select a candidate to fill the office of Senior Pastor by a two-thirds majority vote of all Directors qualified to vote.

(b) Vacancy while the Senior Pastor is in Good Standing. The Senior Pastor is in “Good Standing” if: (1) he is not under investigation by the Board of Directors; or (2) he is not under discipline by the Board of Directors.

If a vacancy in the position of Senior Pastor occurs due to disability, resignation, or other absence while the Senior Pastor is in Good Standing (as defined herein), then the outgoing Senior Pastor shall nominate a candidate to serve as the new Senior Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Senior Pastor Selection Committee or to the Board of Directors, if a Senior Pastor Selection Committee is not appointed, for review and consideration of the candidate. The Senior Pastor Selection Committee, if such has been appointed by the Board of Directors, shall then interview and assess the qualifications of the outgoing Senior Pastor’s nominee, and shall make a recommendation concerning the nominee to the Board of Directors, who will have final approval authority concerning the nomination. In the event that the Senior Pastor Selection Committee does not recommend such nominee to the Board of Directors for approval, the process shall be repeated with other nominees of the outgoing Senior Pastor in good standing (a maximum of five times) until a nominee is ultimately confirmed by the Board of Directors as set forth herein as the new Senior Pastor. An affirmative vote of a two-thirds majority of all Directors qualified to vote shall be required to confirm the selection of a new Senior Pastor of the Church. If the outgoing Senior Pastor is unable or unwilling to nominate a candidate, or if the Board of Directors declines to confirm five of the outgoing Senior Pastor’s nominees, the Board of Directors shall follow the process set forth above in Article 8.11(a).

(c) Qualifications for Senior Pastor. The Senior Pastor will be a man of established and true character, and qualified to preach and teach the Word of God, as described in 1 Timothy 3:1-7 and Titus 1:5-9. The Senior Pastor must be willing to perform his duties in accordance with the Articles of Incorporation and Bylaws of this church.

(d) Vacancy while the Senior Pastor is Not in Good Standing. The Senior Pastor is “Not in Good Standing” if: (1) he is under investigation by the Board of Directors; or (2) he is undergoing discipline by the Board of Directors.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation, or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Board of Directors shall follow the process set forth and described above in Article 8.11(a).

(e) Appointment of Interim Senior Pastor. If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation, or other absence while the Senior Pastor is Not in Good Standing (as defined herein), or if there is otherwise a vacancy and the Senior Pastor is unavailable to participate in the process, then the Board of Directors may appoint, by a simple majority vote of all Directors qualified to vote, an acting Interim Senior Pastor who shall serve until such time as a new Senior Pastor is nominated and confirmed by way of the process described and set forth herein. The acting Interim Senior Pastor shall be eligible for nomination

and confirmation as Senior Pastor as set forth herein. The Interim Senior Pastor shall not, during his service as Interim Senior Pastor, concurrently serve as an Officer or Director of the Church and shall not have any corporate rights or duties, or responsibilities to the Corporation.

ARTICLE 9 COMMITTEES AND ADVISORY TEAMS

9.01 Establishment. The Board of Directors may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Committees or Advisory Teams shall conform to rules established by the Board of Directors.

9.02 Independent Compensation Committee. Annually, the Board of Directors shall adopt a resolution establishing an Independent Compensation Committee. The Senior Pastor shall not be the chairman or a voting member of the Committee. At least two of the persons serving on the Committee shall be Directors. The Committee shall be elected by a vote of the Board of Directors. The Independent Compensation Committee shall determine and approve the Senior Pastor's compensation, as well as that of any of his family members. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Senior Pastor shall determine the executive staff's salary and benefits, other than any family member of his, subject to the approval of the Independent Compensation Committee.

9.03 Delegation of Authority. Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Board of Directors establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Directors of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities, scope of authority, and qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Director or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Section 11.02 below; or (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Code.

The Board of Directors may designate various Advisory Teams not having or exercising the authority of the Board of Directors. Such Advisory Teams shall only function in an advisory capacity to the Board of Directors. The Senior Pastor shall have the power to appoint and remove members of all Advisory Teams. The Senior Pastor shall serve as an *ex officio* member of all

Advisory Teams. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

9.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual general meeting of the Board of Directors, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Board of Directors, or if the member becomes incapacitated or dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

9.05 Chair and Vice Chair. Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice chair. The chair and vice chair of each Committee and Advisory Team shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair shall have all the powers of, and be subject to all the restrictions upon, the chair.

9.06 Quorum. One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting, with a minimum number of two members required. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.

9.07 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 10 TRANSACTIONS OF THE CHURCH

10.01 Contracts and Legal Instruments. Subject to Article 11 below, the Board of Directors may authorize an individual officer or agent of the Church to enter a contract or execute and deliver any instrument in the name of, and on behalf of, the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Directors selects.

10.03 Gifts. The Board of Directors may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Directors may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

10.04 Ownership and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed – pursuant to a plan adopted by the Board of Directors – to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and that are engaged in activities substantially similar to those of the Church; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

10.05 Approval of Purchases. The purchases of fixed assets worth more than \$50,000.00 shall be subject to the prior approval of the Board of Directors.

**ARTICLE 11
CONFLICT OF INTEREST POLICY**

11.01 Purpose. The purpose of the conflict-of-interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.02 Definitions.

(a) Interested Person. Any director, principal officer, or member of a committee with powers delegated by the Board of Directors who has a direct or indirect financial interest that is, or may be, impacted by an actual or potential transaction or course of action, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement.
- 2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

11.03 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of whether there is a conflict-of-interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- 1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The chairman of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Directors shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether the Church should enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

1) If the Board of Directors has reasonable cause to believe a Board member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Board member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings. The minutes of the Board of Directors concerning the review of potential conflicts of interest shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, a summary of the content of the discussion, including any alternatives to the proposed transaction or arrangement that may have been considered, and a record of any votes taken in connection with the proceedings.

11.05 Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation, or the compensation of any other church employee holding the same, or substantially same, position.

(c) No voting member of the Board of Directors, or any committee whose jurisdiction includes compensation matters, who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 12 WHISTLEBLOWER POLICY

12.01 Purpose. The Board of Directors shall establish policies and procedures to allow and encourage any person having cause to believe that the Church, or any of its staff or volunteers, is involved in any activity or transaction that is in violation of the law to report that belief to the Board of Directors or its designated representative, and to have all such reports thoroughly investigated and the results reported to the Board of Directors. The reporting person shall not be subject to retaliation for making a good faith report. The Board of Directors shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate. The Church requires all its Directors, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a Director, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Directors, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with the Board of Directors or its designated representative. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

12.02 Procedure.

(a) Reporting Responsibility. It is the responsibility of all of the Church's Directors, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Whistleblower Policy. If a Director, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Director, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed to the satisfaction of the person raising the concerns, the reporting individual should make a written complaint as outlined herein.

(b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any

allegations that prove not to be substantiated, and that prove to have been made maliciously or with knowledge of their falsity, will be viewed as a serious disciplinary offense.

(c) Reporting Violations. In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Directors. Directors are required to report suspected violations directly to the entire Board of Directors.

(d) Accounting and Auditing Matters. The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing.

(e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) Investigation of Complaint. After receipt of the complaint, the Director to whom the complaint was made shall provide the complaint to the entire Board of Directors. The Board of Directors shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Directors shall receive a report on each complaint and a follow-up report on any action taken.

(g) Handling of Reported Violations. The Director to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that they have been retaliated against in violation of this Policy shall follow the same procedures as they did when they filed the original complaint.

12.03 Safeguards.

(a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put their name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue(s) raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity, although all individuals considering such a report should be advised that anonymity cannot be assured if, for example, an external investigation or criminal proceedings relating to the report occur.

(b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against an individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation or membership.

(c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this Whistleblower Policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's Employee Handbook.

(d) Malicious Allegations. The Board of Directors recognizes that intentionally untruthful, malicious, or harassing false allegations would be damaging to the mission, integrity, and morale of the Church and/or the reputation of the accused individual. The safeguards stated in this Whistleblower Policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 13 BOOKS AND RECORDS

13.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

13.02 Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

13.03 Audited Financial Statements. The Church shall have each annual financial statement of the Church reviewed and reconciled by an accounting firm selected by the Board of Directors.

ARTICLE 14 INDEMNIFICATION

14.01 The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) Mandatory Indemnification. To the maximum extent permitted by the Code, and subject to the conditions stated herein, the Church shall indemnify and advance expenses to any person who is, or was, a Director (either elected or ex-officio) or Officer of the Church as set forth in Article 8 above, or to such person's heirs, executors, administrators, and legal representatives, for the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is, or is threatened to be, made a named defendant or respondent. Such indemnification and advancement of expenses shall include counsel fees actually incurred as a result of any Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to any Proceeding, all fines, judgments, penalties, and amounts paid in settlement thereof. Indemnification is subject to the following conditions:

(1) The Proceeding was instituted by reason of the fact that such person is or was a Director or Officer of the Church; and

(2) The Directors or Officers conducted themselves in good faith, and reasonably believed (a) in the case of conduct in their official capacity with the Church, that their conduct was in its best interests; (b) in all other cases, that their conduct was at least not opposed to the best interests of the Church; and (c) in the case of any criminal proceeding, that they had no reasonable cause to believe their conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct herein described.

(b) Permissive Indemnification. The Church may, to the maximum extent permitted by the Code, indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators, and legal representatives, to the same extent as set forth in this article, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in this article. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy, is required or permitted by contract, or is approved by general or specific action of the Board of Directors.

(c) Subsequent Changes in Law. If an amendment to the Code restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this section which occur subsequent to the effective date of such amendment.

ARTICLE 15

MISCELLANEOUS PROVISIONS

15.01 _____ **Version.** The Holy Bible referred to in these Bylaws is the _____ Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by the Board of Directors from time to time.

15.02 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted, by a two-thirds (2/3) majority vote of the Board of Directors.

15.03 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of _____ [STATE]. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04 Seal. The Board of Directors may provide for a corporate seal.

15.05 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

15.06 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, Directors, Officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.

15.07 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes, other than those which are subject to the jurisdiction of the Ecclesiastical Tribunal in Article 7.19, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Director, Officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or a similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding, including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation, or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE 16 EMERGENCY POWERS AND BYLAWS

An "Emergency" exists for the purposes of this section if a quorum of the Board of Directors cannot readily be obtained because of the occurrence of a Catastrophic Event. Catastrophic Event shall be defined as disaster, destruction, devastation, cataclysm, or other large-scale calamity caused by things such as weather, riot, social upheaval, terrorism, war, earthquake, or events of this nature that prevent members of the Board of Directors from attending a regular or special called meeting in person or via electronic communications. In the event of an Emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Board of Directors member, officer, employee or agent; (ii) relocate the principal office, designate alternative principal offices or a regional office, or authorize officers to do so; and (iii) temporarily authorize virtual meetings of the Board of Directors and the casting of virtual votes. During an Emergency, notice of a meeting of the Board of Directors only needs to be given to those Board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more Officers of the Church present at a meeting of the Board of Directors may be deemed to be Board of Directors members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Board of Directors Member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the Church during an Emergency, including: (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) the designation of additional or substitute Board of Directors members. The emergency bylaws shall remain in effect during the Emergency but not after the Emergency ends. Once the Emergency ends, these Bylaws shall immediately take effect.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of _____ [CHURCH NAME] and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Church at a meeting held on _____, 202__.

DATED:

By:

Name:

Title: Secretary

Sample Document