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**Faith Church Orlando**

# **Constitution & Bylaws.**

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# **Faith Assembly of God of Orlando Constitution & Bylaws**

# **FAITH ASSEMBLY OF GOD OF ORLANDO, INC.**

This Constitution & Bylaws govern the affairs of Faith Assembly of God of Orlando, Inc., a Florida nonprofit religious corporation (also, the “Assembly” or “Church”). The Assembly is organized under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Section 617 *et seq.*, of the Florida Business Corporation Act, as amended (the “Code”).

## **PREAMBLE**

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the Gospel of Jesus Christ by all available means, both at home and abroad; we, whose names appear upon the Assembly Roster, do hereby recognize ourselves as a Local Assembly in fellowship with and part of the General Council of the Assemblies of God, with headquarters in Springfield, Missouri, and also of the Peninsular Florida District Council of the Assemblies of God, with headquarters in Lakeland, Florida, and do adopt the following articles of church order and submit ourselves to be governed by them.

## **OUR CREED**

[We] believe in God, the Father Almighty, Creator of heaven and earth. [We] believe in Jesus Christ, His only Son, our Lord, who was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died, and was buried. On the third day, He rose again; He ascended into heaven, is seated at the right hand of the Father, and will come again to judge the living and the dead.

[We] believe in the Holy Spirit, the Holy Christian church, the communion of saints, the forgiveness of sins, the resurrection of the body, and life everlasting. Amen.

## **OUR COVENANT**

We, having been called out of the world by the precious Spirit of God, and having become acquainted with the ARTICLES OF FAITH and policy of the Faith Assembly of God, Inc. and believing it to be of God, and having become members of same, do solemnly, but cheerfully, and with joy and gladness enter into this covenant:

We will watch over each other with the love of Christ as brothers and sisters. We will abstain from wrong conversations and gossiping about our fellow Christians, endeavoring to keep the unity of the Spirit in the bonds of peace.

We will warn them that are unruly, or who walk disorderly; comfort the feeble-minded; support the weak; be patient toward all men; see that none render evil for evil unto any man; and ever follow that which is good, both among ourselves and those who are without. We will provide things honest in the sight of all men, and if it be possible, as much as lies in us, live peaceably with all men.

Realizing that the Church is the Body of Christ, and that He purchased it with His own blood, and since we are members of His Church, we will faithfully attend its Services and support it with God's Tithes and our Offerings. We will strive to so live as not to bring any reproach upon the Church, and will faithfully adhere to its doctrines and teachings, as well as support its program.

This we will do by God's Divine Enablement, in the Name of the Father, and of the Son and of the Holy Spirit. Amen.

# CONSTITUTION

## ARTICLE I: NAME

The name of this Assembly will be Faith Assembly of God of Orlando, Inc.(hereinafter, the “Assembly” or the “Church”).

## ARTICLE II: PREROGATIVES

### 1. Governance

This Assembly will have the right to govern itself according to the standards of the New Testament Scriptures, Ephesians 4:3: “Endeavoring to keep the unity of the Spirit in the bond of peace” and Ephesians 4:13: “Till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fulness of Christ.”

### 2. Property

In connection with, or incidental to, it will have the right to purchase or acquire by gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose; all in accordance with its Constitution and Bylaws or as same may be hereafter modified or amended, as long as it is in harmony with the parent bodies.

## ARTICLE III: AFFILIATION

While maintaining its inherent rights to sovereignty in the conduct of its own affairs, this Assembly will voluntarily enter into full cooperative fellowship with Assemblies of like precious faith associated in the Peninsular Florida District Council, and the General Council of the Assemblies of God, with headquarters in Springfield, Missouri; and will share in the privileges and assume the responsibilities enjoined by that affiliation.

## ARTICLE IV: TENETS OF FAITH

This Assembly shall accept the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts the Statement of Fundamental Truths approved by the General Council of the Assemblies of God, which are as follows:

### 1. The Scriptures Inspired.

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct. (II Tim. 3:15-17; I Peter 1:23-25; Heb. 4:12).

### 2. The One True God.

The one true God has revealed Himself as the eternally self-existent "I AM," the Creator of heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son and Holy Spirit. (Deut. 6:4; Mark 12:29; Isa. 43:10; Matt. 28:19).

## The Adorable Godhead

- a. **"Trinity" and "persons" as related to the Godhead.** While not found in the Scriptures, are words in harmony with Scripture, whereby we may convey to others our immediate understanding of the doctrine of Christ respecting the Being of God, as distinguished from "gods many and lords many." We therefore may speak with propriety of the Lord our God who is One Lord, as a trinity or as one Being of three persons, and still be absolutely scriptural. (examples, Matt. 28:19; II Cor. 13:14; John 14:16, 17)
- b. **Distinction and Relationship in the Godhead.** Christ taught a distinction of Persons in the Godhead which He expressed in specific terms of relationship, as Father, Son, and Holy Spirit. (Luke 1:34; I Cor. 1:24; Matt. 11:25-27, 28:19; II Cor. 13:14; I John 1:3, 4)
- c. **Unity of the One Being of Father, Son, and Holy Spirit.** Accordingly, therefore, there is that in the Father which constitutes him the Father and not the Son; there is that in the Son which constitutes Him the Son and not the Father; and there is that in the Holy Spirit which constitutes Him the Holy Spirit and not either the Father or the Son. Wherefore the Father is the Begetter, the Son is the Begotten, and the Holy Spirit is the one proceeding from the Father and the Son. Therefore, because these three persons in the Godhead are in a state of unity, there is but one Lord God Almighty and His name one. (John 1:18; 15:26; 17:11; 21; Zech. 14:9)
- d. **Identity and Cooperation in the Godhead.** The Father, the Son and the Holy Spirit are never identical as to Person; nor confused as to relation; nor divided in respect to the Godhead; nor opposed as to cooperation. The Son is in the Father and the Father is in the Son as to relationship. The Son is with the Father and the Father is with the Son, as to fellowship. The Father is not from the Son, but the Son is from the Father, as to authority. The Holy Spirit is from the Father and the Son proceeding, as to nature, relationship, cooperation and authority. Hence, neither Person in the Godhead either exists or works separately or independently of the others. (John 5:17-30, 32, 37 & 8:17-18)
- e. **The Title, Lord Jesus Christ.** The appellation, "Lord Jesus Christ," is a proper name. It is never applied in the New Testament, either to the Father or to the Holy Spirit. It therefore belongs exclusively to the Son of God. (Rom. 1:1-3, 7; 2 John 3)
- f. **The Lord Jesus Christ, God with us.** The Lord Jesus Christ, as to His divine and eternal nature, is the proper and only Begotten of the Father, but as to His human nature, He is the proper Son of Man. He is therefore, acknowledged to be both God and man; who because He is God and man is "Immanuel," God with us. (Matt. 1:23; I John 4:2, 10, 14; Rev. 1:13, 17)
- g. **The Title, Son of God.** Since the name "Immanuel" embraces both God and man in the one Person, our Lord Jesus Christ, it follows that the title, Son of God, describes His proper deity, and the title, Son of Man, His proper humanity. Therefore, the title Son of God, belongs to the order of eternity, and the title, Son of Man, to the order of time. (Matt. 1:21-23; II John 3; I John 3:8; Heb. 7:3; 1:1-13)
- h. **Transgression of the Doctrine of Christ.** Wherefore, it is a transgression of the Doctrine of Christ to say that Jesus Christ derived the title, Son of God, solely from the fact of the incarnation, or because of His relation to the economy of redemption. Therefore, to deny that the Father is a real and eternal Father, and that the Son is a real and eternal Son, is a denial of the distinction and relationship in the Being of God; a denial of the Father, and the Son; and a

displacement of the truth that Jesus Christ is come in the flesh. (II John 9; John 1:1, 2, 14, 18, 29, 49; I John 2:22, 23; 4:1-5; Heb. 12:2)

- i. **Exaltation of Jesus Christ as Lord.** The Son of God, our Lord Jesus Christ, having by Himself purged our sins, sat down on the right hand of the Majesty on high; angels and principalities and powers having been made subject unto Him. And having been made both Lord and Christ, He sent the Holy Spirit that we, in the name of Jesus, might bow our knees and confess that Jesus Christ is Lord to the glory of God the Father. (Heb. 1:3; I Peter 3:22; Acts 3:32-26; Rom. 14:11; I Cor. 15:24-28)
- j. **Equal Honor to the Father and to the Son.** Wherefore, since the Father has delivered all judgment unto the Son, it is not only the express duty of all in heaven and on earth to bow the knee, but it is an unspeakable joy in the Holy Spirit to ascribe unto the Son all the attributes of Deity, and to give Him all honor and the glory contained in all the names and titles of the Godhead except those which express relationship (see Distinction and Relationship in the Godhead, Unity of the One Being of Father, Son and Holy Spirit, and Identity and Cooperation in the Godhead) and thus honor the Son even as we honor the Father. (John 5:22, 23; I Peter 1:8; Rev. 5:6-14; Phil. 2:8, 9; Rev. 4:8-11; 7:9-10).

3. **The Deity of the Lord Jesus Christ.**

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare: His virgin birth (Matt. 1:23; Luke 1:31, 35), His sinless life (Heb. 7:26; I Pet. 2:22), His miracles (Acts 2:22, 10:38), His substitutionary work on the cross (I Cor. 15:3; II Cor. 5:21), His bodily resurrection from the dead (Matt. 28:6; Luke 24:39; I Cor. 15:4), and His exaltation to the right hand of God (Acts 1:9, 11; 2:33; Phil. 2:9-11; Heb. 1:3).

4. **The Fall of Man.**

Man was created good and upright; for God said, "Let us make man in our own image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Gen. 1:26-27, 2:17, 3:6; Rom. 5:12-19).

5. **The Salvation of Man.**

Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

- a. **Conditions to Salvation.** Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God, according to the hope of eternal life (Luke 24:47; John 3:3; Rom. 10:13-15; Eph. 2:8; Titus 2:11, 3:5-7).
- b. **Evidence of Salvation.** The inward evidence of salvation is the direct witness of the Spirit (Rom. 8:16). The outward evidence to all men is a life of righteousness and true holiness (Eph. 4:24; Titus 2:12).

6. **The Ordinances of the Church**

- a. **Baptism in Water.** The ordinance of baptism by immersion is commanded by the Scriptures. All who repent and believe on Christ as Saviour and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (Matt. 28:19; Mark 16:16; Acts 10:47, 48; Rom. 6:4).

- b. **Holy Communion.** The Lord's Supper, consisting of the elements--bread and the fruit of the vine-- (Matt. 26:26,29) are the symbols expressing a memorial of His suffering and death, and a prophecy of His second coming (I Corinthians 11:26), and is enjoined on all believers "till He come!"

**7. The Baptism in the Holy Spirit.**

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit 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; I Cor. 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17, 10:44-46, 11:14-16, 15:7-9). With the baptism in the Holy Spirit come such experiences as: an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Heb. 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word and for the lost (Mark 16:20).

**8. The Initial Physical Evidence of the Baptism in the Holy Spirit.**

The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues, but is different in purpose and use (I Cor. 12:4-10, 28).

**9. Sanctification.**

Sanctification is an act of separation from that which is evil, and of dedication unto God (Rom. 12:1-2; I Thess. 5:23; Heb. 13:12). The Scriptures teach a life of "holiness without which no man shall see the Lord" (Heb. 12:14). By the power of the Holy Spirit we are able to obey the command: "Be ye holy, for I am holy" (I Pet. 1:15-16). Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by the faith reckoning daily upon the fact of that union, and by offering your mental and physical abilities continually to the dominion of the Holy Spirit (Rom. 6:1-11, 13; 8:1-2, 13; Gal. 2:20; Phil. 2:12-13; I Pet. 1:5).

**10. The Church and Its Mission.**

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 (Eph. 1:22-23, 2:22; Heb. 12:23). Since God's purpose concerning man is to seek and to save that which is lost, to be worshipped by man, to build a body of believers in the image of His Son, and to demonstrate His love and compassion for all the world, the primary reason for being of the Assemblies of God as part of the Church is:

- a. To be an agency of God for evangelizing the world (Acts 1:8; Matt. 28:19-20; Mark 16:15-16);
- b. To be a corporate body in which man may worship God (I Cor. 12:13);
- c. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son (Eph. 4:11-16; I Cor. 12:28, 14:12);
- d. To be a people who demonstrate God's love and compassion for all the world (Ps. 112:9; Gal. 2:10; 6:10; James 1:27).

The Assemblies of God exists expressly to give continuing emphasis to this reason for being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized in the Holy Spirit. This experience:

- a. Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (Mark 16:15-20; Acts 4:29-31; Heb. 2:3,4)
- b. Adds a necessary dimension to worshipful relationship with God (I Cor. 2:10-16; I Cor. 12, 13, 14),
- c. and enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ and care for the poor and needy of the world (Matt. 25:37-40; Gal. 5:22-26, 6:10; I Cor. 12:28, 14:12; Eph. 4:11,12; Col. 1:29).

**11. The Ministry.**

A divinely called and scripturally ordained ministry has been provided by our Lord for the fourfold purpose of leading the Church in: (1.) Evangelization of the world, (2.) Worship of God, (3.) Building a body of saints being perfected in the image of His Son, and (4.) Meeting human need with ministries of love and compassion (Mark 16:15, 20; John 4:23, 24; Eph. 4:11-16; Ps. 112:9; Gal. 2:10, 6:10; James 1:27).

**12. Divine Healing.**

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement, and is the privilege of all believers (Isa. 53:4, 5; Matt. 8:16, 17; John 5:14-16).

**13. The Blessed Hope.**

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the church (I Thess. 4:16, 17; Rom. 8:23; Titus 2:13; I Cor. 15:51, 52).

**14. The Millennial Reign of Christ.**

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on earth for one thousand years (Zech. 14:5; Matt. 24:27, 30; Romans 11:25; Rev. 1:7, 19:11-14, 20:1-6).

**15. The Final Judgment.**

There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to the everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matt. 25:46; Mark 9:43-48; Rev. 19:20, 20:11-15, 21:8).

**16. The New Heavens and the New Earth.**

We, according to His promise, look for new heavens and a new earth wherein dwelleth righteousness (II Peter 3:13; Rev. 21-22).

## **ARTICLE V ORDINANCES**

**1. Water Baptism.**

The ordinance of baptism by immersion is commanded by the Scriptures. All who repent and believe in Christ as Saviour and Lord are to be baptized. Thus they declare to the world that they have died

with Christ and that they also have been raised with Him to walk in newness of life (Matt. 28:19; Mark 16:16; Acts 10:47-48; Rom. 6:4). This ordinance will be available for all believers to participate.

**2. Holy Communion.**

The Lord's Supper, consisting of the elements--bread and the fruit of the vine-- (Matt. 26:26,29) are the symbols expressing a memorial of His suffering and death, and a prophecy of His second coming (I Corinthians 11:26), and is enjoined on all believers "till He come!" The Lord's Supper will be regularly observed.

**3. Tithing and Giving.**

Members are expected to wholeheartedly embrace the Scriptural teaching of tithing and giving of their increase to the Church for the propagation of the Gospel (Mal. 3:8-12; Luke 11:42; I Cor. 16:2; Deut. 16:17; II Cor. 9:7; Prov. 3:9).

**4. Marriage.**

Based on our Christian beliefs, we will only perform wedding ceremonies and recognize marriages between one man and one woman as biologically designed by birth. We believe weddings performed in our church are Christian worship services. As a result, we will only allow weddings on church property that adhere to our ministry beliefs and our religious purposes (Genesis 2:24; Mark 10:6-9).

## **ARTICLE VI MEMBERSHIP**

**1. Membership Eligibility.**

Membership in this Assembly will be extended to all applicants who profess and demonstrate their faith in the Lord Jesus Christ; who have been or plan to be baptized in water as an outward declaration of their salvation; and who agree to the Assembly's tenets of faith and to be governed by its by-laws.

**2. Voting Membership.**

All those who meet the Scriptural standards for membership--whose names appeared on the original membership roll of the Assembly when it was first organized, together with those names which will be added from time to time--will constitute the legal voting membership of the Assembly, provided they are 16 years of age or over; they regularly attend and take part in services; they are living consistent Christian lives; and they are in agreement with our distinctive testimony.

**3. Inactive Membership.**

Members who, without good cause, absent themselves from the services of the Assembly for a period of three consecutive months or more; who voluntarily withdraw from the fellowship; or who have not faithfully supported the church with tithes and offerings will be considered inactive members and therefore lose their voting privileges.

**4. Honorary Members.**

Honorary members will consist of those members who have entered the ministry as District Officers, Pastors, Evangelists, Missionaries, Religious Educators, or those serving in the Armed Services, which makes it impossible to serve as active members. Honorary membership recognition will continue as long as the member maintains a cooperative attitude towards the home Assembly. Voting privileges may be granted at the discretion of the Pastor or Designee.

## 5. General Church Standards.

- a. **Regarding Worldliness.** In view of the alarming erosion of national moral standards, we reaffirm our intention of upholding Biblical standards against all forms of worldliness. We urge all believers to “Love not the world, neither the things that are in the world... For all that is in the world, the lust of the flesh, and the lust of the eyes, and the pride of life, is not of the Father, but is of the world” (I John 2:15, 16).

In its teaching regarding worldliness, the Scriptures warn against: participation in activities which defile the body, or corrupt the mind and spirit; the inordinate love of, or preoccupation with, pleasures, position, or possessions, which lead to their misuse; manifestation of extreme behavior, unbecoming speech, or inappropriate appearance; and any fascination or association which lessens one’s affection for spiritual things (Luke 21:34, 35; Rom. 8:5-8; 12:1, 2; II Cor. 6:14-18; Eph. 5:11; I Tim. 2:8-10; 4:12; James 4:4; I John 2:15-17; Titus 2:12).

- b. **Regarding Secret Societies.** We feel that it is inconsistent for the followers of Christ to belong to secret or oath-bound societies, which involve Christians in unscriptural alliances, and which we recognize as of the world. We advise any who may have identified themselves with such orders to sever their connections with them (Matt. 5:34-37; II Cor. 6:14-17; Eph. 5:11-13).
- c. **Temperance.** Temperance is the moderate use of that which is beneficial and a total abstinence from that which is harmful. Therefore, no member of this Assembly should use intoxicating liquors, illegal or harmful drugs, or participate in other practices which are unbecoming and inconsistent with our Christian profession.
- d. **Heresies Disapproved.** We disapprove of false teachings and heretical denominations that contradict the sound, full gospel doctrine to which the Assemblies of God adheres. This may include but is not limited to: Christian Science, Spiritualism, Jehovah’s Witness, Mormonism, Scientology, Hinduism, Islam, etc. Those believing and promoting such teachings, causing confusion and division among God’s people, will be addressed according to Titus 3:10.

## ARTICLE VII CHURCH GOVERNMENT

### 1. The Pastor

Under Jesus Christ the Pastor is recognized as the head of the church. He is responsible to both the District fellowship and to the church he serves. As long as he conforms to Scriptural order and complies with the Constitution and Bylaws of the local church, his office will be recognized.

### 2. Church Boards

In this Assembly, no board, committee, or group may take to themselves the right to supersede the authority vested in the Scriptural office of the Pastor, nor come between the Pastor and his relationship to the congregation itself. Boards or other church committees are chosen to serve the church in conformity to simple New Testament order and are directly responsible to both the Pastor and the Assembly for their actions and conduct.

## ARTICLE VIII OFFICERS AND DUTIES

### 1. The Pastor

Is considered the spiritual overseer of the Assembly and will direct all of its activities. He will be the president of the corporation and will be the presiding officer of all business meetings of the Assembly

and of the Board. He will be an ex-officio member of all committees and departments. He will oversee or make arrangements for all the services of the Assembly, including special meetings, conventions, revival services, camps, and similar events. No person will be invited to speak or preach in the Assembly without his approval.

## **2. The Board**

In addition to the Pastor, it will consist of at least six members chosen from the membership of the church. They will transact all routine business of the church. They are chosen to serve the church and therefore will act in an advisory capacity with the Pastor in all matters pertaining to the Assembly in its spiritual life and in the ministry of its ordinances and to assist the Pastor in the business of the church. They will review applications for membership at the request of the Pastor. For members in need of correction, the Board will assist the pastor in seeking reconciliation. A majority present at any meeting of the Board will constitute a quorum, provided all the members have been notified to be present.

## **3. The Secretary**

Will keep the minutes of the official meetings of the Board and of the business meetings of the Assembly. The Secretary will supervise the safekeeping of records including that of the membership roll, legal documents, and the corporate seal.

## **4. The Treasurer**

Will be entrusted with all the finances of the Assembly. The Treasurer will supervise the depositing of all funds in a bank designated by the Pastor and the Board, in the name of the Assembly, and will disburse the funds as authorized by the Pastor and the Board. A fund to handle operating expenses will be established under the supervision of the Treasurer and Pastor. The Treasurer will also be responsible for supervising the maintenance of an itemized account of all receipts and disbursements. He will make an itemized written report monthly for the regular Board Meeting and a summarized written report with copies provided to the members of the Assembly at its Annual Business Meeting. All accounts will be audited annually, and all signers of checks may be bonded at the discretion of the Pastor and Board.

# **ARTICLE IX MEETINGS**

## **1. Meetings for public worship**

Will be held on each Lord's Day as well as during the week, under the direction of the Pastor.

## **2. Annual Business Meeting of the Assembly**

This meeting will be held at the church during the month of February. Due notice is to be given at least two Sundays prior to the meeting, at which time the Board will be elected and the reports will be read.

## **3. Special Business Meetings**

- a. Special business meetings of the Assembly may be called when necessary after proper notice has been given at least two Sundays prior to the meeting by the Pastor or by the Secretary, provided the meeting has been agreed upon by a majority of the Board.
- b. Resolutions in writing must be presented at least one week in advance by any active voting member, provided such resolutions are signed by said member.

## **4. Quorum**

A quorum will consist of the members who attend any special or Annual Business Meeting (announced two weeks in advance).

## 5. **Board Meetings**

The Board will meet monthly, or as often as it is deemed necessary, for the transaction of routine business of the Assembly. The time and place will be announced by the Pastor.

## **ARTICLE X: DEPARTMENTS AND COMMITTEES**

The Assembly will hereby provide for the establishment of any departments or committees as the needs of the work may require. All such departments and committees will be subordinate to the Assembly and will contribute to the harmony and development of the whole. The departments and committees and their funds will be under the general supervision of the Pastor and Board and the Pastor will be an ex-officio member of all committees or departments. All departments will be regulated by an annual budget, which will be submitted by the respective departments and approved by the Pastor and the Board. In the endeavor to establish ministry departments, all associate and assistant Pastors, Directors, members of the Pastoral and Support Staff, and all other employees may be appointed or dismissed by the Pastor. The Board will be notified of appointments or dismissals of Pastors, Directors, and Pastoral Staff.

## **ARTICLE XI: FINANCES**

### **1. Funds for the maintenance of the Assembly**

Will be provided by the tithes and offerings of the members of the Assembly and by any other income collected. Offerings will be accepted by the Assembly at such times and in such ways as agreed upon by the Pastor and the Board and will be administered by the Treasurer under the direction of the Pastor (Mal. 3:10; Luke 6:38; I Cor. 16:1, 2; II Cor. 9:6-8).

### **2. Employee Compensation.**

Whatever salaries and allowances are to be paid and the amount to be paid will be decided upon by the Pastor or his designated supervisor(s), with the information being made available to the Board. Salaries and allowances are to be reviewed periodically throughout the year as deemed necessary but no less than annually.

### **3. Missionary Efforts and Funds.**

Constant emphasis will be placed upon the importance of missionary endeavors. Money to be used for both home and foreign missions will be provided regularly. The time and method for the raising of these funds will be decided by the Pastor and the Board. A minimum of 10% of all tithes and undesignated offerings will be given to missions, in addition to all designated missionary offerings.

## **ARTICLE XII PROPERTY RIGHTS**

### **1. Property**

All property consisting of land or buildings of the Assembly will be deeded to the Assembly and held in its name. No property of the Assembly will be bought, sold, or otherwise disposed of without recommendation by the voice of a majority of the Board. The Secretary and Treasurer of the Assembly will certify that the above transactions have been authorized and recommended by a vote of the Board. Certificates will be held as conclusive evidence of such transactions.

### **2. Defection**

In the event defection occurs from the tenets of faith of this church as the same are stated in the STATEMENT OF FUNDAMENTAL TRUTHS in the Constitution of the General Council of the Assemblies of God, or from affiliation with the General Council of the Assemblies of God, any portion of the membership subscribing to and practicing the aforesaid tenets of faith and retaining membership with Faith Assembly of God will retain possession of, and title to, all properties of said church with full rights thereto as provided in its Constitution and Bylaws.

### **3. Cease of Operation**

In the event this church will cease to function for the purposes as declared in its Articles of Agreement and/or the Articles of its Constitution, then after providing for the payment of its debts, the remaining assets will not benefit any private person or persons, but all remaining assets will revert to and be transferred to the parent body (within one year), the General Council of the Assemblies of God, a Missouri Corporation with headquarters at Springfield, Missouri. The General Council of the Assemblies of God will have full authority to sell such property and to use the proceeds derived therefrom for the extension of the work of the Assemblies of God within the Peninsular Florida District to be used in the section in which the church resides.

## **ARTICLE XIII AMENDMENTS**

The Constitution & Bylaws may be amended at any annual or special business meeting of the Assembly by at least two-thirds vote of the membership present, provided the meeting and nature of the proposed change have been announced publicly on the two Sundays prior to the date of the meeting. The announcement must be made by the Pastor or the Secretary.

# BYLAWS

## ARTICLE 1: QUALIFICATIONS, DUTIES, ELECTIONS, APPOINTMENTS, AND VACANCIES

### 1. The Pastor

- a. **Qualifications.** The Pastor is designated in the Scriptures as the head of the church, under the leadership of the Lord Jesus Christ, and is referred to under the title of Pastor (Eph. 4:11), Overseer (Acts 20:28), and Shepherd (I Peter 5:2-4). The Pastor will therefore qualify according to these Scriptural standards and those in I Timothy 3:1-7. He will believe in and completely preach the doctrines set forth in the Tenets of Faith in Article IV of this Constitution. He will also be an ordained minister in good standing with the Assemblies of God.
- b. **Election.** The Pastor will be elected by a two-thirds majority vote of the membership present for an indefinite period of time. In the calling of a new Pastor, he will be nominated by the Board. Recommendations may be made to the Board in writing and properly signed by any voting member of the Assembly. The Board will refrain from presenting several ministers to the Assembly before taking a vote, but after hearing a qualified prospective pastor, a yes or no vote will be requested from the membership if the Board and the prospective pastor agree to place the prospective pastor's name before the Assembly. Election will be by secret ballot at a special meeting called for that purpose. The Board will appoint someone to preside at this election. The District Superintendent will be invited.
- c. **Vacancy.** The tenure of office of the Pastor will be terminated by resignation, removal, death, or disqualification. Power is vested in the Board to ask for the resignation of the Pastor at any time. If the resignation is refused, the pastorate will be decided by a majority vote of the membership present at a meeting called for that purpose and conducted by the District Officer. In the event of the Pastor's removal from office, a report will be given to the District Officer. When a vacancy in the pastorate occurs, an interim Pastor will be appointed by the Board until a Pastor is chosen as prescribed in Paragraph 1b. If the Pastor voluntarily resigns, he will first notify the Board in writing and then he or a Board Member will read the Board-approved resignation letter to the congregation. This act is to be considered legal and final by the Assembly. The effective resignation date must be mutually agreed upon by the Pastor and the Board.

### 2. The Board (other than the Pastor)

- a. **Management and Qualifications.** Power to manage and govern the corporate affairs of the Church is vested in the "Board" of the Church, in cooperation and consultation with the Pastor. The term "Board" shall mean the "board of directors" as required by the Code. The Members of the Board will meet the standards of qualifications as described in I Tim. 3:8-13, Acts 6:1-3, and Rom. 16:1-2. They will be a voting member of the Assembly for at least one year; at least twenty-five years old; and having proved themselves in other areas of service in the Assembly. No minister, holding papers with any denomination, will be eligible to serve as a Board Member unless agreed upon by the Pastor and the Board. Board Members are not deemed to have the duties of trustees of a trust with respect to the Assembly or with respect to any property held or administered by the Assembly, including property that may be subject to restrictions imposed by the donor or transferor of the property.
- b. **Election.** The Members of the Board will be elected for a term of one, two, or three years on a rotating basis at the Annual Business Meeting. At least one will be elected each year. A list of qualified prospective board members will be prepared for the existing Board for the purpose of nominating candidates. Recommendations may be submitted by any voting member, in writing and properly signed. At least two names for each vacancy will be presented, and nominations from the

floor will not be permitted. Voting will be conducted by secret ballot, and a majority of all votes cast is required to constitute an election.

- c. **Vacancy.** In the event a Board Member is unable to properly fulfill the role, an attempt for reconciliation will be made; however, if reconciliation is unachievable, their seat may be declared vacant by an act of a majority of the membership of the Board. Grounds for such action may include: unscriptural conduct; doctrinal departure from the tenets of faith; incompetence in office; for any good and sufficient cause; or lack of cooperation with the program of the church. In the event a vacancy occurs, the Pastor may appoint a qualified interim Board Member (see Art. I, Section 2(A)) to fill the office until the next Annual Business Meeting. At the next Annual Business Meeting, a Board Member will be elected, in accordance with Art. I, Section 2(B), to fill the remainder of the unexpired term.

### 3. Secretary of the Corporation

- a. **Qualifications.** The Secretary should have clerical skills, faithfulness in character, and possess a spirit of hearty cooperation.
- b. **Duties.** The Secretary will keep the minutes of the official meetings of the Board and also of the annual and special meetings of the church. They will keep a record of the membership of the church and perform any other clerical work necessary to the proper discharge of their duties. They will have charge of all legal documents.
- c. **Appointment.** The Pastor will appoint the most qualified person. Their term in office will continue until they are succeeded.
- d. **Vacancy.** In the event a vacancy occurs for any reason, the Lead Pastor will appoint the most qualified person to serve as an interim or a permanent Secretary.

### 4. Treasurer of the Corporation

- a. **Qualifications.** The Treasurer should have financial management skills, faithfulness in character, and possess a spirit of hearty cooperation.
- b. **Duties.** The Treasurer will keep an itemized account of the receipts and disbursements of all monies received. The Treasurer will make an itemized statement for the regular meeting of the Board and a summarized statement for the church's annual meetings.
- c. **Appointment.** The Pastor will appoint the most qualified person. Their term in office will continue until they are succeeded.
- d. **Vacancy.** In the event a vacancy occurs for any reason, the Lead Pastor will appoint the most qualified person to serve as an interim or a permanent Treasurer.

## ARTICLE 2 MEMBERSHIP

### 1. Qualifications.

- a. Membership in this Assembly will be extended to all applicants who profess and demonstrate their faith in the Lord Jesus Christ; who have been or plan to be baptized in water as an outward declaration of their salvation; and who agree to the Assembly's tenets of faith and to be governed by its by-laws.

### 2. Reception of Members.

- a. Anyone desiring to become an active Member of Faith Assembly of God will submit a completed membership application. Their application will be reviewed to ensure all qualifications for membership are met. Those desiring to transfer membership from another Assembly of God church will be required to submit a membership application. Applicants who meet the membership requirements will be publicly recognized and inducted into the Assembly at the next New Member Induction which will take place during a scheduled worship service. Inductees will have their status updated in the database to document they are an official Member of the Assembly. Applications not recommended for acceptance will be given to the Pastor and the Board for final decision.

### 3. Active Membership.

- a. All those whose names appear on the current membership roll of the Assembly, provided they regularly participate in the services and are living consistent Christian lives and regularly support the church with tithes and offerings will be considered active members.

### 4. Voting Privileges.

Voting privileges will be extended to active members who meet the following qualifications:

- a. are sixteen years of age or over;
- b. have faithfully attended services within sixty days prior to an election, unless members have been incapacitated or are away from the area; and
- c. have contributed tithes and offerings to support the church on a regular basis.

At any business session, voting members will be seated in a special section of the auditorium. Each voting member will register prior to the business meeting. The Pastor's spouse and any associate or assistant Pastors and their spouses will be extended voting privileges in all matters of the church.

### 5. Inactive Membership.

- a. Members who, without good cause, absent themselves from the services of the Assembly for a period of three consecutive months or more; who voluntarily withdraw from the fellowship; or who have not faithfully supported the church with tithes and offerings will be considered inactive members and therefore lose their voting privileges.

### 6. Transfer of Membership.

- a. Members in good standing who desire to be transferred to some other congregation may apply for a letter; said letter is to be signed by the Pastor or the Secretary.

## 7. **Withdrawal from Membership.**

- a. Members who desire to voluntarily have their names removed from the membership roll of the Assembly should submit their request in writing to the Secretary.

## 8. **Discipline**

- a. **Members of the Assembly** who willfully absent themselves from regular services, prior to a business meeting, or willfully fail to contribute tithes and offerings to support the church, voluntarily disqualify themselves from voting.
- b. **The Board may address** anyone who has fallen into sin or whose life misaligns with the standards and teachings of the Assembly in order to seek reconciliation. If reconciliation is unachievable, their next action may consist of revoking the individual's membership status. The person will be notified of the Board's action by the Secretary. If an appeal is made to the Board for reconsideration of their decision and reinstatement is not granted, the decision will stand. (Matt. 18:15; Rom. 16:17, 18; I Cor. 5:1-5; II Thess. 3:6-15)

## 9. **Revision of Membership Roll.**

- a. The Pastor and the Board may revise the membership status of any person who becomes an inactive member. Inactivity may include failing to attend weekly services and not consistently supporting the church by giving tithes and offerings. If the membership status of any person is changed, that person may be notified of the action at least thirty days prior to the Annual Business Meeting. Names of the deceased will be removed from the membership database.

## 10. **Divorce and Remarriage**

- a. There are now among Christian people those who became entangled in marriage relations in their former lives of sin and who do not see how these matters can be adjusted. These people will be received into the membership of Faith Assembly upon application, and we will recommend they leave their marriage complications in the hands of the Lord (I Cor. 7:2, 17, 24).
- b. We recommend that in no case people be accepted into membership who are known to be living together without being legally married. We will extend our full effort and resources to marry a couple if they desire membership.
- c. Low standards on marriage and divorce are very hurtful to individuals, to the family, and to the cause of Christ. Therefore, we discourage divorce by all lawful means and teaching. We positively disapprove of Christians getting divorces for any cause except fornication and adultery (Matt. 19:9). In these cases we urge the offending partner to repent and the offended partner to extend forgiveness, especially if they have children together. Where these exceptional circumstances exist or when a Christian has been divorced by an unbeliever, we recommend that the question of remarriage be resolved by the believer in the light of God's Word (I Cor. 7:15, 27, 28).

## ARTICLE 3: ISSUANCE OF MINISTERIAL CREDENTIALS

### 1. **Qualifications.**

Individuals seeking ministerial credentials must meet the following eligibility criteria:

- a. Demonstrate a sincere commitment to the teachings and principles of the Church and the Assemblies of God.
- b. Possess the necessary moral character and integrity to serve as a representative of the Church.
- c. Meet any additional requirements or qualifications determined by the church leadership, including educational or training programs designated by the church leadership, to ensure they are adequately prepared for ministerial roles.

### 2. **Submission.**

Individuals interested in obtaining ministerial credentials must submit a formal application to the church leadership. The application shall include:

- a. Personal information, including contact details and background
- b. Statement of faith and commitment to the Church's mission and values.
- c. Documentation of any relevant education, training, or experience
- d. Letters of recommendation or endorsements from church leaders or members

### 3. **Approval.**

Upon successfully completing the application process and review, the church leadership may approve the issuance of ministerial credentials to the applicant.

### 4. **Renewal.**

Ministerial credentials may be subject to periodic renewal to ensure ongoing adherence to the Church's standards and requirements. The church leadership shall determine renewal procedures and timelines.

### 5. **Revocation.**

The Church reserves the right to revoke ministerial credentials at any time if an individual is found to be in violation of the Church's principles, doctrines, or code of conduct or if they engage in conduct deemed detrimental to the Church's mission and values.

## **ARTICLE 4: ORDER OF BUSINESS**

The suggested order of business for the Annual Business Meeting of the Assembly is as follows:

1. Roll Call
2. Devotional
3. Reading of previous Annual or Special minutes by the Secretary
4. Report of the Treasurer
5. Report of Church Departmental Officers
6. Unfinished Business
7. Election of Officers
8. New Business
9. Adjournment

## ARTICLE 5: PURPOSES

The Assembly is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Assembly 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, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Internal Revenue Code of 1986”). Notwithstanding the foregoing, the Assembly’s purposes also include the limited participation of the Assembly 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 Assembly are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Assembly’s combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To establish and maintain a place for the worship of Almighty God, our Heavenly Father;
- (c) To provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony;
- (d) To assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and abroad;
- (e) To perpetuate, promulgate, and support the doctrines of the General Council of the Assemblies of God, and it, and all its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of the General Council of the Assemblies of God, Springfield, Missouri, and the Peninsular Florida District Council, Lakeland, Florida, as are now or shall be from time to time established, made, and declared by the lawful authority of the said councils.
- (f) To ordain, license, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Assembly, and elsewhere.
- (g) To collect and disburse any and all necessary funds for the maintenance of said Assembly, the care of its members, and the accomplishment of its purpose within the State of Florida and elsewhere.
- (h) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.
- (i) This Assembly is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; 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 Assembly; and 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 Assembly, as determined by the Board in cooperation and consultation with the Pastor. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986.

## ARTICLE 6: POWERS AND RESTRICTIONS

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

(a) The Assembly shall not pay dividends and no part of the net earnings of the Assembly shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Assembly shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Assembly) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Assembly shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Assembly 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 these Bylaws, the Assembly 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; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Assembly is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

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

## ARTICLE 7: WHISTLEBLOWER POLICY

### 1. Purpose.

The Church requires all of its Board Members, 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 Board Member, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Board Members, 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 either his or her supervisor or the Board of the Church. 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.

### 2. Procedure.

- a. *Reporting Responsibility.* It is the responsibility of all of the Church's Board Members, 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 this Whistleblower Policy.  
If a Board Member, 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 Board Member, 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, the reporting individual should make a formal 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 which prove to have been made maliciously or knowingly to be false 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. Board Members are required to report suspected violations directly to the entire Board.
- d. *Accounting and Auditing Matters.* The Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board shall work until the matter is resolved.
- 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 Board Member to whom the complaint was made shall provide the complaint to the entire Board. The Board 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 shall receive a report on each complaint and a follow-up report on action taken.

- g. *Handling of Reported Violations.* The Board Member 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 he or she has been retaliated against in violation of this Whistleblower Policy shall follow the same procedures as he or she did when he or she filed the original complaint.

### **3. 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 his or her 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 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; though all individuals considering such a report should be advised that anonymity cannot be assured if 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 a reporting 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.
- 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 employment policy.
- d. *Malicious Allegations.* The Board recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale of the Church 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 Church membership.

## ARTICLE 8: CONFLICT OF INTEREST POLICY

### 1. 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 Board Member or officer of the Church or might result in a possible excess benefit transaction. This Conflict of Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### 2. Definitions.

- a. *Interested Person.* Any Board Member, principal officer, or member of a Committee with powers delegated by the Board, who has a direct or indirect financial interest, 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:
  - i. An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
  - ii. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
  - iii. 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.

### 3. 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 the opportunity to disclose all material facts to the Board.
- 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 a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.

#### **4. Procedures for Addressing the Conflict of Interest.**

- a. 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.
- b. The chairman of the Board may, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board Members 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 to enter into the transaction or arrangement.

#### **5. Violations of the Conflict of Interest Policy.**

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

#### **6. Records of Proceedings.**

The minutes of the Board 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'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, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **7. Compensation.**

- a. A voting member of the Board 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.
- c. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

## ARTICLE 9: INDEMNIFICATION

The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 9. As described herein, requests for indemnification shall not be unreasonably withheld.

### 1. *Mandatory Indemnification.*

To the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or 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 Article [TBD].01(a) which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a Board Member (either elected or ex-officio) or officer of the Church, 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, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- a. The Proceeding was instituted by reason of the fact that such person is or was a Board Member or officer of the Church; and
- b. The Board Member or officer conducted himself in good faith, and he reasonably believed:
  - i. in the case of conduct in his official capacity with the Church, that his conduct was in its best interest;
  - ii. in all other cases, that his conduct was at least not opposed to the best interests of the Church;
  - iii. and in the case of any criminal proceeding, that he had no reasonable cause to believe his 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 Board Member or officer did not meet the standard of conduct herein described.

### 2. *Permissive Indemnification.*

The Church may, to the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or 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 Article 9.1 (b) which occur subsequent to the effective date of such amendment), 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 9, 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 9. 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 or as may be provided by these Bylaws, by contract, or by general or specific action of the Board.

## ARTICLE 10: CHRISTIAN ALTERNATIVE DISPUTE RESOLUTION

In keeping with *1 Corinthians 6:1-8*, all disputes, arising out of or relating to these Bylaws or any other corporate matter (excluding matters relating to Articles 7.19-7.23 of these Bylaws as all such matters are final), which may arise between any member of the Church and the Church itself, or between any member of the Church and any Board Member, elder, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation with one (1) mediator, and if not resolved by mediation, then by binding arbitration, with a panel of one (1) arbitrator under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group.

In the event that the Institute for Christian Conciliation ceases to exist during the course of these Bylaws, arbitration under this Article 15.06 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 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, then the 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 Church members.

## **ARTICLE 11: EMERGENCY POWERS AND BYLAWS**

An “emergency” exists for the purposes of this Article 11 if a quorum of the Board cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board may:

- (i) modify lines of succession to accommodate the incapacity of any Board member, officer, employee, or agent; and
- (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so.

During an emergency, notice of a meeting of the Board 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 (1) or more officers of the Church present at a meeting of the Board may be deemed Board 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 member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Board may also adopt emergency bylaws, subject to amendments or repeal by the full Board, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Board; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

