

Bylaws
of
_____, Inc.

ARTICLE 1 – Name and Purpose

1.01—NAME

This corporation shall be known as _____.

1.02—PURPOSE

This corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, the building of churches, parsonages, schools, chapels, radio stations, television stations, rescue missions, print shops, daycare centers, and camps; the evangelizing of the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; the educating of believers in a manner consistent with the requirements of Holy Scripture, both in Sunday and weekday schools of Christian education; and the maintaining of missionary activities in the United States and any foreign country.¹

ARTICLE 2 – STATEMENT OF FAITH AND COVENANT

2.01—STATEMENT OF FAITH

The following comprise the Scriptural beliefs of this corporation, its directors, and its members.

- (A) **The Holy Scriptures.** We believe the Holy Scriptures of the Old and New Testament to be the verbally and plenary inspired Word of God. The Scriptures are inerrant, infallible and God-breathed and, therefore, are the final authority for faith and life. The sixty-six books of the Old and New Testament are the complete and divine revelation of God to Man. The Scriptures shall be interpreted according to their normal grammatical-historical meaning, and all issues of interpretation and meaning shall be determined by the president. The King James Version of the Bible shall be the official and only translation used by the corporation. (2 Tim. 3:16-17; 2 Pet. 1:20-21)

- (B) **Dispensationalism.** We believe that the Scriptures interpreted in their natural, literal sense reveal divinely determined dispensations or rules of life which define man’s responsibilities in successive ages. These dispensations are not ways of salvation, but rather are divinely ordered stewardships by which God directs man according to His

¹ Edit the language following “...but not limited to, for such purposes,” to include all the possible ministries your organization intends to provide.

purpose. Three of these dispensations—the law, the church, and the kingdom—are the subjects of detailed revelation in Scripture. (Gen. 1:28; 1 Cor. 9:17; 2 Cor. 3:9-18; Gal. 3:13-25; Eph. 1:10; 3:2-10; Col. 1:24-25, 27; Rev. 20:2-6)

- (C) **The Godhead.** We believe in one triune God, eternally existing in three persons—Father, Son, and Holy Spirit—each co-eternal in being, co-identical in nature, coequal in power and glory, and having the same attributes and perfections. (Deut. 6:4; Matt. 28:19; 2 Cor. 13:14; John 14:10, 26)

(D)The Person and Work of Christ.

1. We believe that the Lord Jesus Christ, the eternal Son of God, became man, without ceasing to be God, having been conceived by the Holy Spirit and born of the virgin Mary, in order that He might reveal God and redeem sinful men. (Isa. 7:14; 9:6; Luke 1:35; John 1:1-2, 14; 2 Cor. 5:19-21; Gal. 4:4-5; Phil. 2:5-8)
2. We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice; and, that our justification is made sure by His literal, physical resurrection from the dead. (Acts 2:18-36; Rom. 3:24-25; 1 Pet. 2:24; Eph. 1:7; 1 Peter 1:3-5)
3. We believe that the Lord Jesus Christ ascended to Heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry of Representative, Intercessor, and Advocate. (Acts 1:9-10; Heb. 9:24; 7:25; Rom. 8:34; 1 John 2:1-2)

(E) The Person and Work of the Holy Spirit.

1. We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; and, that He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption. (John 16:8-11; Rom. 8:9; 1 Cor. 12:12-14; 2 Cor. 3:6; Eph. 1:13-14)
2. We believe that He is the divine Teacher who assists believers to understand and appropriate the Scriptures and that it is the privilege and duty of all the saved to be filled with the Spirit (Eph. 1:17-18; 5:18; 1 John 2:20, 27)
3. We believe that God is sovereign in the bestowal of spiritual gifts to every believer. God uniquely uses evangelists, pastors, and teachers to equip believers in the assembly in order that they can do the work of the ministry. (Rom. 12:3-8; 1 Cor. 12:4-11, 28; Eph. 4:7-12)
4. We believe that the sign gifts of the Holy Spirit, such as speaking in tongues and the gift of healing, were temporary. Speaking in tongues was never the common or necessary sign of the baptism or filling of the Holy Spirit, and that ultimate

deliverance of the body from sickness or death awaits the consummation of our salvation in the resurrection, though God frequently chooses to answer the prayers of believers for physical healing. (1 Cor. 1:22; 13:8; 14:21-22)

(F) The Total Depravity of Man. We believe that man was created in the image and likeness of God; but that in Adam's sin the human race fell, inherited a sinful nature, and became alienated from God. Man is totally depraved and, of himself, utterly unable to remedy his lost condition. (Gen. 1:26-27; Rom. 3:22-23; 5:12; 6:23; Eph. 2:1-3; 4:17-19)

(G) Salvation. We believe that salvation is the gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, Whose precious blood was shed on Calvary for the forgiveness of our sins. We believe that all sins, except blasphemy of the Holy Spirit, are forgivable. (John 1:12; Eph. 1:7; 2:8-10; 1 Pet. 1:18-19; Matt. 12:31-32; 1 John 1:9)

(H) The Eternal Security and Assurance of Believers.

1. We believe that all the redeemed, once saved, are kept by God's power and are thus secure in Christ forever. (John 6:37-40; 10:27-30; Rom. 8:1; 38-39; 1 Cor. 1:4-8; 1 Pet. 1:4-5)
2. We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God's Word, which, however, clearly forbids the use of Christian liberty as an occasion to the flesh. (Rom. 13:13-14; Gal. 5:13; Titus 2:11-15)

(I) The Church

1. We believe that the local church, which is the body and the espoused bride of Christ, is solely made up of born-again persons. (1 Cor. 12:12-14; 2 Cor. 11:2; Eph. 1:22-23; 5:25-27)
2. We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament Scriptures. (Acts 14:27; 20:17, 28-32; 1 Tim. 3:1-13; Titus 1:5-11)
3. We believe in the autonomy of the local church free of any external authority or control. (Acts 13:1-4; 15:19-31; 20:28; Rom. 16:1, 4; 1 Cor. 3:9, 16; 5:4-7, 13; 1 Pet. 5:1-4)
4. We recognize water baptism and the Lord's Supper as the Scriptural ordinances of obedience for the church in this age. (Matt. 28:19-20; Acts 2:41-42; 18:18; 1 Cor. 11:23-26)

(J) Separation. We believe that all the saved should live in such a manner as not to bring reproach upon their Savior and Lord. God commands His people to separate from all

religious apostasy, all worldly and sinful pleasures, practices, and associations, and to refrain from all immodest and immoderate appearances, piercings, and bodily markings. (Lev. 19:28; Rom. 12:1-2; 14:13; 1 Cor. 6:19-20; 2 Cor. 6:14-7:1; 2 Tim. 3:1-5; 1 John 2:15-17; 2 John 9-11)

(K) The Second Advent of Christ. We believe in that *blessed hope*, the personal, imminent return of Christ, Who will rapture His church prior to the seven-year tribulation period. At the end of the Tribulation, Christ will personally and visibly return with His saints, to establish His earthly Messianic Kingdom which was promised to the nation of Israel. (Ps. 89:3-4; Dan. 2:31-45; Zech. 14:4-11; 1 Thess. 1:10, 4:13-18; Titus 2:13; Rev. 3:10; 19:11-16; 20:1-6)

(L) The Eternal State.

1. We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment. (Matt. 25:46; John 5:28, 29; 11:25-26; Rev. 20:5-6, 12-13)
2. We believe that the souls of the redeemed are, at death, absent from the body and present with the Lord, where in conscious bliss they await the first resurrection, when spirit, soul, and body are reunited to be glorified forever with the Lord. (Luke 23:43; 2 Cor. 5:8; Phil. 1:23; 3:21; I Thess. 4:16-17; Rev. 20:4-6)
3. We believe that the souls of unbelievers remain, after death, in conscious punishment and torment until the second resurrection, when with soul and body reunited, they shall appear at the Great White Throne Judgment, and shall be cast into the Lake of Fire, not to be annihilated, but to suffer everlasting conscious punishment and torment. (Matt. 25:41-46; Mark 9:43-48; Luke 16:19-26; 2 Thess. 1:7-9; Jude 6-7; Rev. 20:11-15)

(M) The Personality of Satan. We believe that Satan is a person, the author of sin and the cause of the Fall of Man; that he is the open and declared enemy of God and man; and that he shall be eternally punished in the Lake of Fire. (Job 1:6-7; Isa. 14:12-17; Matt. 4:2-11; 25:41; Rev. 20:10)

(N) Creation. We believe that God created the universe in six literal, 24-hour periods. We reject evolution, the Gap Theory, the Day-Age Theory, and Theistic Evolution as unscriptural theories of origin. (Gen. 1-2; Ex. 20:11)

(O) Civil Government. We believe that God has ordained and created all authority consisting of three basic institutions: 1) the home, 2) the church, and 3) the state. Every person is subject to these authorities, but all (including the authorities themselves) are answerable to God and governed by His Word. God has given each institution specific Biblical responsibilities and balanced those responsibilities with the understanding that no institution has the right to infringe upon the other. The home, the church, and the state are equal and sovereign in their respective Biblically assigned spheres of responsibility under God. (Rom. 13:1-7; Eph. 5:22-24; Heb. 13:17; 1 Pet. 2:13-14)

(P) Human Sexuality.

1. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance. (Gen. 2:24; Gen. 19:5, 13; Gen. 26:8-9; Lev. 18:1-30; Rom. 1: 26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Heb. 13:4)
2. We believe that the only legitimate marriage is the joining of one naturally-born man and one naturally-born woman. (Gen. 2:24; Rom. 7:2; 1 Cor. 7:10; Eph. 5:22-23)

(Q) Family Relationships

1. We believe that men and women are spiritually equal in position before God but that God has ordained distinct and separate spiritual functions for men and women in the home and the church. The husband is to be the leader of the home, and men are to be the leaders (pastors and deacons) of the church. Accordingly, only men are eligible for licensure and ordination by the church. (Gal. 3:28; Col. 3:18; 1 Tim. 2:8-15; 3:4-5, 12)
2. We believe that God has ordained the family as the foundational institution of human society. The husband is to love his wife as Christ loves the church. The wife is to submit herself to the Scriptural leadership of her husband as the church submits to the headship of Christ. Children are an heritage from the Lord. Parents are responsible for teaching their children spiritual and moral values and leading them, through consistent lifestyle example and appropriate discipline, including Scriptural corporal correction. (Gen. 1:26-28; Ex. 20:12; Deut. 6:4-9; Ps. 127:3-5; Prov. 19:18; 22:15; 23:13-14; Mk. 10:6-12; 1 Cor. 7:1-16; Eph. 5:21-33; 6:1-4, Col. 3:18-21; Heb. 13:4; 1 Pet. 3:1-7))

(R) Divorce and Remarriage. We believe that God disapproves of and forbids divorce and intends marriage to last until one of the spouses dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. Although divorced and remarried persons or divorced persons may hold positions of service in the corporation and be greatly used of God for Christian service, they may not be considered for the office of director. (Mal. 2:14-17; Matt. 19:3-12; Rom. 7:1-3; 1 Tim. 3:2, 12; Titus 1:6)

(S) Abortion. We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions of pregnancies due to rape, incest, birth defects, gender selection, birth or population control, or the physical or mental well-being of the mother are acceptable. (Job 3:16; Ps. 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:44)

- (T) **Euthanasia.** We believe that the direct taking of an innocent human life is a moral evil, regardless of the intention. Life is a gift of God and must be respected from conception until natural death. Thus we believe that an act or omission which, of itself or by intention, causes death in order to eliminate suffering constitutes a murder contrary to the will of God. Discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome can be a legitimate refusal of over-zealous treatment. (Ex. 20:13, 23:7; Matt. 5:21; Acts 17:28)
- (U) **Love.** We believe that we should demonstrate love for others, not only toward fellow believers, but also toward both those who are not believers and those who oppose us. We are to deal with those who oppose us graciously, gently, patiently, and humbly. God forbids the stirring up of strife, the taking of revenge, or the threat or the use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such sinful actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim. 2:24-26; Titus 3:2; 1 John 3:17-18)
- (V) **Lawsuits Between Believers.** We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the corporation to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32)
- (W) **Missions.** We believe that God has given the church a great commission to proclaim the Gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believe on the Lord Jesus Christ. As ambassadors of Christ we must use all available means to go to the foreign nations and not wait for them to come to us. (Matt. 28:19-20; Mark 16:15; Luke 24:46-48; John 20:21; Acts 1:8; 2 Cor. 5:20)
- (X) **Giving.** We believe that every Christian, as a steward of that portion of God's wealth entrusted to him, is obligated to support his local church financially. We believe that God has established the tithe as a basis for giving, but that every Christian should also give other offerings sacrificially and cheerfully to the support of the church, the relief of those in need, and the spread of the Gospel. We believe that a Christian relinquishes all rights to direct the use of the tithe or offering once the gift has been made. (Gen. 14:20; Prov. 3:9-10; Acts 4:34-37; 1 Cor. 16:2; 2 Cor. 9:6-7; Gal. 6:6; Eph. 4:28; 1 Tim. 5:17-18; 1 John 3:17)

2.02—AUTHORITY OF STATEMENT OF FAITH

The Statement of Faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the foregoing Statement of Faith accurately represents the teaching of the Bible and, therefore, is binding upon all members. All literature used in the corporation shall be in complete agreement with the Statement of Faith.

ARTICLE 3 - Meetings

- 3.01** Meetings of the Board of Directors shall be held at any place within or outside the State of _____ as shall be designated by the Board of Directors. All meetings are to be moderated by the President of the Corporation and conducted in an orderly manner, as determined by the President.
- 3.02** The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall determine, including being held electronically so long as all directors have access to participate fully in the electronic forum². At the annual meeting Directors shall be elected and reports of the affairs of the Corporation shall be considered.
- 3.03** On request in writing to the President or Secretary, sent by regular mail, facsimile, electronic mail or delivered to the officer in person, by any officer or any two Directors, the Secretary of the Corporation shall give notice of the meeting to the Directors not less than two (2) days prior to the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the Board of Directors may be held.
- 3.04** Special meetings of the Board of Directors may be called at any time by any officer or any two (2) Directors.
- 3.05** Written notice of all meetings of the Board of Directors shall be delivered, either personally or by regular mail, facsimile, or electronic mail, addressed to the Director at the Director's address as it appears in the records of the Corporation or as supplied by the Director to the Corporation for the purpose of notice. Notice shall be given by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, or, in case of their neglect or refusal, or if there is no person charged with the duty of giving notice, by any Director to each Director.
- 3.06** Notice of any meeting shall be delivered not less than two (2) days before the date of the meeting.
- 3.07** Waiver of notice of a meeting of the Board may be made, in writing by a Director, and attendance by the Director at the meeting without protest shall be deemed waiver of notice.
- 3.08** Notice of any special meeting shall state the time, place, and purpose of the meeting and such may be held electronically so long as all directors have access to participate fully in the electronic forum³.

² Ensure that conducting a meeting in an electronic forum comports with the state's corporation law.

³ Ensure that conducting a meeting an electronic forum comports with the state's corporation law. Revise this section of the bylaws as needed.

- 3.09** A quorum for meetings shall consist of a majority of the Directors. If a quorum is not attained, then those present may adjourn the meeting to a new date certain duly noticed to all Directors for not more than ten (10) days thereafter, and at that later-noticed meeting a quorum shall consist of those Directors then present.
- 3.10** A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.
- 3.11** Any action required by law to be taken at any of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors is filed in the minutes of the proceedings of the Board of Directors.
- 3.12** At every meeting of the Directors, the President, or, in his absence, the officer designated by the President, or, in the absence of a designation, the person (who shall be one of the officers, if any is present) chosen by a majority of the Directors present shall act as Chair. The Secretary shall act as Secretary of all meetings. In the absence of the Secretary, the Chair may appoint another person to act as Secretary of the meetings.
- 3.13** All meetings shall be opened and closed with prayer for divine guidance and blessing.
- 3.14** The Chair shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The Chair is the final authority on questions of procedure, and his decision is final and controlling. The following order shall be observed at all meetings:
1. Devotions & prayer
 2. Reading of minutes
 3. Report of officers
 4. Reports of standing committees
 5. Reports of special committees
 6. Unfinished matters
 7. Election of officers
 8. New matters
 9. Adjournment
 10. Benediction
- 3.15** For any meeting under this article, the Chair, in his sole discretion, shall have full and unilateral authority to order the immediate removal of any member or other person present who is deemed by the Chair to be disruptive to the proceedings by act or presence. If the Chair determines that compliance with his order of removal is unsatisfactory, the Chair may, in his sole discretion, revoke the disruptive person's right to remain on the premises in accordance with Section 3.03(C) and treat the person as a trespasser.

3.14 The fiscal year of the corporation shall begin January 1st and end December 31st.

ARTICLE 4 - Directors

4.01 The affairs of the Corporation shall be conducted, and all corporate authority shall be exercised, by or under the authority of the Board of Directors, unless the Articles of Incorporation of the Corporation, or these bylaws require otherwise⁴. There shall be no members of the Corporation other than the Board of Directors.

4.02 The number of Directors of the Corporation shall be determined by resolution of the Directors entitled to vote, but shall not be less than three members.

4.03 The Directors shall be elected at each annual meeting, or at any special meeting of the Board of Directors, or the Directors may be designated at any time by the written consent of all of the Directors. Each Director shall hold office until the next annual meeting and until his successor is elected, or until his earlier resignation, removal from office, or death.

4.04 Vacancies on the Board of Directors shall exist in the case of the happening of any of the following events: (a) the death, or resignation, of any Director; (b) the failure of the Directors to elect the full authorized number of Directors at any annual, regular, or special meeting; or (c) an increase in the number of Directors.

4.05 Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his or her successor is elected at the next annual meeting.

4.06 The Board of Directors, by the affirmative vote of a majority of the Directors then in office, shall have authority to establish reasonable compensation of all employees of the Corporation for services to or on behalf of the Corporation.

4.07 No Director shall receive compensation for services to the Corporation as a Director but the Board of Directors shall have the authority to reimburse the Directors for travel expenses incurred directly as a result of attending a meeting of the Board of Directors for the conducting of the business of the Corporation.

4.08 The number of Directors may be changed by the Board of Directors without further amendment of these bylaws, on the adoption of a resolution offered for the purpose at any meeting of the Board of Directors pursuant to the vote of a majority of the Directors in office at the time of the meeting. If the change increases the number of Directors and results in the creation of an opening on the Board of Directors, the Board of Directors

⁴ The board of directors should familiarize itself with whether its state corporation law provides any legal requirements for overseeing the organization's finances or requirements to conduct audits. Revise this section of the bylaws as needed.

may, pursuant to the vote of a majority of the Directors in office at the time of the meeting, fill the opening created by the increase in the number of Directors.

- 4.09** Any Director of the Corporation may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The resignation shall take effect at the time the notice is received unless a later time is specified in the notice. Acceptance of the resignation shall not be necessary for it to be effective.
- 4.10** A Director may be removed at any time, with or without cause, by a written vote of a majority of the remaining Directors.
- 4.11** Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the remaining Directors, though less than a quorum, and each person so elected shall be a Director for the unexpired term of the office of the Director being replaced.
- 4.12** Each director, officer, and employee shall be a believer and follower of the Lord Jesus Christ.
- 4.13** Each director and officer shall provide written assent to the Statement of Faith set forth in Article 2 prior to assuming his or her duties.

ARTICLE 5 - Officers

- 5.01** The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. One person may hold two or more offices, except those of President and Secretary. No officer, however, shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.
- 5.02** The officers of the Corporation shall be chosen by the Board of Directors, and each shall hold office until his or her resignation, removal, disqualification, death, or until his or her successor shall be elected and qualified.
- 5.03** Each officer elected by the Board shall hold office until a successor has been elected and qualified or until the earlier removal or resignation of the officer. Any officer may be removed by the Board with or without cause by a majority vote of the members of the Board of Directors.
- 5.04** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.
- 5.05** If the office of the President, Vice President, Secretary, or Treasurer becomes vacant, the Board of Directors shall elect a successor to the office.

- 5.06** The President shall be the Chairman of the Board of Directors, and have general supervision, direction, and control of the affairs and officers of the Corporation; have the general powers and duties of management usually vested in the office of President; and have all other powers and duties as may be prescribed by the Board of Directors or these bylaws. Within this authority and in the course of his or her duties, the President shall:
- (a) Preside at all meetings of the Directors and be *ex officio* a member of all standing committees of the Corporation.
 - (b) When authorized by the Board of Directors or required by law, execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing, and, unless the Board of Directors shall order otherwise by resolution, make contracts as the ordinary conduct of the Corporation's affairs may require.
 - (c) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees other than the duly appointed officers, subject to the approval of the Board of Directors; and control, subject to the direction of the Board of Directors, all of the officers, agents, and employees.
 - (d) The President, with the approval of the Board of Directors, shall appoint legal counsel for the Corporation. All legal matters, including, without limitation, matters involving interpretation of federal and state law, local ordinances, and tax questions, shall be promptly referred to such counsel for opinion and advice. All amendments to the Articles of Incorporation and these bylaws shall be submitted to legal counsel for review before their adoption.
- 5.07** The Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of the President. The Vice President shall have all other powers and perform all other duties as from time to time may be prescribed for him respectively by the Board of Directors or these bylaws.
- 5.08** The Secretary shall:
- (a) Certify and keep the original bylaws or a copy, including all amendments or alterations to the bylaws.
 - (b) Keep at the place where the bylaws or a copy are kept a record of the proceedings of meetings of the Directors, with the time and place of holding, the notice of meeting given, the names of these present at the meetings, whether regular or special, and, if special, how authorized.
 - (c) Sign, certify, or attest documents as may be required by law.
 - (d) See that all notices are duly given in accordance with the provisions of these bylaws. In case of the absence or disability of the Secretary, or his or her refusal or neglect to act, notice may be given and served by the President or Vice President, if any, or by the Board of Directors.
 - (e) Be custodian of the records.
 - (f) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
 - (g) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the bylaws, and minutes of proceedings of the Directors.

- (h) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him or her by the Board of Directors.
- (i) In case of the absence or disability of the Secretary or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors, may perform the functions of the Secretary.

5.09 The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all funds in the name of the Corporation in banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for all contributions, gifts, and donations to the Corporation from any source whatever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains, losses, and capital.
- (e) Exhibit at all reasonable times the books of account and records of the Corporation to any Director, or to proper persons on terms as are provided by law, on proper application during office hours at the office of the Corporation where the books and records are kept.
- (f) When and as requested, render to the President and Directors accounts of all his transactions as Treasurer and of the financial condition of the Corporation.
- (g) In general, perform all the duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him or her by the Board of Directors.

5.10 In case of the absence or disability of the Treasurer or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors may perform the functions of the Treasurer.

5.11 The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that he is also a Director.

ARTICLE 6 - Indemnification⁵

6.01 The Corporation may 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, including all appeals (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a

⁵ It may be advisable for the directors and officers to also have separate indemnification agreements with the organization signed by both parties.

Director, officer, employee, or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and of that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on 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 that he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- 6.02** To the extent that a Director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
- 6.03** Unless ordered by a court, any indemnification made under this Article, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made (a) by a majority vote of Directors who were not and are not parties to or threatened with the action, suit, or proceeding; or (b) if a majority vote of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in a written opinion.
- 6.04** Expenses of each person seeking indemnification under this Article, may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board or Directors in the specific case, on receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.
- 6.05** The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these bylaws, any agreement, vote of shareholders, and insurance purchased by the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 6.06** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against him and incurred by him in that capacity, or arising out of his status in

that capacity, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

ARTICLE 7 – Binding Arbitration

- 7.01** Believing that lawsuits between believers are prohibited by Scripture, all directors, officers, agents, and employees of this corporation agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- 7.02** In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other corporate matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in section 7.01, above.
- 7.03** The Procedures for Arbitration shall be as adopted by the board of directors.

ARTICLE 8 – Conflict of Interest

- 8.01** The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might either benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
- 8.02** Definitions:
- (A) Interested Person:** Any director or officer who has a direct or indirect financial interest.
 - (B) Financial interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (1)** An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- (4) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.

(C) **Compensation:** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8.03 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 considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he 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.

An interested person may make a presentation at the board meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (1) The chairman of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (2) After exercising due diligence, the board or committee shall determine whether the Corporation 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.
- (3) 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 trustees whether the transaction or arrangement is in the best interests of the Corporation, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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. 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.

- 8.04** The minutes of the board shall contain 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. The minutes of the board also shall contain 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.
- 8.05** A voting member of the board who receives compensation, directly or indirectly, from the corporation for services rendered may not vote on matters pertaining to that member's compensation.

ARTICLE 9 – Tax-Exempt Provisions

- 9.01** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of its exempt purposes.
- 9.02** No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 9.03** Notwithstanding any other provisions of the Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).
- 9.04** Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.

- 9.05** The Corporation shall have a racially nondiscriminatory policy and shall not discriminate against directors, employees, applicants, students, and others on the basis of race, color, or national or ethnic origin. The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

ARTICLE 10 – Designated Contributions

- 10.01** From time to time the corporation, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions, but all suggestions shall be deemed advisory rather than mandatory in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the board of directors. No fiduciary obligation shall be created by any designated contribution made to the corporation other than to use the contribution for the general furtherance of any of the purposes stated in Section 1.02.

ARTICLE 11 - Amendments

- 11.01** These bylaws may be amended and new bylaws adopted at any meeting of the Board of Directors by a majority vote of those present, a quorum being present.
- 11.02** As an alternative to section 11.01, these bylaws may be amended and new bylaws adopted without a meeting by the written consent of all of the Directors.

THE UNDERSIGNED DIRECTORS OF _____, INC., BY A UNANIMOUS VOTE, HAVE ADOPTED THE FOREGOING BYLAWS.
