

BYLAWS OF HOME CHURCH, INC.

Restated and Adopted August 24th, 2022

ARTICLE 1 NAME AND PRINCIPAL OFFICE

The name of this corporation is HOME CHURCH INC (previously named New Life Christian Church & World Outreach Inc.) and hereinafter referred to as “the Church” or “the Corporation”). It is an Indiana nonprofit religious corporation organized under the Indiana Nonprofit Corporation Act of 1991 (“the Act”). This Corporation is organized for exclusively religious purposes (including charitable purposes common to a church ministry as defined by Scripture).

These Bylaws supersede any prior Bylaws of the Church. Any prior Bylaws of the Church are rescinded and are null and void.

The principal office of the Church is in Warsaw, Kosciusko County, Indiana. The Board of Elders of the Church shall have full power and authority to change any office from one location to another, either in Indiana or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Indiana. The Board of Elders may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 STATEMENT OF FAITH AND BELIEFS

The Statement of Faith in these Bylaws shall remain identical to this Statement of Faith and Beliefs which is incorporated in its Articles of Incorporation, as amended, as filed in the Office of the Indiana Secretary of State. At the direction of the Elders, the statement of faith shall be supplemented and clarified by doctrinal statements as may be subsequently adopted and issued by the Elders.

1. What We Believe.

(a) *The Bible.* The Bible is God’s Word to all people. It was written by human authors under the supernatural guidance of the Holy Spirit. Because it was inspired by God, the Bible is truth without any mixture of error and is completely relevant to our daily lives. (Matthew 7:21-23; John 1:45-47; John 5:39; John 12:48; John 17:17; Luke 24:25-27, 44, 45; Acts 1:16, 28:25; Romans 3:4; ; 2 Timothy 3:16, 17; 1 Peter 1:23; 2 Peter 1:19-21; Psalm 119:89, 105, 130, 160; Proverbs 30:5, 6; Revelation 22:19; Isaiah 8:7-11).

(b) *Trinity.* God has existed in relationship with Himself for all eternity. He exists as one substance in three persons: the Father, the Son and the Holy Spirit. Although each member of the Trinity serves different functions, they each possess equal power and authority. (Matthew 12:28, 28:19; Luke 3:22; John 14:26; John 15:26; Acts 2:33; Acts 10:38; Romans 1:4; 1 Corinthians 6:11; 1 Corinthians 12:4-6; 2 Corinthians 3:14; Ephesians 2:18; Hebrews 9:14)

(c) *The Father.* God is great: He is all powerful, all knowing, ever present, unchanging, completely worthy of our trust, and above all, Holy. It is in Him that we live, move, and exist. God is good. He is our Father. He is loving, compassionate, and faithful to His people and His promises. (Acts 17:28; Deuteronomy 32:4; Psalm 9:8)

(d) *The Son.* Jesus Christ is completely human but, at the same time, completely God. He is the only plan for bringing people who are far from God back into a right relationship with God. He lived a perfect life, so that He could be a substitution for us in satisfying God's demands for perfection. He defeated death in His resurrection so that we can have life. (John 1:1-3, 1:14, 1:18; John 14:8-9; 1 Timothy 3:16; Colossians 2:8-10; Hebrews 1:2, 3, 8; Micah 5:2; John 10:18; Philippians 2:8; Galatians 1:4; 1 Peter 2:24; Isaiah 53:11; Hebrews 12:2; 1 Peter 3:18).

(e) *The Holy Spirit.* The Holy Spirit's presence assures us of our relationship with Christ. He guides believers into all truth and exalts Christ. He convicts people of their sin, God's righteousness, and the coming judgment. He comforts us, gives us spiritual gifts, and makes us more like Christ. (John 3:5, 6; John 14:16, John 16:8-11; John 17, 26; Matthew 28:19; Hebrews 9:14; 1 Corinthians 12:11; 1 Corinthians 13:5b; Ephesians 4:16.

(f) *Eternity.* Man was created to exist forever. He will exist either eternally separated from God by sin or in union with God through forgiveness and salvation. To be eternally separated from God is Hell. To be eternally in union with Him is Heaven. Heaven and Hell are places of eternal existence. (Matthew 25:34, 41, 46; Luke 9:26, 16:25, 26; John 8:21; Romans 6:23; Hebrews 9:27; Revelation 20:10-15)

(g) *Man.* Man is made in the image of God and is the supreme object of His creation. Man was created to have fellowship with God but became separated in that relationship through sinful disobedience. As a result, man cannot attain a right relationship with God through his own effort. Every human personality is uniquely created, possesses dignity, and is worthy of respect and Christian love. (Genesis 1:27; Genesis 3:1-6; Romans 3:10-19; Romans 1:18, Romans 1:32; 1 Corinthians 11:7).

(h) *Salvation.* The blood of Jesus Christ, shed on the cross, provides the only way of salvation through the forgiveness of sin. Salvation occurs when people place their faith in the

death and resurrection of Christ as sufficient payment for their sin. Salvation is a gift from God, and it cannot be earned through our own efforts. (Ephesians 2:8, 9; Acts 15:11; Romans 3:24, 25; John 3:16; Matthew 18:11; Philippians 2:7, 8; Hebrews 2:14, 4:15; Romans 3:25; 1 John 4:10; Isaiah 53:6; 1 Corinthians 15:3; 2 Corinthians 5:21; John 10:18; Philippians 2:8; Galatians 1:4; 1 Peter 2:24; Isaiah 53:11; Hebrews 12:2; 1 Peter 3:18; Acts 17:30; Romans 10:8, 9, 10)

(i) *The Church.* The Church is a local community of baptized believers unified through faith in Christ. It is committed to the teachings of Christ and obeying all of His commands, and it seeks to bring the Gospel to the world. The Church works together in love and unity, intent on the ultimate purpose of glorifying Christ. (Ephesians 5:23; Romans 12:1; Acts 2:42-46; 1 Corinthians 14:26; Ephesians 4:11-16; 1 Corinthians 12:4, 8:11; Matthew 28:18-20; Ephesians 4:16).

(j) *The Authority and Ascertainable Standard for the Church's Decisions, Policies and Actions.* The above list of beliefs is not exhaustive. The Church declares that the Bible is the authority and the ascertainable standard for the Church's decisions, policies and actions in all areas, regardless of whether the matter falls within any of the above-listed specific beliefs..

2.02 Marriage Policy. The Church hereby creates and adopts this policy, which shall be known as the "Marriage Policy."

We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one (1) man and one (1) woman, as clearly conveyed in God's inerrant Scriptures, including for example in *Matthew 19:4-6* where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female." See also . (Genesis. 2:24; Matthew 15:19, 19:4; Mark 10:7; Romans 1:21-27; 1 Corinthians 6:9-20; Ephesians 5:31; Hebrews 13:4; 1 John 1:9) ; Ephesians 5:21-32; Colossians 3:16-21; 1 Peter 3:1-7).

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

This Church's Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage,

including but not limited to permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

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

2.03 Common Law Marriage Policy. In no case shall persons be accepted into Church membership and/or Church employment that are known to be living in: (i) a common-law state of matrimony; or (ii) a manner inconsistent with the Church's teaching on marriage or sexuality pursuant to these Bylaws.

2.04 Sexuality Policy. Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman. Homosexuality, bisexuality, pansexuality, adultery, transgenderism, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. (See 1 Corinthians 6:18; 1 Thessalonians. 4:3; Romans 1:26-27; Proverbs 5:3-5, 8-13; 7:21-27; Galatians 5:19; Exodus 20:14; Deuteronomy 5:18; Matthew 5:27, 32; Matthew 5:32; 15:19; 19:9, 18; Luke 18:20; Romans 13:9; James 2:11; Leviticus 20:10-21; 1 Corinthians 10:8; 6:18; Jude 7; ; Mark 10:11; Romans 13:13; Genesis 34:2; 2 Samuel 11:4; Deuteronomy 22:22; Romans 1:26-27; 9:10; 13:13; Genesis 19; Leviticus 18:22; 1 Corinthians 6:9-11; 1 Kings 14:24; Jude 7; Matthew 11:8; Luke 7:25; Hebrews 13:4; Deuteronomy 22:13-21; Luke 15;13,30; Exodus 22:16).

Furthermore, the Church believes that sexuality is assigned by God at birth, as either male or female, and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise. (Genesis 1:27; Genesis 2:18; Genesis 5:2; 1 Corinthians 11:12).

2.05 Bathroom Policy. Consistent with the above policies and the Church's sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression. Optional family (non-gender specific) bathrooms may also be made available. Genetic males are prohibited from entering into a woman's bathroom and genetic females are prohibited from entering into a man's bathroom.

ARTICLE 3 AUTONOMY

As a nonprofit religious corporation, the Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the

benefits of cooperation with other churches, ministries, and organizations, this Church may from time to time voluntarily affiliate with any churches, ministries, and organizations of like precious faith for purposes of ministries, missions or religious activities.

ARTICLE 4 PURPOSES

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

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

(b) To help people encounter Jesus, sharing the Good News of Jesus death, burial and resurrection, to encourage people in their faith, to equip them as disciples that they may be empowered to fulfill God's Kingdom purpose for their lives.

(c) To give those lost lives in the community an opportunity to know God personally and discover their purpose in Him.

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

(e) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Indiana and elsewhere.

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

(g) This Church 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 Church; 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 Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Act of 1986, as it now exists or as it may hereafter be amended or be inconsistent with the requirements of the Act..

ARTICLE 5 POWERS AND RESTRICTIONS

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

(a) The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Act of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Act of 1986.

(b) In the event this Church is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Act 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 Act of 1986; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Act of 1986; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Act of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Act of 1986; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Act of 1986.

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

**ARTICLE 6
MEMBERSHIP**

6.01 Corporate Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Elders (also known as the ‘Board’). All rights which would otherwise vest in the members shall vest in the Board of Elders. The Church and the management of its affairs shall be vested in the Board of Elders.

6.02 Members of the Fellowship. Nothing contained in Section 6.01 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as ‘church members’ even though such persons are not members of the Corporation, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of the Act. The Church may offer non-corporate “spiritual membership,” granting the right of affiliation with the Church without conveying any corporate rights or responsibilities. The Board of Elders may adopt and amend application procedures for such non-corporate membership in the Church. Non-corporate members are not entitled to vote in person, by proxy, or otherwise.

**ARTICLE 7
MANAGEMENT OF THE CHURCH
BOARD OF ELDERS**

7.01 Management. Power to manage and govern the affairs of the Church is vested in the Board of Elders of the Church.

7.02 Number of Elders. The Board of Elders shall consist of at least three (3) persons as required by the Act, but shall not consist of more than nine (9) persons. The Senior Pastor of the Church shall be one of the Elders and shall serve as President of the Corporation and the Chairman of the Board.

7.03 Term of Elders. Each Elder, with the exception of the Senior Pastor, shall hold office for a period of three (3) years or until his or her successor is elected, appointed, or designated herein, and may serve up to three (3) consecutive terms. Upon a 2/3 vote of the board of Elders the spouse of the Senior Pastor may be a member of the Elder board, but in that case the Senior Pastor and his/her spouse combined shall have one (1) vote. In the event that there is a vacancy on the board but there is not a qualified successor, the board may extend the tenure of an Elder who has completed three terms on the board for up to an additional three (3) terms by a (2/3) majority vote. Terms renew and begin in January of each year and end on December 31st.

7.04 Senior Pastor is the Chairman of the Board. The Senior Pastor shall serve as the Chairman of the Board of Elders and shall preside at all the meetings of the Board of Elders. He shall have the power in his sole discretion to select an Appointee, who shall be endowed with all powers of the Senior Pastor, in his absence, at any meetings of the Board of Elders or Committees thereof. Any reference to the Senior Pastor in these Bylaws shall, by default, make reference to his Appointee while so serving.

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

7.06 Nomination and Election. The Board of Elders shall nominate persons the Board of Elders deems qualified to serve on the Board of Elders. In addition, the Board of Elders may appoint a Nomination Advisory Team to report to the Board of Elders regarding suitable nominees. The persons nominated by the Board of Elders and/or Nomination Advisory Team shall be presented to the Board of Elders for election, by affirmative two-thirds (2/3) majority vote of the Board of Elders, at a regular or special meeting of the Board of Elders. Elders shall be natural persons, but do not need to be active members of the Church.

7.07 Vacancies. Any vacancy occurring in the Board of Elders, and any Elder position to be filled due to an increase in the number of Elders, shall be filled by the Board of Elders. A vacancy is filled by the affirmative two-thirds (2/3) vote of the of the remaining Elders, even if it is less than a quorum of the Elders, or if it is a sole Elder. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.08 Meetings. Regular or special meetings of the Board of Elders may be held either within or outside the State of Indiana but shall be held at the Church's principal office if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Elders participating in the meeting can communicate concurrently with each other participant. All Elders shall be deemed to be present in person at a Board of Elders meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Elders shall occur at least annually.

(a) *Regular Meetings.* Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.

(b) *Special Meetings.* A special meeting of the Board of Elders may be called by the Chairman or any three (3) members of the Board of Elders.

(c) *Notice of Special Meetings.*

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

(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone (call or text), telecopy, or e-mail shall be delivered, telephoned, faxed, or e-mailed to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

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

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

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

7.10 Quorum. A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one (1) time without further notice.

7.11 Proxies. Voting by proxy is prohibited except by the Senior Pastor's Appointee.

7.12 Duties of Elders. – The Scriptures show that the Elders serve by leading and that their responsibility involves the spiritual oversight of the congregation. All Elders are equal in authority. Elders shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or legal counsel. A Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders hold a fiduciary position of trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

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

7.14 Interested Parties. Pursuant to the Act and the provisions of Article 12 of these Bylaws, a contract or transaction between the Church and a Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction. However, he Elders are responsible to comply with and fulfill the requirements of the Church's Conflicts of Interest Policy.

7.15 Actions of Board of Elders. The Board of Elders shall try to act by consensus. However, if a consensus cannot be achieved, the vote of a majority of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless a greater number is required by law or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present for the purpose of determining whether there is a quorum. Elders may not be present or vote by proxy. The Senior Pastor's vote does not count more than the votes of the other Elders.

7.16 No Compensation. Elders shall not receive salaries or compensation for their services to the Board of Elders, as such. An Elder may be paid as an employee or may serve the Church in any other capacity and receive reasonable compensation for those services. The Board of Elders may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders.

7.17 Removal of Elders other than the Senior Pastor. The Board of Elders may vote to remove a Elder, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Elder may be called and noticed following the procedures provided in these Bylaws. An Elder may be removed by the affirmative vote of a two-thirds (2/3) majority of the Board of Elders. For provisions regarding removal of the Senior Pastor, see Article 8.08 of these Bylaws.

7.18 Resignation of Elders. Any Elder may resign at any time by giving written notice to the board of Elders. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the approval or acceptance of such resignation shall not be necessary to make it effective.

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

7.20 Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, discipline of non-corporate members, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any person who is ministered to during religious services held by the Church, or at other times, the Board of Elders shall decide such question by two-thirds (2/3) majority vote.

7.21 Church Disruptions. Any person deemed by the Board of Elders to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disunity, division, or disruption to the Church or its the religious services and activities shall be considered asked to depart and shall be deemed to be a trespasser (*persona non grata*) on Church property and may be ejected summarily. No Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this Article 7.21.

7.22 Deadlock. In the case where the Board of Elders shall, by reason of deadlock (whether because an even number of Elders is seated on the Board of Elders, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Elders, then, in such instance, the Chairman of the Board of Elders shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Board of Elders. The majority ballot shall be cast in addition to the regular Elder's vote cast by the Chairman of the Board of Elders.

7.23 Licensing and Ordination of Ministers. The Church may make provisions to license or ordain qualified candidates. Any individual wishing to obtain licensure or ordination shall apply to the Board of Elders of the Church. The Board of Elders shall establish requirements for licensure and ordination.

An ordination from the Church shall endow the minister with the full ecclesiastical powers accorded to ordained ministers by the State of Indiana and by other comparable church denominations.

A license from the Church shall serve to validate that the one who is licensed has proven to be a mature believer and has demonstrated a divine gifting to preach and teach the Gospel.

Licenses and/or ordination of ministers with the Church shall be subject to review annually by the Board of Elders. Upon such annual review, licensure or ordination may be revoked at the sole discretion of the Board of Elders if said ministers are not ministering and conforming to the religious tenets, faith, ethics, and beliefs of the Church.

ARTICLE 8 OFFICERS

8.01 Officer Positions. The officers of the Church (the Corporation) shall be the Senior Pastor (referred to as “Senior Pastor” or “President”), Vice President, Secretary, and Treasurer. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. None of the said officers need to be an Elder, and any two (2) of these offices may be combined, except for that of the Senior-Pastor/ President and Secretary.

8.02 Election of the Senior Pastor and the Term of Office. The Senior Pastor of the Church shall hold office until he resigns, is removed pursuant to Article 8.09 of these Bylaws, becomes permanently incapacitated or dies. In the event of a vacancy in the office of Senior Pastor, the Board of Elders may adopt a resolution establishing a Senior Pastor Selection Committee. The recommendation of the Senior Pastor Selection Committee shall constitute: a nomination for the office of Senior Pastor; and the Senior Pastor Selection Committee’s confirmation that the Senior Pastor nominee meets the qualifications set forth in *I Timothy 3:2-7*. The election of the Senior Pastor by the Board of Elders shall take place at a regular or special meeting of the Board of Elders called for the purpose of electing a new Senior Pastor. Upon the election of the new Senior Pastor by an affirmative vote of two-thirds (2/3) of all the Elders present in person at the meeting with a quorum, the Board of Elders shall adopt a resolution confirming the election of the new Senior Pastor. In the event that there is not the required affirmative vote for that candidate, the Senior Pastor Selection Committee and/or the Board of Elders shall repeat the election process in this Article 8.02 until a candidate receives the required votes. The Board of Elders, in cooperation with the Senior Pastor, shall establish more detailed formal procedures governing the election of a Senior Pastor.

All other officers of the Church shall be elected by a majority vote of the Board of Elders at a regular or special meeting of the Board of Elders and shall hold office until they resign, are terminated, become permanently incapacitated or upon death.

8.03 President / Senior Pastor. The Senior Pastor of the Church is the Chief Executive Officer of the Church and shall supervise and oversee all of the business and day-to-day affairs of the Church. The Senior Pastor (President) is expressly authorized to do all things necessary and proper to fulfill his leadership position and to fulfill all duties incident to the office of Senior Pastor and Chief Executive Officer.

8.04 Vice President. The Vice President shall perform such duties as are assigned by the Senior Pastor or Board of the Elders. Except as expressly authorized by the Board of Elders, the Vice President shall have no authority to sign for or otherwise bind the Church. The Board of Elders shall, by majority vote, elect the Vice President of the Church. When the Senior Pastor is unable to act, refuses to act, or the office of Senior Pastor is vacant, the Vice President shall perform the duties of the Senior Pastor. When the Vice President acts in place of the Senior Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Senior Pastor. The Vice President shall perform other duties as assigned by the Senior-Pastor President or Board of Elders. Except as expressly authorized by the Board of Elders, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 Treasurer. The Board of Elders shall, by majority vote, elect the Treasurer of the Church. The Treasurer of the Church shall work with the staff bookkeepers as needed in the preparation of relevant financial documents. The Treasurer shall present pertinent financial, banking, and investment documents to the Board as needed or as requested by the Board of Elders..

8.06 Secretary. The Board of Elders shall, by majority vote, elect the Secretary of the Church. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records. The secretary shall have access to the seal of the church as needed and may coordinate as a liaison between the Board, the church staff and any necessary parties.

8.07 Deacons. The Board of Elders may nominate and elect, upon a majority vote, one (1) or more Church member(s) to serve the Church as deacon(s). Each deacon shall perform the duties assigned by the Board of Elders, including, but not limited to: supporting the Senior Pastor and Elders with Church ministries; and supporting the discipling and faith development of Church members, consistent with *Acts 6:3* and *1 Timothy 3:9-13*. A deacon shall serve for an indefinite term and will remain a deacon so long as determined by the Board of Elders. Deacons can be removed at any time by a majority vote of the Board of Elders.

8.07 Volunteers. The Board of Elders shall institute policies and safeguards regarding volunteer positions within the church, including but not limited to, those who serve in any capacity relating to children's and youth ministries. Children's and youth ministry workers, and any other will be required to undergo a complete federal background check prior to being considered for a volunteer role.

8.09 Removal of Senior Pastor. Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of all the Elders present in person at any regular or special meeting duly noticed pursuant to Article 7.08 of these Bylaws. The Board of Elders, in cooperation with the Senior Pastor, shall establish formal procedures that govern Senior Pastor removal actions. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (a) engaging in or committing sinful acts or worldly practices; (b) engaging in conduct that could hinder the reputation or influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible (d) neglect of duties; (e) resignation; (f) permanent incapacitation; or (g) death.

8.10 Removal of Other Officers. All other Church officers may be removed, with or without cause, by a two-thirds (2/3) majority vote of the Board of Elders.

8.11 Resignation of Officers. Any officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later date specified therein (provided, however, the Board of Elders reserves the discretion to specify a date that differs from the date specified in the written resignation). The acceptance or approval of such resignation shall not be necessary to make it effective.

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

ARTICLE 9
COMMITTEES AND ADVISORY TEAMS

9.01 Establishment. The Board of Elders may, at its discretion, adopt a resolution establishing one (1) or more Committees, Task Forces or Advisory Teams. Any Committees, Task Forces or Advisory Teams shall conform to rules established by the Board of Elders.

9.02 Independent Compensation Committee. Annually, the Board of Elders may adopt a resolution establishing an Independent Compensation Committee. At least two (2) of the persons serving on the Independent Compensation Committee shall be Elders. The Independent Compensation Committee shall be elected by a vote of the Board of Elders. The Independent Compensation Committee shall determine and approve the compensation for all executive employees. The Church's "executive employees" are hereby defined as employees in a position to exert substantial influence over the Church, such as, but not limited to, the officers of the Church. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. No executive employees shall participate in the Independent Compensation Committee's final discussion and final formulation of, or final vote regarding, salary and benefits.

The Independent Compensation Committee shall determine and approve the Senior Pastor's compensation, as well as that of any of his family members. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Committee's final discussion and final formulation of, or final vote regarding, his salary and benefits, or any family member's salary or benefits. The Senior Pastor shall determine the executive staff's salary and benefits, other than any family member of his, subject to the approval of the Independent Compensation Committee.

9.03 Delegation of Authority. Each Committee or Task Force shall consist of two (2) or more persons, the majority of whom shall be Elders. If, in addition to the Independent Compensation Committee, the Board of Elders establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Elders, or Elder, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Elders shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees and Task Forces.

No Committee or Task Force shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Elder or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 12 of these Bylaws; or (j) take any action outside the scope of authority delegated to it by the Board of Elders or in contravention of the Act.

The Board of Elders may designate various Advisory Teams not having or exercising the authority of the Board of Elders. Such Advisory Teams shall only function in an advisory capacity to the Board of Elders. The President shall have the power to appoint and remove members of all Advisory Teams. The President shall serve as an ex officio member of all Advisory Teams. The Board of Elders shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

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

9.05 Chair and Vice Chair. Unless otherwise expressly stated herein, one (1) member of each Committee, Task Force or Advisory Team shall be designated as the chair, and another member shall be designated as the vice chair. The chair and vice chair of each Committee, Task Force and Advisory Team shall be appointed by the Senior Pastor. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair shall have all the powers of and be subject to all the restrictions upon the chair.

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

9.07 Actions. Committees, Task Forces and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee, Task Force or

Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 10 TRANSACTIONS OF THE CHURCH

10.01 Contracts and Legal Instruments. Subject to Article 12 of these Bylaws, the Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories selected by the Board of Elders.

10.03 Gifts. No gift or donation intended for the Church is complete until the Church accepts the gift or donation. The Board of Elders is authorized to decline a gift or donation that is not in the best interests of the Church, e.g. real estate contaminated with hazardous waste, a gift from a donor which produces income from means that are dishonoring to the Lord, or a gift that would be too expensive or difficult to maintain or sell. The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of , state law, or any requirements for maintaining the Church's federal and state exempt tax status.

10.04 Ownership and Distribution of Property.

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

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

10.05 Real Property. Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Board of Elders. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Board of Elders.

10.06 Approval of Purchases. The purchases of fixed assets in excess of \$10,000.00 shall be subject to the prior approval of the Board of Elders.

ARTICLE 11 WHISTLEBLOWER POLICY

11.01 Purpose. The Church requires its Elders, 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 Elder, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, 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 Elders of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church to leadership so that proper reporting and resolutions may be made in compliance to local, state, and federal law.

11.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Elders, 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 known or suspected child abuse or child neglect in accordance with the Indiana State Law (IC 31-33-5-1).

If a Elder, 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 Elder, 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 of Elders. Elders are required to report suspected violations directly to the entire Board of Elders. In any case all involved shall comply with the reporting requirement of Indiana State Law (IC 31-33-5-1).

(d) *Accounting and Auditing Matters.* The Board of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Elders shall work on the matter until it 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 Elder to whom the complaint was made shall provide the complaint to the entire Board of Elders. The Board of Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Elders shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Elder 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. Notwithstanding any provision to the contrary, if there is reasonable grounds to believe a report of child abuse or child neglect, then the report shall be made forthwith as required by Indiana State Law (IC 31-33-5-1).

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

11.03 Safeguards.

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

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 the Church membership.

(c) *Harassment or Victimization.* Harassment or victimization of the reporting individual for providing information in accordance with this 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 of Elders recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this 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.

(e) *Juvenile Law.* Revealed or suspected instances of child abuse—including sexual, physical, or otherwise, and neglect shall be reported to the Indiana Department of Child Services for proper state-issued investigation and resolution. The law requiring mandatory reporting (IC 31-33-5-2) applies to anyone within the church body over the age of 18.

ARTICLE 12 CONFLICT OF INTEREST POLICY

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

12.02 Definitions.

(a) *Interested Person.* Any Elder, principal officer, or member of a committee with powers delegated by the Board of Elders, 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:

(1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;

(2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

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

12.03 Procedures.

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

(1) *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 of Elders meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Elders members shall decide if a conflict of interest exists.

(2) *Procedures for Addressing the Conflict of Interest.*

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

(2) The chairman of the Board of Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Elders shall determine by a majority vote of the disinterested Elders 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.

(1) *Violations of the Conflicts of Interest Policy.*

(1) If the Board of Elders 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.

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

12.04 Records of Proceedings. The minutes of the Board of Elders shall contain:

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

12.05 Compensation.

(a) A voting member of the Board of Elders 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 of Elders 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 13
INDEMNIFICATION**

13.01 The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 13. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) *Mandatory Indemnification.* To the maximum extent permitted by the Act, as amended from time to time (provided, however, that if an amendment to the Act 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 13.01(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 Elder (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:

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

(2) The Elder or officer conducted himself in good faith, and he reasonably believed: (a) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (c) 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 Elder or officer did not meet the standard of conduct herein described.

(b) *Permissive Indemnification.* The Church may, to the maximum extent permitted by the Act, as amended from time to time (provided, however, that if an amendment to the Act 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 13.01(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 13, 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 13. 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 of Elders.

ARTICLE 14 BOOKS AND RECORDS

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

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

14.03 Audited Financial Statements. The Church may have each annual financial statement of the Church reviewed by a certified public accounting firm selected by the Board of Elders.

ARTICLE 15
MISCELLANEOUS PROVISIONS

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

15.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Indiana. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

15.03 Seal. The Board of Elders may provide for a corporate seal.

15.04 Power of Attorney. An Elder may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records. This does not modify the prohibition of proxy votes by Elders.

15.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church's Elders, officers, employees, agents, and non-corporate members of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.

15.06 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 ministry matter, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Elder, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation with a panel of 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 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, to conduct hearings, or to administer discipline of Church members.

15.07 The Board of Elders shall determine which translation(s) of The Holy Bible shall be used by the Church.

15.08 Confidentiality. The Board of Elders agree to confidentiality and biblical discretion pertaining to the contents of each meeting as well as commits to presenting unity to the congregation. A separate confidentiality agreement may be required on the part of the Board.

ARTICLE 16 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this Article 16 if a quorum of the Board of Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Elders may: (i) modify lines of succession to accommodate the incapacity of any Board of Elders 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 of Elders only needs to be given to those Board of Elders 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 of Elders may be deemed Board of Elders members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Board of Elders member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Board of Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Elders, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Board of Elders; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Elders members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

These Bylaws were adopted on August 24th, 2022.

