

BYLAWS HEBRON BAPTIST CHURCH, INC.

ARTICLE I NAME

This body shall be known as and operate under the corporate name of “Hebron Baptist Church, Inc.” a Georgia Nonprofit Corporation.

ARTICLE II PURPOSE

Hebron Baptist Church is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501 (c) (3) of the IRS Code of 1986 (or the corresponding provision of any future United States Revenue Law) including, but not limited to, for such purposes as the establishing and maintaining of religious worship, the building of churches, schools, chapels, camps, recreational facilities, childcare facilities, community health facilities, counseling centers, church growth leadership, educational facilities and food and clothing centers; 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 the 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 and other such ministries as may be determined by the church.

ARTICLE III STATEMENT OF FAITH

One God

We believe there is one God: The Father, the Son, and the Holy Spirit, who subsist in unity and also as three separate distinct Persons.

Jesus Christ Is God’s Son

We believe Jesus Christ is God's Son. He was born of a virgin as both God and man, lived a sinless life, died to atone for the sins of human beings, was buried, arose from the grave, ascended into heaven and will literally return to earth.

The Holy Spirit

We believe the Holy Spirit is the divine helper, assistant, counselor and instructor and His work is to reveal Christ, to convict of sin, to lead to repentance, to guide believers, to comfort, to strengthen, and to sanctify the soul.

The Bible

We believe the Bible is God’s Holy Word, without error and is the sole authority for life.

Man's Need for God

We believe human beings are the special creations of God, made in His image. They fell through the sin of the first man, Adam, and all human beings are sinners in need of salvation.

Salvation

We believe salvation is a gift through repentance toward God and faith in Jesus Christ. Every person who is truly saved is eternally secure in the Lord Jesus Christ and will spend eternity in heaven, while those who die in their sins will spend eternity in hell.

Baptism

We believe baptism is by immersion after salvation and is done in obedience to Jesus Christ's command.

Believer's Access to God

We believe each believer has direct access to God through the Lord Jesus Christ.

The Church

We believe the Church is a local body of baptized believers with the Lord Jesus Christ as the Head.

**ARTICLE IV
DOCTRINE**

Hebron Baptist Church accepts "The Baptist Faith and Message" as adopted by the Southern Baptist Convention on June 14, 2000. The church is a committed body of baptized believers in Jesus Christ and is committed to personally sharing the good news of salvation to lost mankind. The church follows our Lord Jesus Christ in the ordinances of baptism and the Lord's Supper.

**ARTICLE V
MEMBERSHIP****SECTION 1. GENERAL**

This church is autonomous and maintains the right to govern its own affairs, under the Lordship of Jesus Christ, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world and local missions, this church voluntarily affiliates with the Southern Baptist Convention, the Georgia Baptist Convention and the Mulberry Baptist Association.

The membership reserves the right to determine who shall be members of this church and the conditions of such membership.

SECTION 2. QUALIFICATIONS

Persons meeting the following requirements, who subscribe to the Statement of Faith in Article III of this document, can be members of Hebron Baptist Church:

- 1 By immersion baptism after having made a genuine profession of faith in Christ Jesus as Lord and Savior
- 2 By letter of transfer from another Bible-believing church of like faith and practice
- 3 By statement of faith in Christ, having been baptized by immersion in a Bible-believing church of like faith and practice

All applications for membership are subject to review by the pastoral leadership of the church. Should there be any question that might require prayer, thought or study or if there is any dissent as to any candidate, such question or dissent shall be referred to the Senior Pastor and at his discretion to the Leadership Team for further guidance as to their qualifications for membership.

SECTION 3. DUTIES

Members are expected to be faithful and obedient in all areas of the Christian life, to faithfully attend the worship services of this church, to give tithes and offerings to its support and to participate in its ministries.

SECTION 4. RIGHTS

Members who are sixteen (16) years of age or older in good standing as defined in Sections 2 and 3 above may vote in church administrative meetings. Voting by proxy is prohibited. Notwithstanding any other powers granted in these bylaws, members who are sixteen (16) years of age or older in good standing shall always have the right to vote on the following matters:

- a. Disposition of all or substantially all of the assets of the church
- b. Merger or dissolution of the church
- c. Election or removal of the Senior Pastor

SECTION 5. TERMINATION

Membership shall be terminated in the following ways:

1. Death
2. Transfer to another Baptist church
3. Affiliation with a church of another denomination

4. By request of member desiring his termination
5. A member whose life and conduct is not in accordance with Biblical standards in such a way that the member hinders the ministry of the church or the witness of the church in the community may be dismissed after the following procedures are complied with:
 - a. First, a request by a member in good standing to dismiss another member must be brought to the Senior Pastor. The Senior Pastor, after prayerful consideration of the matter, shall at his discretion determine if the request has merit. If he determines the request has merit either he or his appointed representative shall request a meeting with the individual subject to said request. Only after faithful efforts have been made and failed to bring such member to repentance in accordance with Matthew 18:15-22 shall the Pastor then recommend to the Leadership Team that the member be dismissed.
 - b. Second, after prayerful deliberation and consideration, the Leadership Team by a two-thirds majority vote of the entire team may terminate the person's membership and dismiss the member. The Leadership Team takes these actions on behalf of the church to prevent embarrassment and/or to preserve the confidentiality of details surrounding the member being dismissed.

SECTION 6. RESTORATION

Any person whose membership has been terminated by the Leadership Team may be restored upon evidence of his/her repentance and reformation by recommendation of the Senior Pastor and majority vote of the Leadership Team.

SECTION 7. RECORD OF MEMBERSHIP

Under the direction of the Secretary, an accurate database of all members shall be kept and insofar as possible, an up-to-date record of their contact information. These records shall be confidential and will be used only for church purposes. They shall not be sold, given or loaned to any person or entity for any purpose not directly relating to the ministry of the church.

ARTICLE VI CHURCH ORGANIZATION

SECTION 1. GENERAL

The church is both a spiritual body and a non-profit corporation under the laws of the State of Georgia. The church is subject to the authority of Scripture in all matters and subject to the rules of duly constituted public authority (Romans 13:1-7). The church organization is to provide the mechanism for the orderly activity of the church body.

SECTION 2. MEETINGS

The church shall meet in regular worship services each Sunday at such times and place as may be determined by the Senior Pastor. Additionally, the church may meet at such other dates and times as may be deemed appropriate by the Senior Pastor for purpose of worship, edification, proclamation and for observance of church ordinances.

During the last quarter of each calendar year, the church shall meet for the annual administration meeting. The exact day, time and place of the annual administration meeting shall be set by the Senior Pastor, or in his absence, the Vice Chairman of the Leadership Team. Unless otherwise stated in these bylaws, other church administration meetings may be called as necessary from time to time by the Senior Pastor or by the Leadership Team. Notice as to the time and date of any administration meeting must be made at least one week in advance of the meeting unless extreme urgency renders such a notice impractical. Notice must be given by announcement in a Sunday morning worship service or by a notice placed in the weekly Connections bulletin (or its successor) or delivery by US mail to each member identified household.

The Moderator at the church administration meetings shall be the Senior Pastor or his designee, provided the church has a Senior Pastor; if the church has no Senior Pastor or in the event the Senior Pastor or his designee is absent, the Vice Chairman of the Leadership Team, or in his absence, the Chief Operating Officer, shall act as moderator. The moderator is to utilize *Robert's Rules of Order* (latest revised edition) for the purpose of conducting meetings and may appoint a parliamentarian, if he determines such appointment to be appropriate. The moderator may bring such matters before the administration meeting as he determines at his sole discretion to be appropriate. At least annually, the following matters shall be brought before the church at the annual administrative meeting:

- a. A slate of proposed deacons to serve the church body as may be necessary to fill vacancies or to increase the size of that body
- b. Proposed new members, as may be necessary to fill vacancies on the Leadership Team, Trustees and other standing teams
- c. An annual church budget

Additionally, the following matters are to be brought to church administration meetings:

- a. Any proposed change to the church bylaws
- b. Any proposed action on a Pastor Search Team

Unless otherwise stated in these bylaws, any matter presented to the church administration meeting for action shall require a majority vote of those in attendance. Members in attendance at a duly called church administration meeting shall be deemed to constitute a legal quorum.

SECTION 3. OFFICERS

The corporate officers of the church are as follows:

1. The Senior Pastor shall serve as the Chief Executive Officer (CEO) of the corporation and shall have general and active management of the day-to-day operation of the corporation. He shall be responsible for the administration of the corporation, including general supervision of the policies of the church.
2. The Executive Pastor (or any successor position that assumes the same or similar duties) shall serve as the Chief Operating Officer (COO) of the corporation. The COO will be charged with the general oversight of the ministries and ministerial staff of the church under the direction of the Senior Pastor.
3. The Administrative Pastor (or any successor position that assumes the same or similar duties) shall act as Chief Financial Officer (CFO). The CFO shall work under the direction of the Senior Pastor and shall be charged with the oversight of the financial affairs of the corporation. He shall have the responsibility to recommend action concerning the corporation's financial affairs to the Budget Finance Team and/or The Leadership Team. The CFO shall have custody of the church's financial records. The CFO shall be an ex-officio member, without vote, of the Budget Finance Team.
4. The Administrative Pastor (or successor position that assumes the same duties) shall act as Secretary. The secretary shall work under the direction of the Senior Pastor and shall keep the corporate seal and records and make proper entries of all corporate proceedings. The Secretary or his/her designee shall also keep minutes of all church administrative meetings and all meetings of the Leadership Team and shall perform such other duties and have such other powers as may from time to time be delegated to him by the CEO.

SECTION 4. DEACONS

In accordance with the meaning of the word "Deacon" as practiced in the New Testament, Deacons are to be servants of the church rather than an administrative or governing body, staying on the leading edge of ministry by taking care of the needs of the church and the community as the Senior Pastor leads. The function of the Deacon is to represent the Senior Pastor in visiting the sick, ministering to widows and orphans and carrying out other ministry assignments as requested by the Senior Pastor.

The number of deacons shall be based on the needs of the church and the total membership of the church. The needs of the church concerning the number of Deacons shall be determined by the Deacon body and the Senior Pastor.

The qualifications shall be those found in I Timothy 3:8-13. In addition a Deacon must be a man 21 years of age or older, a member in good standing of Hebron Baptist church for

at least one year, active in the ministries of the church, be a committed tither, adhere to the Statement of Faith in Article III of this document and faithfully and enthusiastically support the ministry goals of the church.

The Deacons shall be elected by the church after eligible men have been presented to the church by the Deacons. Nominations for Deacons shall be presented at the annual church administration meeting or at another called church administration meeting, if necessary. The nominations shall be listed on a ballot for the voting church members to vote on each nomination individually.

Current Deacons and those initially elected shall serve for a one, two, or three-year term. All Deacons thereafter shall be elected to serve for a three-year term. After serving their term, at least one year must pass before a Deacon is eligible for re-election.

ARTICLE VII STANDING TEAMS

There shall be five standing teams (Selection, Leadership, Finance, Building and Land Use) However, other temporary teams may be appointed from time to time as necessary by the Senior Pastor.

Qualifications: Members of all standing teams shall be members in good standing of Hebron Baptist Church who are at least eighteen (18) years of age or older, who are active in the ministries of the Hebron Baptist Church, who are committed tithers, who adhere to the Statement of Faith in Article III of this document and who faithfully, and enthusiastically support the ministry goals of the church.

Each standing team except for the Leadership Team shall annually select from their membership a Chairperson for their team.

Vacancies occurring on any standing Team for any reason shall be reported to the Selection Team. The Selection Team shall then recommend to the church a suitable person to fill such vacancy for the remainder of the unexpired term.

SECTION 1. SELECTION TEAM

The function of the Selection Team is to examine and propose nominations for vacancies on the following subject to the approval of the Senior Pastor.

- a. Leadership Team
- b. Budget Finance Team
- c. Building Team
- d. Land Use Team
- e. Trustees

This team shall be composed of seven members. Initially three shall be selected to serve for a three-year term, two shall be selected for a two-year term and two for a term of one year.

Nominations by the Selection Team shall be presented at the annual church administration meeting or at another called church administration meeting if necessary. The nominations shall be listed on a ballot for the voting church members to vote on each nomination individually.

Members of this team serve for a three-year term and each year the Senior Pastor shall select lay members to fill the vacancies which occur during that year. After serving their term, at least one year must pass before a member is eligible for re-selection.

SECTION 2. LEADERSHIP TEAM

The Leadership Team shall consist of the Senior Pastor (CEO), the Executive Pastor (COO), the Administrative Pastor (CFO) and five laypersons elected at large from the church membership. As an accommodation to legal relationships outside the church, the Leadership Team shall serve as the corporation's Board of Directors with the powers outlined in Section 14-3-801 of the Georgia Nonprofit Corporation Code unless otherwise specifically limited by the articles of incorporation or these bylaws.

The five laypeople shall be elected by the church. Initially two shall be elected to serve for a three-year term, two shall be elected for a two-year term, and one for a term of one year.

A regular term of office for a Leadership Team member shall be three years. After serving a three-year term, at least one year must pass before a member is eligible for re-election.

Resignation from the Leadership Team shall be effective immediately upon receipt in writing by the Chairman or Vice Chairman.

Any member at large who, subsequent to being elected to the Leadership Team, fails to meet the qualifications of membership may be removed from the team by a majority vote of the other members of the Leadership Team.

Vacancies occurring in the Leadership Team for any reason shall be reported to the Selection Team. The Selection Team shall then recommend to the church a suitable person to fill such vacancy for the remainder of the unexpired term.

The Senior Pastor shall be the Chairman of the Leadership Team.

The Leadership Team shall also elect a Vice Chairman and a Secretary.

Members of this Team will not be compensated for their services as team members.

The duties of the Leadership Team are as follows:

1. To assist the Senior Pastor in developing and promoting the vision of the church
2. To make determinations concerning church membership under Article V, Section 5, Paragraph 5 of these bylaws
3. To recommend to the church for approval nominations for members of the Pastor Selection Team, in the event the office of the Senior Pastor becomes vacant
4. To report at least annually to the church membership
5. To make other recommendations to the church from time to time, as they deem appropriate or as required by these bylaws
6. To, upon the recommendation of the Finance Team, authorize the expenditure of non-budgeted funds up to \$100,000.00, per fiscal year
7. To provide counsel and accountability to the Senior Pastor at his request

Unless otherwise stated in these bylaws a majority of Leadership Team members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Unless otherwise stated in these bylaws a majority vote of those team members present and voting at such meeting shall be required for the approval of any resolution. Voting by proxy is prohibited.

The Leadership Team may, if it so chooses, conduct its business, including any votes, via telephone, email or other electronic means.

SECTION 3. FINANCE TEAM

This team shall be composed of five members. Initially two shall be elected to serve for a three-year term, two shall be elected for a two-year term and one for a term of one year.

Members of this team serve for a three-year term and each year the Selection Team shall propose to the church in annual the administration meeting nominations to fill the vacancies which occur during that year. After serving their term, at least one year must pass before a member is eligible for re-election.

The Finance Team shall be responsible for the following:

1. To approve and recommend to the church after receiving staff input, a proposed budget each year in the annual administration meeting

2. To review the church's financial standing periodically throughout the year
3. To receive and approve items outside the normal budget line items, if needed
4. To recommend to the church major non-budget expenditures (i.e. building, land acquisitions, etc.)
5. To recommend the Leadership Team of any action needed in the financial areas

The CFO is an ex-officio member, without vote, of the Finance Team.

SECTION 4. BUILDING TEAM

The Building Team shall be responsible for the following:

1. To recommend to the church major building projects
2. To devise, or cause to be devised, plans, estimates, renderings, etc. of building needs
3. To provide adequate oversight throughout the building project
4. To select and or approve designs, color schemes, furnishings, etc. of buildings under construction
5. To monitor funding and expenditures applied to building projects

This team shall be composed of five members. Initially one shall be elected to serve for a five-year term, one shall be elected for a four year term, one for three years, one for two years, and one for a term of one year.

Members of this team serve for a five-year term and each year the Selection Team shall propose to the church in the annual administration meeting nominations to fill the vacancies, which occur during that year. After serving their term, at least one year must pass before a member is eligible for re-election.

SECTION 5. LAND USE TEAM

The Land Use Team shall be responsible for the following

1. To propose land acquisitions to the church for their approval
2. To devise, or cause to be devised, master plans, renderings, etc. of the church's real property

3. To approve and provide oversight of real estate transfers (whether by sale or gift) of 15 acres or less per fiscal year

4. To propose to the church and provide oversight of land transfers (whether by sale or gift) of more than 15 acres

This team shall be composed of five members. Initially two shall be elected to serve for a three-year term, two shall be elected for a two-year term and one for a term of one year.

Members of this team serve for a three-year term and each year the Selection Team shall propose to the church in the annual administration meeting nominations to fill the vacancies which occur during that year. After serving their term, at least one year must pass before a member is eligible for re-election. In addition, the Chairman of the Building Team shall be an ex-officio member of the Land Use Team.

ARTICLE VIII TRUSTEES

The Trustees shall be responsible for the following:

1. To purchase, hold, lease or otherwise acquire real and personal property on behalf of the church and to take real and personal property by will, gift or bequest on behalf of the church

2. To, upon specific vote of the church, the Leadership Team or the Land Use Team authorizing such action, shall sell, convey, alienate, transfer, lease, assign, exchange, or otherwise dispose of and to mortgage, pledge or otherwise encumber the real and personal property of the church, to borrow money and incur indebtedness for the purpose and the use of the church; to cause to be executed, issued and delivered for the indebtedness, in the name of the church, promissory notes, bonds, debentures or other evidence of indebtedness; and to secure repayment by deeds of trust, mortgages, or pledges

3. To exercise all powers necessary for the dissolution of the church corporation, if such action is mandated by a vote of the church membership

The Trustees shall be composed of three members. The Trustees shall serve for a three-year term and each year the Selection Team shall propose to the church in the annual administration meeting nominations to fill the vacancies which occur during that year. After serving their term, at least one year must pass before a member is eligible for re-election. Initially one shall be elected to serve for a three-year term, one shall be elected for a two-year term and one for a term of one year.

Qualifications: Trustees shall be members in good standing of Hebron Baptist Church, 18 years of age or older, active in the ministries of the church, a committed tither, adhere to

the Statement of Faith in Article III of this document and faithfully and enthusiastically support the ministry goals of the church.

ARTICLE IX SENIOR PASTOR

By virtue of his calling and office, the Senior Pastor is the spiritual leader of the Hebron Baptist Church and Chief Executive Officer of the Corporation. He shall be elected for an indefinite period of time and may terminate his position with the church by a notice of thirty days or more or less by mutual consent or the church may dissolve the relationship by the same notice.

The church may dissolve the relationship with the Senior Pastor if circumstances dictate. Such action shall take place at a meeting called for that purpose with at least a two (2) weeks' notice given to the members in the same manner as required for a church administration meeting. The meeting may be called only upon the recommendation of a four-fifths (4/5) affirmative vote of the Leadership Team at a duly called meeting (the CEO, COO and CFO are excluded from the vote of the Leadership Team) or a two-thirds (2/3) affirmative vote of the active Deacons at a duly called meeting. The vote to dissolve the relationship with the Senior Pastor shall be by written ballot with three-fourths (3/4) affirmative vote of those members present.

In the event of a vacancy in the position of Senior Pastor, a Senior Pastor Selection Team consisting of five (5) persons shall be elected by the church in a called church administration meeting from nominations made by the Leadership Team. The Senior Pastor Selection Team, at their discretion, shall select a Transitional Senior Pastor or Pastors to serve in the interim period between Senior Pastors. The Senior Pastor Selection Team shall consider the scriptural qualifications of potential Senior Pastors. After due consideration, the Senior Pastor Selection Team shall recommend a man to the church for approval or disapproval by written ballot. Only one name will be considered at a time. Approval by at least a three-fourths (3/4) majority of those members present and voting represents the acknowledgement of God's calling of the Senior Pastor.

The Senior Pastor is responsible for leading the church to function as a New Testament church. As spiritual leader of the church, he shall lead the congregation and church organizations to perform their tasks. The Senior Pastor is the leader of pastoral ministries in the church. As such, he works with the Leadership Team, Deacons and church staff to:

1. Lead the church to engage in a fellowship of worship, prayer, witness, education, ministry and application
2. Proclaim the gospel to believers and unbelievers
3. Care for the church's members and other persons in the community

The Senior Pastor shall be the chief administrator of the church ministerial staff, administrative and support staff. In addition, the Senior Pastor shall serve as an ex-officio member of all church Teams. He may appoint another member of the church staff to share his administrative and Team responsibilities.

The Senior Pastor is solely responsible for the church staff. Each staff member serves at the will of the Senior Pastor. The Senior Pastor may, within the confines of the adopted budget, add, remove, replace or realign existing staff positions as he deems necessary and appropriate.

ARTICLE X CHURCH MINISTRIES

The ministries of the church are to be consistent with the Statement of Faith in Article III of this document. They are to be under the supervision of the Senior Pastor or his designated church staff member. In order for a ministry to be considered a ministry of the church, it must be under the Scriptural authority of the church to insure appropriate accountability, integrity and management of such ministries.

ARTICLE XI GENERAL

SECTION 1. LICENSING AND ORDINATION

1. Anyone who, in the judgment of the pastoral leadership, gives evidence by his faithfulness, zeal and understanding of sound Christian doctrine that he is called of God to the work of the ministry, after being examined and approved by the Senior Pastor, may be licensed to preach the Gospel of Christ. Upon licensing, the newly licensed minister shall have the authority under the supervision of the Senior Pastor to preach the gospel, minister to the members, baptize believers, serve communion, perform weddings, lead worship, and perform other ministerial duties approved by the Senior Pastor.

2. If the Senior Pastor decides that someone possesses the Biblical, spiritual and educational qualifications for ordination as stated in 1 Timothy 3:1-7 and Titus 1:6-9, he shall call together the men of the church to examine the candidate. After the examination and upon the recommendation of the Senior Pastor, a public service shall be held at which time the candidate shall be ordained by the laying on of hands. Upon ordination, the newly ordained pastor shall have the full blessing of the church to preach, lead as pastor, baptize, serve communion, perform weddings, lead worship and perform other ministerial duties as led by the Lord and the local church.

SECTION 2. DESIGNATED CONTRIBUTIONS

From time to time the church, in the exercise of its religious, educational and charitable purposes, may establish various funds to accomplish specific goals. Contributors not

giving to these established funds may suggest uses for their contributions, but all such suggestions shall be deemed advisory rather than mandatory in nature. No fiduciary obligation shall be created by any designated contribution not made to a church established fund.

SECTION 3. FISCAL YEAR

The church hereby adopts the calendar year as its fiscal year. Unless otherwise stated at the time of their election all terms of office for Deacons, Trustees and standing team members shall begin on January 1.

SECTION 4. ADOPTION OF CONSTITUTION AND BYLAWS

These bylaws shall be considered adopted and will become effective upon affirmative vote of two-thirds (2/3) of the members present at a duly called church administration meeting. The adoption shall affect a repeal of all previously adopted bylaws and rules in conflict herewith.

ARTICLE XII INDEMNIFICATION

SECTION 1 – ACTIONS SUBJECT TO INDEMNIFICATION

The church may indemnify any person who was a party to or is a party to or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was a Pastor, officer, employee or agent of the church, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding; and if 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 church 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 church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

SECTION 2 – EXPENSES SUBJECT TO INDEMNIFICATION

To the extent that a Pastor, 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 may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

SECTION 3 – LIMITATIONS OF INDEMNIFICATION

Any indemnification made under this Article may be made by the church only as authorized in the specific case on a determination that indemnification of the Pastor, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. The determination shall be made (a) by a majority vote of the Leadership Team members who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if a majority vote of disinterested team members so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

SECTION 4 – TIMING OF INDEMNIFICATION

Expenses of each person seeking indemnification under this Article, may be paid by the church as they are incurred, in advance of the final disposition of the action, suit or proceeding as authorized by the Leadership Team in the specific case, on receipt of an undertaking by or on behalf of the Pastor, officer, employee or agent to repay the amount.

ARTICLE XIII ARBITRATION

The church believes that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see Matthew 18:15-20; 1 Corinthians 6:1-8). Therefore, the church strongly encourages that any claim or dispute by or against a standing team member, deacons, trustees, ministers, Staff, employees, agents of the church, volunteers, church members or their families, or vendors, be resolved by biblically-based conciliation and, if necessary, arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation (a complete text of the Rules is available at www.peacemaker.net), or any similar Christian-based dispute resolution program adopted by the Leadership Team. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the church and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE XIV TAX EXEMPT PROVISIONS

SECTION 1 PRIVATE INUREMENT

No part of the net earnings of the church shall inure to the benefit of or be distributed to its members, directors, officers, trustees or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the proposes set forth in these bylaws.

SECTION 2 POLITICAL INVOLVEMENT

No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church 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.

ARTICLE XV AMENDMENTS

These Bylaws may be amended at any duly called church administration meeting by two-thirds of the church members present or with prayerful consideration by a unanimous vote of the entire Leadership Team in the interim, if deemed advantageous to the efficiency of the overall church mission and program.