

the same way also the cup, after supper, saying, 'This cup is the new covenant in my blood, Do this, as often as you drink it, in remembrance of me.' Let a man examine himself, and so eat of the bread and drink of the cup" (1 Cor. 11:24; 25, 28).

Section 7. The Sacrament of Marriage. "Boaz took Ruth and she became his wife...", "...For this reason a man will leave his father and mother and be united to his wife,...", Each man should have his own wife, and each woman should have her own husband.", "Finally the time came for him to marry her.". It is our sincere belief that marriage, as ordained by God, is defined as being between one man and one woman. No other will be performed or condoned. (Jeremiah 29:6; Romans 7:2; 1 Corinthians 7:2; Genesis 21:21; Genesis 29:21; 1 Corinthians 7:36, 39; Genesis 2:23-24; Ephesians 5:22-23, 25, 28-29, 31, 33)

Section 8. The Promise of the Father. All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Ghost and Fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Luke 24:49; Acts 1:4-8; 1 Cor. 12:1-31). This wonderful experience is distinct from and subsequent to the experience of the new birth (Acts 2:38; 10:44-46; 11:14-16; 15:7-9).

Section 9. The Evidence of the Baptism in the Holy Spirit. The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, and by the subsequent manifestation of spiritual power in public testimony and service (Acts 2:4; 10:44-46; 19:2, 6; 1:8).

Section 10. The Church. The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19-22; Hebrews 12:23).

Section 11. Total Prosperity.

- (a) Spiritual. John 3:3, 11; II Cor. 5:17-21; Romans 10:9-10.
- (b) Mental. II Tim. 1:7; Romans 12:2; Isaiah 26:3.
- (c) Physical. Isaiah 53:4, 5; Matt. 8:17; I Peter 2:24.
- (d) Financial. III John 1:2; Malachi 3:10-11; Luke 6:38; II Cor. 9:6-10; Deut. 28:1-14.
- (e) Social. Proverbs 3:4.

Section 12. Blessed Hope. Jesus is coming again to gather all His Saints to Heaven (I Cor. 15:51-52; I Thess. 4:16-17; and II Thess. 2:1).

Section 13. The Lake of Fire. Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name was not found written in the book of life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire (Rev. 19:20; 20:10-15).

Section 14. The Millennial Reign of Jesus. The return of our Lord Jesus Christ with His Saints from Heaven to rule and reign for one thousand years on earth as the Scriptures promised (Romans 11:25, 27; 2 Thess. 1:7; Rev. 19:11-16; 20:1-7). After this, there shall be a new heaven and a new earth (Rev. 21).

Section 15. Christian Life; Scriptural Conduct.

(a) **Personal Ethics.** "I can do anything I want to if Christ has not said no, but some of these things aren't good for me. Even if I am allowed to do them, I'll refuse to if I think they might get such a grip on me that I can't easily stop when I want to" (I Cor. 6:12 LB). "We can always 'prove' that we are right, but is the Lord convinced?" (Proverbs 16:2 LB) "And we beseech you, brethren, to know them which labor among you, and are over you in the Lord, and admonish you" (I Thessalonians 5:12).

(b) **Obedience to Law.** "Obey the government, for God is the one who has put it there. There is no government anywhere that God has not placed in power. So those who refuse to obey the laws of the land are refusing to obey God, and punishment will follow" (Romans 13:1-2 LB). "Obey the laws, then, for two reasons: first, to keep from being punished, and second, just because you know you should. Pay your taxes too, for these same two reasons. For government workers need to be paid so that they can keep on doing God's work, serving you. Pay everyone whatever he ought to have; pay your taxes and import duties gladly, obey those over you, and give honor and respect to all those to whom it is due. Pay all your debts except the debt of love for others - never finish paying that! For if you love them, you will be obeying all of God's laws, fulfilling all his requirements. Another reason for right living in this: you know how late it is; time is running out. Wake up, for the coming of the Lord is nearer now than when we first believed" (Romans 13:5-8, 11 LB).

(c) **Family; Household.** "Honor your father and mother, that you may have a long, good life in the land the Lord your God will give you" (Exodus 20:12). "For if a man know not how to rule his own house, how shall he take care of the church of God?" (I Timothy 3:5) "Their wives must be thoughtful, not heavy drinkers, not gossipers, but faithful in everything they do" (I Timothy 3:11 LB). "The men you choose must be well thought of for their good lives; they must have only one wife and their children must love the Lord and not have a reputation for

(1) There shall be an annual membership renewal for all members of the congregation. Failure to renew will result in an automatic removal from the membership in the congregation.

(2) Any member of the congregation who shall without reasonable cause willfully absent himself from the regular services for a period of three (3) consecutive months, or fail to support the church financially for any such period without a reasonable basis, shall be temporarily removed from active membership in the congregation. The Board of Directors may inquire, under appropriate circumstances, whether the temporarily removed member is desirous of continuing membership in the congregation, and committing to the responsibilities of church membership.

(3) Unscriptural conduct (See Article Two, Section 14), failure to maintain membership requirements, or doctrinal departure from the Tenets of Faith and Doctrine, shall be considered sufficient grounds upon which any person may be disqualified as a member. Such discipline shall be prayerfully administered according to Scriptures by the Board of Directors (Matt. 18:15-17; Rom. 16:17; 1 Cor. 5:9-13; 2 Thess. 3:6)

(4) The Board of Directors shall be empowered to place on the inactive list those who have disqualified themselves as provided for in these Bylaws. The Board of Directors shall also have the authority to restore to active membership in the congregation those, who in the opinion of the Board of Directors are not at fault and those who, although at fault, have through repentance requalified for membership in the congregation.

(5) The Board of Directors shall recognize its duty to interview and encourage a proper attitude on the part of those who have been placed on the inactive list. It shall proceed carefully to press for final decision in each case. The decision of the Board of Directors shall be final.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Church shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Church.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period, except for the Pastor/President [see ARTICLE FIVE, Section 6.(a)]. Those set forth in the Articles of Incorporation

shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Church or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9 Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor with the advice and

combined boards to recruit and present a candidate to the membership of the congregation for Pastor/President. This process shall be spiritually directed and accomplished as expeditiously as possible.

(i) **Presentation.** Upon recommendation of the special committee, the pastoral-presidential candidate shall be presented to the combined boards for their approval and recommendation. In the event two-thirds (2/3) of the combined boards shall approve said candidate this matter shall be referred to the membership of the congregation for a vote.

(ii) **Final Approval.** In the event a candidate for Pastor/President is approved by the combined boards, the membership of the congregation shall be called together to vote, by secret ballot, on said candidate. A two-thirds (2/3) majority vote of the members of the congregation shall be required to elect said candidate to office.

(e) **Notice.** A special notice procedure for all meetings referenced in this ARTICLE FIVE, Section 5 shall apply as follows:

(i) Seven (7) days' notice in writing shall be provided for a combined board meeting. Notice shall be given to each member of each board and to the present Pastor/President.

(ii) Notice to the membership of the congregation of any membership of the congregational meetings shall be given orally at each Sunday service at least fourteen (14) days prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.

(f) **Quorum.** A majority of the total members of the board shall constitute a quorum for their combined meetings as set forth in this ARTICLE FIVE, Section 5. A quorum for the membership of the congregational meetings as set forth in this ARTICLE FIVE, Section 5 shall consist of a majority of those active members of the congregation.

Section 7. Powers of Officers.

(a) **The Pastor/President:** The Church finds its headship under the Lord Jesus Christ, in its Pastor. The Pastor/President shall be the chief executive officer of the Church. He shall be a continuing member of the Board of Directors. He shall have general management of the business of the Church and general supervision of the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Church any specific powers, other than those that may be conferred only upon the Pastor/President. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He

shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president or a corporation.

No person shall be invited to speak, teach or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(b) *The Associate Pastor-Vice President:* An associate pastor-vice president shall perform the duties and exercise the powers of the Pastor/President in case of his temporary absence from the office of the Church, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as an ex-officio member of the Board of Advisors; however, in the event of serving as interim Pastor/President, he shall be a voting member of the Board of Advisors.

(c) *The Secretary:* The secretary shall attend all sessions of the Board held at the office of the Church and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal and authority to execute all authorized documents requiring a seal. He shall keep the membership rolls of the Church, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the Pastor/President.

(d) *The Treasurer:* The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall deposit all moneys and other valuable effects in the name and to the credit of the Church in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Church as may be ordered by the Board and shall render to the Pastor/President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the Church. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the Pastor/President.

(e) *Delegating Powers to Other Officers:* In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the

Board, the Board of Directors may delegate his duties and powers from the time being to any other officer, or to any Director.

ARTICLE VI

COMMITTEES, ELDERS, DEACONS, AND BOARD OF ADVISORS

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall be served by such removal.

Section 3. Elders and Deacons. Elders and/or deacons may be chosen by the Board of Directors from the membership of the congregation of the Church who demonstrate that their lives conform to the Scriptural qualifications thereof, (I Tim. 3:2-7; Titus 1:6-9; I Peter 5:2-3). The Board of Elders shall rule and teach. The Board of Elders shall consist of those Heads of Departments in the Church which are designated by the Pastor. Elders and Deacons shall function to provide spiritual support to the Pastor in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of the Church. Their number and term of office shall not be pre-determined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Directors and the Pastor in the administration of business and work of the Church as specifically assigned by the Pastor.

Section 4. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the Pastor/President and the Board of Directors. Counsel

shall be in organizational, financial, legal or other areas wherein the Pastor/President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at the pleasure and in the complete discretion of the Pastor/President. The advice and consent of the Board of Advisors shall be required to establish and/or change salary and other compensation payable to the Pastor by the Board of Directors.

ARTICLE VII MINISTERS

Section 1. Ordination and Licensing. The Board of Directors may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral and religious character, and what previous Bible course and/or independent study applicant has received. Final determination shall be within the absolute discretion of the Board of Directors.

Section 2. Limitation. The Board of Directors may, in the discretion of the Board, limit any licensee or ordainee to an area of special emphasis. The following areas are (although not intended to be inclusive) recognized by the Board of Directors:

- (a) Music;
- (b) Youth;
- (c) Christian education; and
- (d) Outreach ministry.

Section 3. Pastor/President. The Pastor/President shall be a licensed or ordained minister of the Gospel. Assistant or associate ministers may or may not be either licensed or ordained.

Section 4. Application. Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

Section 5. School of Ministry. The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

ARTICLE VIII
INDEMNIFICATION, INSURANCE AND LIABILITY
INDEMNIFICATION OF CHURCH PASTOR, OFFICERS,
DIRECTORS AND OTHER PERSONS

Section 1. The Church shall advance necessary funds or indemnify 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 Church) by reason of the fact that the person is or was the Church's pastor, a director or officer of the Church, or is or was serving at the request of the Church as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Church shall advance funds or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a pastor, director or officer of the Church, or is or was serving at the request of the Church as a director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the Church.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to

indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

Section 5. The Church may, at the discretion of and to the extent and for such persons as determined by the Board of Directors of the Church, (i) indemnify any person who neither is nor was the Church's pastor, a director or officer of the Church but who is or was 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 (and whether brought by or in the right of the Church), by reason of the fact that the person is or was a representative of the Church, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Church.

Section 6. Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a pastor, director or officer of the Church and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Nothing herein contained shall be construed as limiting the power or obligation of the Church to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

Section 8. The Church shall also indemnify any person against expenses (including attorneys fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Church's state nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

Section 9. Any person who shall serve as the Church's Pastor/President, a director, officer, employee or agent of the Church or who shall serve at the request of the Church, as a director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

INSURANCE

Section 10. The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was the Church's Pastor/President, a director, officer, employee or agent of the Church or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability.

LIABILITY OF OFFICERS AND BOARD MEMBERS

Section 11. To the fullest extent permitted by applicable state law, as now in effect and as amended from time to time, the Church's Pastor/President, or a director or officer of the Church shall not be personally liable for monetary damages for any action taken or failure to take any action.

ARTICLE IX DIRECTORS' LIABILITY

Section 1. A director of the Church shall stand in a fiduciary relationship to the Church and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Church, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director or committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Church whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be reliable and competent in the matters presented;
- (c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

Section 2. The Church's Pastor/President or director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3. In discharging the duties of their respective positions, the Pastor/President, the Board of Directors, committees of the Board of Directors and the individual directors thereof may, in considering the best interests of the Church, consider the effects of any action upon employees, suppliers and customers of the Church and upon communities in which offices or other establishments of the Church are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Section 4. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as the Church's Pastor/President, director or officer, or any failure to take any action shall presumed to be in the best interests of the Church. The Church's Pastor/President, director or officer of the Church shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Pastor/President, officer or director has breached or failed to perform the duties of his office under this section or under the specific provisions of any employment agreement with the Church;

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5. The provisions of this section shall not apply to:

(a) The responsibility or liability of the Church's Pastor/President, officer or director pursuant to any criminal statute; or

(b) The liability of the Church's Pastor/President, officer or director for the payment of taxes pursuant to local, state or federal law.

ARTICLE X INTERESTED DIRECTORS

Section 1. No contract or transaction between the Church and its Pastor/President or one or more of its directors or officers, or between the Church and any other corporation in which its Pastor/President or one or more of its directors or officers are also directors or officers or have a financial interest shall be void or voidable solely for such reason, or solely because the Pastor/President or director or officer is present as or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Chairman of the Board in good faith authorizes the contract or transaction; or

(b) The contract or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the Chairman of the Board of Directors.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction in the preceding section.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the Pastor of the Church.

Section 3. Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Church any contribution, gift, bequest or devise for any purpose of the Church (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

ARTICLE XII CHURCH EMPLOYMENT

Section 1. Loyalty. Any person considered for employment with the Church must be a member in good standing of the Church, and must remain as a member in good standing throughout any course of employment with the Church. Notwithstanding the circumstances of any Church employee's employment with the

Church, the resignation, suspension or removal of any Church employee as a member of the Church shall automatically serve to suspend or terminate such person's employment with the Church, at the discretion of the Church's Board of Directors. All Church employees shall be notified in writing of such policy at the time of employment.

Section 2. Terms of Employment. In addition to subscribing to the Church's requirements for membership, all employees shall sign and acknowledge a statement of the Church's Tenets of Faith and Doctrine and Code of Discipline. All employees shall be bound by the conditions of such statement, and signature by an employee of the statement shall serve as an acknowledgment that any violation or transgression of any tenet or condition will subject the employee to the Church's disciplinary proceedings, including suspension, removal as a Church member and termination of employment. The Tenets of Faith and Doctrine, Code of Discipline, and description of Christian Life and Scriptural Conduct, address the Church's firmly established and sincerely held belief that unscriptural conduct is inconsistent with the religious tenets of the Church, cannot be tolerated and will serve as the basis of discipline for the membership and employment of the Church.

ARTICLE XIII WHISTLE BLOWER POLICY

If any employee reasonably believes that some policy, practice, or activity of Dwelling Place Church, International is in violation of law, a written complaint may be filed by that employee with the Chief Operating Officer.

It is the intent of Dwelling Place Church, International to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees is necessary in achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings alleged unlawful activity, policy, or practice to the attention of the Chief Operating Officer and provides the Chief Operating Officer with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

Dwelling Place Church, International will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of Faith Word, or of another individual or entity with whom Faith Word had a

business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

Dwelling Place Church, International will not retaliate against an employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy or practice of Faith Word that the employee reasonably believes is in violation of a rule, or law or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare or protection of the environment.

ARTICLE XIV BOOKS AND RECORDS

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Church may be inspected by any member, or his agent for any proper purpose at any reasonable time.

ARTICLE XV FISCAL YEAR

The fiscal year of the Church shall be the calendar year.

ARTICLE XVI DISSOLUTION

Section 1. Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

Section 2. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, trustees, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

ARTICLE XVII SEAL

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

ARTICLE XVIII AMENDMENT OF BYLAWS

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors of the Church at any regular or special combined meeting of the Board of Directors; provided, however, that any action of the Board taken for the purpose of altering, amending or repealing any part of Article Five (V) of these Bylaws may be adopted only by the unanimous vote of the Board of Directors without considering the vote of the Pastor/President. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Church's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.