

**BYLAWS OF  
BETHEL TEMPLE CHURCH, INC.**

Adopted this   26   day of  February ,  2012 

**Preamble**

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ, by all available means, both at home and in foreign lands; we, the members of this assembly, do hereby recognize ourselves as a local assembly in fellowship with, and as a part of, the General Council of the Assemblies of God, and the Potomac District Council of the Assemblies of God; and that we do hereby adopt the following articles of church order and submit ourselves to be governed by them.

**ARTICLE I. NAME AND OFFICE**

**Section 1. Name**

The name of this assembly shall be Bethel Temple Church, Inc. of the Assemblies of God (hereafter the “Assembly” the “Church” or the “Corporation”).

**Section 2. Office.**

The principal office of the Assembly shall be at such location as the Board of Directors may designate or as the affairs of the Assembly may require from time to time.

**Section 3. Registered Office.**

The registered office of the Assembly as required by Va. Code Ann. § 13.1-801, *et seq.*, to be maintained in the Commonwealth of Virginia may, but need not be, the same as the principal office if in Virginia, and the address of the registered office may be changed from time to time by the Assembly Board of Directors.

**ARTICLE II. PREROGATIVES AND PURPOSES**

The prerogatives and purposes of a General Council affiliated assembly shall be:

**1. To Govern**

This assembly shall have the right to govern itself and to conduct its own affairs according to the standard of the New Testament Scriptures and of the Potomac District Council and the General Council of the Assemblies of God. This right shall specifically

include such matters as the calling of a pastor, the election of the church board, the discipline of its members, and the conducting of its own services and church program.

## **2. To Acquire and Dispose**

In connection therewith, or incidental thereto, this assembly shall have the right to purchase or acquire by gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes, and to exercise all other powers conferred upon it by its charter or by the applicable nonprofit corporation law of this state; all in accordance with its bylaws as the same may be hereafter amended.

## **3. To Worship, Fellowship, and Propagate**

The purpose of this assembly shall be to establish and maintain a place for the worship of Almighty God, our Heavenly Father, to provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony, and to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.

## **4. To Cooperate**

This assembly shall cooperate with the District Council and the General Council to extend the work and kingdom of God throughout the world. It shall support the missionary program as agreed upon. It shall participate in District Council and General Council sessions through its chosen delegates and share in the support of the ministries of these bodies.

## **5. To Recognize**

This assembly shall recognize that the District Council and the General Council have the authority and right to approve scriptural doctrine and conduct; also to disapprove unscriptural doctrine and conduct and to withdraw the assembly's certificates of membership if deemed necessary. See Article IX of the Bylaws of The General Council of the Assemblies of God.

## **ARTICLE III. AFFILIATION**

While maintaining its inherent rights to sovereignty in the conduct of its own affairs as herein set forth, this assembly shall voluntarily enter into full cooperative fellowship with assemblies of like precious faith, associated in the Potomac District Council of the Assemblies of God, and the General Council of the Assemblies of God, with headquarters in Springfield, Missouri; and shall share in the privileges and assume the responsibilities enjoined by that affiliation. Officers of the District Council and General Council shall be recognized and respected by the pastor and members of this assembly.

As a member of the General Council, this assembly has the right to request the assistance of both the General Council and the District Council in dealing with any of its problems, upon the request of the pastor, a majority of the church board, or a petition

signed by at least twenty percent (20%) of the active voting members of the assembly. Only those members who have regularly attended services of, and supported, this assembly for a period of at least three consecutive months prior to signing the petition shall be counted.

It is understood and agreed that this assembly shall conform its standards of membership, qualifications for deacons, and requirements for a pastor to those standards set by the District Council and the General Council.

By its affiliation, the assembly—directors, officers, and members—agree that no provision of these Bylaws shall be inconsistent with the Constitution and Bylaws of both the Potomac District Council of the Assemblies of God and the General Council of the Assemblies of God as now in effect or hereafter amended.

## **ARTICLE IV. TENETS OF FAITH**

The Bible is our all-sufficient rule for faith and practice. This Statement of Fundamental Truths is intended simply as a basis of fellowship among us (i.e., that we all speak the same thing, 1 Corinthians 1:10; Acts 2:42). The phraseology employed in this statement is not inspired or contended for, but the truth set forth is held to be essential to a full-gospel ministry. No claim is made that it contains all biblical truth, only that it covers our need as to these fundamental doctrines.

### **1. The Scriptures Inspired**

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (2 Timothy 3:15-17; 1 Thessalonians 2:13; 2 Peter 1:21).

### **2. The One True God**

The one true God has revealed himself as the eternally self-existent "I AM," the Creator of heaven and earth and the Redeemer of mankind. He has further revealed himself as embodying the principles of relationship and association as Father, Son, and Holy Spirit (Deuteronomy 6:4; Isaiah 43:10, 11; Matthew 28:19; Luke 3:22).

### **The Adorable Godhead**

#### **(a) Terms Defined**

The terms *trinity* and *persons*, as related to the Godhead, while not found in the Scriptures, are words in harmony with Scripture, whereby we may convey to others our immediate understanding of the doctrine of Christ respecting the Being of God, as distinguished from "gods many and lords many." We therefore may speak with propriety of the Lord our God, who is One Lord, as a Trinity or as one Being of three persons, and still be absolutely scriptural (examples, Matthew 28:19; 2 Corinthians 13:14; John 14:16,17).

**(b) Distinction and Relationship in the Godhead**

Christ taught a distinction of persons in the Godhead which He expressed in specific terms of relationship, as Father, Son, and Holy Spirit, but that this distinction and relationship, as to its mode is inscrutable and incomprehensible, because unexplained (Luke 1:35; 1 Corinthians 1:24; Matthew 11:25-27; 28:19; 2 Corinthians 13:14; 1 John 1:3,4).

**(c) Unity of the One Being of Father, Son, and Holy Spirit**

Accordingly, therefore, there is **that** in the Father which constitutes Him **the Father** and not the Son; there is **that** in the Son which constitutes Him **the Son** and not the Father; and there is **that** in the Holy Spirit which constitutes Him **the Holy Spirit** and not either the Father or the Son. Wherefore the Father is the Begetter; the Son is the Begotten; and the Holy Spirit is the One proceeding from the Father and the Son. Therefore, because these three persons in the Godhead are in a state of unity, there is but one Lord God Almighty and His name one (John 1:18; 15:26; 17:11,21; Zechariah 14:9).

**(d) Identity and Cooperation in the Godhead**

The Father, the Son, and the Holy Spirit are never **identical** as to **person**; nor **confused** as to **relation**; nor **divided** in respect to the Godhead; nor **opposed** as to **cooperation**. The Son is **in** the Father and the Father is **in** the Son as to relationship. The Son is **with** the Father and the Father is **with** the Son, as to fellowship. The Father is not **from** the Son, but the Son is **from** the Father, as to authority. The Holy Spirit is from the Father and the Son proceeding, as to nature, relationship, cooperation, and authority. Hence no person in the Godhead either exists or works separately or independently of the others (John 5:17-30, 32, 37; 8:17,18).

**(e) The Title, Lord Jesus Christ**

The appellation **Lord Jesus Christ** is a proper name. It is never applied in the New Testament either to the Father or to the Holy Spirit. It therefore belongs exclusively to the **Son of God** (Romans 1:1-3, 7; 2 John 3).

**(f) The Lord Jesus Christ, God with us**

The Lord Jesus Christ, as to His divine and eternal nature, is the proper and only Begotten of the Father, but as to His human nature, He is the proper Son of Man. He is, therefore, acknowledged to be both God and man; who because He is God and man, is "Immanuel," God with us (Matthew 1:23; 1 John 4:2,10,14; Revelation 1:13,17).

**(g) The Title, Son of God**

Since the name *Immanuel* embraces both God and man, in the one person, our Lord Jesus Christ, it follows that the title *Son of God* describes His proper deity, and the title *Son of Man*, His proper humanity. Therefore, the title *Son of God* belongs to the **order of eternity**, and the title *Son of Man* to the **order of time** (Matthew 1:21-23; 2 John 3; 1 John 3:8; Hebrews 7:3; 1:1-13).

**(h) Transgression of the Doctrine of Christ**

Wherefore, it is a transgression of the doctrine of Christ to say that Jesus Christ derived the title *Son of God* solely from the fact of the Incarnation, or because of His relation to the economy of redemption. Therefore, to deny that the Father is a real and eternal Father, and that the Son is a real and eternal Son, is a denial of the distinction and relationship in the Being of God; a denial of the Father and Son; and a displacement of the truth that Jesus Christ is come in the flesh (2 John 9; John 1:1,2,14,18,29,49; 1 John 2:22,23; 4:1-5; Hebrews 12:2).

**(i) Exaltation of Jesus Christ as Lord**

The Son of God, our Lord Jesus Christ, having by himself purged our sins, sat down on the right hand of the Majesty on high, angels and principalities and powers having been made subject unto Him. And having been made both Lord and Christ, He sent the Holy Spirit that we, in the name of Jesus, might bow our knees and confess that Jesus Christ is Lord to the glory of God the Father until the end, when the Son shall become subject to the Father that God may be all in all (Hebrews 1:3; 1 Peter 3:22; Acts 2:32-36; Romans 14:11; 1 Corinthians 15:24-28).

**(j) Equal Honor to the Father and to the Son**

Wherefore, since the Father has delivered all judgment unto the Son, it is not only the **express duty** of all in heaven and on earth to bow the knee, but it is an **unspeakable** joy in the Holy Spirit to ascribe unto the Son all the attributes of deity, and to give Him all the honor and the glory contained in all the names and titles of the Godhead except those which express relationship (see paragraphs b, c, and d), and thus honor the Son even as we honor the Father (John 5:22,23; 1 Peter 1:8; Revelation 5:6-14; Philippians 2:8,9; Revelation 7:9,10; 4:8-11).

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

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- (a) His virgin birth (Matthew 1:23; Luke 1:31,35).
- (b) His sinless life (Hebrews 7:26; 1 Peter 2:22).
- (c) His miracles (Acts 2:22; 10:38).
- (d) His substitutionary work on the cross (1 Corinthians 15:3; 2 Corinthians 5:21).
- (e) His bodily resurrection from the dead (Matthew 28:6; Luke 24:39; 1 Corinthians 15:4).
- (f) His exaltation to the right hand of God (Acts 1:9,11; 2:33; Philippians 2:9-11; Hebrews 1:3).

**4. The Fall of Man**

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

## **5. The Salvation of Man**

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

### **(a) Conditions to Salvation**

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7).

### **(b) The Evidences of Salvation**

The inward evidence of salvation is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness (Ephesians 4:24; Titus 2:12).

## **6. The Ordinances of the Church**

### **(a) Baptism in Water**

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

### **(b) Holy Communion**

The Lord's Supper, consisting of the elements--bread and the fruit of the vine--is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (2 Peter 1:4); a memorial of His suffering and death (1 Corinthians 11:26); and a prophecy of His second coming (1 Corinthians 11:26); and is enjoined on all believers "till He come!"

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

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the enduement of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (Luke 24:49; Acts 1:4,8; 1 Corinthians 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Spirit come such experiences as an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Hebrews 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word, and for the lost (Mark 16:20).

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

The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Corinthians 12:4-10,28), but different in purpose and use.

## **9. Sanctification**

Sanctification is an act of separation from that which is evil, and of dedication unto God (Romans 12:1,2; 1 Thessalonians 5:23; Hebrews 13:12). Scriptures teach a life of "holiness without which no man shall see the Lord" (Hebrews 12:14). By the power of the Holy Spirit we are able to obey the command: "Be ye holy, for I am holy" (1 Peter 1:15,16).

Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (Romans 6:1-11,13; 8:1,2,13; Galatians 2:20; Philippians 2:12,13; 1 Peter 1:5).

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

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

Since God's purpose concerning man is to seek and to save that which is lost, to be worshiped by man, and to build a body of believers in the image of His Son, the priority reason-for-being of the Assemblies of God as part of the Church is:

- a. To be an agency of God for evangelizing the world (Acts 1:8; Matthew 28:19, 20; Mark 16:15, 16).
- b. To be a corporate body in which man may worship God (1 Corinthians 12:13).
- c. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son (Ephesians 4:11-16; 1 Corinthians 12:28; 14:12).

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

- a. Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (Mark 16:15-20; Acts 4:29-31; Hebrews 2:3,4).
- b. Adds a necessary dimension to a worshipful relationship with God (1 Corinthians 2:10-16; 1 Corinthians 12-14).
- c. Enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ (Galatians 5:22-26; 1 Corinthians 14:12; Ephesians 4:11,12;

1 Corinthians 12:28; Colossians 1:29).

### **11. The Ministry**

A divinely called and scripturally ordained ministry has been provided by our Lord for the threefold purpose of leading the Church in: (1) evangelization of the world (Mark 16:15-20), (2) worship of God (John 4:23, 24), and (3) building a body of saints being perfected in the image of His Son (Ephesians 4:11, 16).

### **12. Divine Healing**

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

### **13. The Blessed Hope**

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Thessalonians 4:16,17; Romans 8:23; Titus 2:13; 1 Corinthians 15:51, 52).

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

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zechariah 14:5; Matthew 24:27,30; Revelation 1:7; 19:11-14; 20:1-6). This millennial reign will bring the salvation of national Israel (Ezekiel 37:21, 22; Zephaniah 3:19, 20; Romans 11:26, 27) and the establishment of universal peace (Isaiah 11:6-9; Psalm 72:3-8; Micah 4:3,4).

### **15. The Final Judgment**

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

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

"We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness" (2 Peter 3:13; Revelation 21 and 22).

## **ARTICLE V. ORDINANCES**



## **Section 1. Baptism in Water**

The ordinance of baptism by immersion in water (Matthew 28:19) shall be administered to all who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Romans 6:3-5; Colossians 2:12).

## **Section 2. Holy Communion**

The ordinance of the Lord's Supper shall be observed regularly as enjoined in the Scriptures (Luke 22:19,20; 1 Corinthians 11:23-26).

## **ARTICLE VI. MEMBERSHIP**

### **Section 1. Membership Eligibility**

Active voting membership in this assembly shall be open to all those who possess the following qualifications:

- a. A testimony to an experience of the "new birth."
- b. Having been baptized in water by immersion.
- c. Evidence of a consistent Christian life (Romans 6:4; 8:1-4; 13:13, 14  
Ephesians 4:17-32; 5:1, 2, 15; 1 John 1:6,7).
- d. An indication of a willingness to contribute regularly to the financial support of Bethel Temple.
- e. Acceptance of the Tenets of Faith as set forth in Article IV of these bylaws.
- f. Having reached at least 18 years of age.
- g. Having regularly attended services of, and supported, this assembly for a period of at least three consecutive months prior to the date of application for membership.
- h. Agreement to being governed by the bylaws of this assembly, and of the Potomac District Council of the Assemblies of God, as both may be amended from time to time.
- i. Having completed the appropriate membership course offered by the church.

### **Section 2. Procedure for Membership Recognition**

Those individuals eligible for membership who shall desire to become members of this church shall make written application to the pastor or church board. The church board shall have the right and authority to determine the eligibility and acceptability of all applicants for membership by majority vote. Those approved for membership by the church board shall be received into the church publicly at any of its regular services, and their names thereupon added to the church membership roll. No applicant for membership shall be accepted as a member within 30 days before an annual business meeting or special business meeting.

### **Section 3. Pastors and Spouses**

By virtue of office all pastors and spouses shall be considered active voting members of the church during their tenure. The pastor's spouse shall become an active voting member simultaneously with the pastor, subject to section 7 of this Article VI.

#### **Section 4. Transfer Members**

A member in good standing of another Assemblies of God church, who satisfies the standards for membership eligibility specified in Section 1 of this Article VI (other than the attendance and support requirements), may apply for membership by submitting a letter of transfer from the pastor of the other assembly, upon the approval of a majority of the church board and completion of the appropriate membership course.

#### **Section 5. Honorary Members**

The church board, at any regular or special meeting, may approve honorary members by a unanimous vote of the members present. Honorary membership recognition shall continue as long as the member maintains a consistent Christian life, remains sound in doctrine, and maintains a cooperative attitude toward the home assembly. There shall be no voting privileges.

#### **Section 6. Inactive Membership**

Active voting members who shall without good cause absent themselves from the services of the assembly for a period of three consecutive months or more, or who cease to contribute of their means to its support for a period of three consecutive months, may be declared inactive members by a majority vote of the church board, and thereupon shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by action of the assembly through its church board.

#### **Section 7. Discipline**

##### **A. Grounds**

Discipline is an exercise of scriptural authority for which the church is responsible (Matthew 16:19; 18:15-20; Luke 17:3; John 20:23; Acts 16:4; Ephesians 5:11; 1 Timothy 5:20; 2 Timothy 4:2; Hebrews 13:17). The purpose of discipline is to promote repentance and restoration through exposing sinful behavior. It is to be redemptive in nature as well as corrective. Any member of the assembly is subject to discipline on the basis of unscriptural conduct or doctrinal departure from the Tenets of Faith of this assembly, as determined in the sole discretion of the church board. The discipline of ministers who hold credentials with the Assemblies of God is administered by the District Council and General Council of the Assemblies of God.

##### **B. Procedure**

The assembly will follow the disciplinary procedure set forth in Matthew 18:15-20. This procedure consists generally of the following steps: (1) The pastor or a designated member of the church board discusses the charges with the member in an effort to resolve the matter privately; (2) if the first step does not resolve the matter, then the member shall meet with the pastor and church board or with a designated committee of the church board in an effort to resolve the matter privately; (3) if the first or second steps do not resolve the matter, then the member or the church board may submit the matter to the membership of the assembly in a special business meeting called for that purpose. Only active voting members of the church shall be permitted to attend such a special business meeting. The decision of a majority of the voting members present at such a meeting shall be final. A member found guilty may be dismissed from membership in the church (Matthew 18:17). However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case.

### **C. Resignations**

Members who are under discipline by this assembly forfeit and waive the right to resign from membership in this assembly. Resignations from membership are possible only by those members in good standing who are not under any disciplinary action.

## **ARTICLE VII. GOVERNMENT**

### **Section 1. The Church Board**

#### **A. In General**

The government of this assembly shall be vested in the church board which shall consist of the pastor and at least five deacons, to the extent that such authority is not limited by district supervision as provided for under the bylaws of the District Council.

#### **B. Qualifications of Church Board Members**

See qualifications for pastors and deacons below.

#### **C. Duties of Church Board**

- (1) The church board shall oversee the mission and vision, funds, and property of the assembly. The church board shall have the authority to carry out the purposes of the assembly according to its charter and these bylaws.
- (2) The church board shall act in the examination of applications for membership and in the administration of discipline.
- (3) For so long as the church is temporarily without a pastor, the remaining members of the church board shall be empowered to select a temporary chairman of the church board.
- (4) The church board shall elect a secretary from among its members.

- (5) The church board shall elect a treasurer from among the active voting members who meet the qualifications for such office.

## **Section 2. Officers**

### **A. In General**

There shall be a president, secretary, and treasurer. The lead pastor, by virtue of office, shall be the president and chairman of the church board. In addition, the Assembly's Board of Directors (hereinafter referred to as "Board," "Directors," or "Deacon Board") may elect additional officers as the Board finds necessary or desirable to promote the business and affairs of the Assembly, including, without limitation, a chairman, vice-chairman, and one or more assistant officers, with such duties as shall be assigned by the Board.

### **B. Qualifications**

#### *(1) Lead Pastor*

The lead pastor shall be in good standing with both The General Council of the Assemblies of God and the District Council, holding a current fellowship card.

#### *(2) Secretary*

The secretary shall be an active voting member of this assembly for at least three years immediately preceding election to office, and shall be a member of the church board.

#### *(3) Treasurer*

The treasurer shall be an active voting member of this assembly for at least three years immediately preceding election to office.

### **C. Duties of Officers**

#### *(1) Lead Pastor*

- (a) Shall be the spiritual overseer of the assembly and shall direct its activities.
- (b) Shall be recognized as a member of the church board, president of the assembly, and shall act as chairman of all the business meetings of the assembly and of the church board.
- (c) Shall provide for all services of the assembly and shall specifically arrange for all special meetings, conventions, and revival campaigns. No person shall be invited to speak or preach in the assembly without his approval.
- (d) Shall, as chairman of the church board, be chairman of the nominating committee for the selection of deacon nominees. The pastor shall privately

interview those nominated, ascertaining their eligibility and availability to serve as deacons.

- (e) Should conduct a training class at least once a year on the responsibilities of the church board, deacons, secretary, treasurer, and other church leaders. Such a training course shall be based upon the scriptural directives for church leadership and the church bylaws.
- (f) Shall be an ex officio member of all committees.

*(2) Secretary*

- (a) Shall keep the minutes of the official meetings of the church board and of the annual and special business meetings of the assembly.
- (b) Shall keep a record of the membership of the assembly and perform any other clerical work necessary to the proper discharge of his duties.
- (c) Shall be the custodian of all legal documents.
- (d) Shall file such annual corporation reports with the secretary of state as may be required by state law.
- (e) The board may delegate these duties to approved employees, but they remain the responsibility of the secretary.

*(3) Treasurer*

- (a) Shall be entrusted with all the finances of the assembly, subject to the supervision of the church board, and shall deposit all funds in federally insured accounts in the name of the assembly. The treasurer shall supervise the signing of all checks by providing a system whereby no less than two officers sign all checks.
- (b) Shall keep an itemized account of receipts and disbursements, shall present a report for each regular meeting of the church board, and shall present an annual report to the assembly in its annual business meeting.
- (c) Shall assist the assembly in acquiring and maintaining available tax exemptions under state and local law.
- (d) Shall provide a record of all identified giving to each donor at least annually.
- (e) Shall be the custodian of all the financial records of the church.
- (f) The board may delegate these duties to approved employees, but they remain the responsibility of the treasurer.

**Section 3. Deacons**

The deacons shall be men of mature Christian experience and knowledge, who shall be expected to meet the requirements set forth in 1 Timothy 3 and Acts 6. Deacons shall be at least 23 years old, and shall have been members of the assembly for at least three years. They shall currently support the church with their tithes and offerings, have a cooperative spirit, and regularly attend church services. They shall not hold ministerial credentials.

#### **Section 4. Fiduciary Duties**

The law imposes several fiduciary duties on officers and deacons, including the duties of due care and diligence, loyalty, avoidance of self-dealing, expending designated contributions for the purposes specified, and not commingling personal and corporate funds.

#### **Section 5. Temporary Church Board**

Should irreconcilable differences arise between the pastor and other members of the church board, destroying the unity and the successful ministry of the local assembly, the District Executive Presbytery along with the sectional presbyter (the investigating committee), upon request from the pastor or a majority of the church board members, shall investigate such differences. Upon a two-thirds majority vote of the investigating committee they may declare the church under District supervision. The term "District supervision" means that the investigating committee has the authority to (1) suspend the constitution and bylaws of the church, (2) suspend the church board, (3) reclassify the church as a District Council affiliated church, and (4) appoint and establish a temporary church board invested with the authority to manage both the affairs of the church until such strife shall cease. If the pastor is also the sectional presbyter, an additional member shall be appointed by the district superintendent.

### **Article VIII - Meetings of the Board of Directors**

#### **Section 1. Regular Meetings.**

Regular meetings of the Assembly's Board of Directors shall generally be expected to convene on at least once a monthly but in no case less than once four times per year. The Board shall determine the time and place of meetings.

#### **Section 2 Special Meetings.**

Special meetings of the Assembly's Board of Directors may be called by the Chairman or by a majority vote of the Board. Notice of time and place of special meetings shall be given to each Director by telephone or other available means, including but not limited to e-mail, facsimile, or regular mail 24 hours prior to the scheduled special meeting.

#### **Section 3. Emergency Meetings.**

In an emergency, the President of the Assembly's Board of Directors may poll the full Board to secure authorization for a given course of action.

#### **Section 4. Actions Without Meeting/Telephonic Meetings.**

Nothing in these Bylaws shall limit or restrict the members of the Board to hold a meeting by any means permitted by law (including by way of telephone conference call). Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the actions so taken shall be signed by members of the Board of Directors. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate and hold meetings of such Board of Directors or committees by means of conference call or other similar communications equipment, by means of which all persons participating in such meeting can hear each other or can read or otherwise know, in entirety, the statements made by all participants in such meeting. Participation in such meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transacted business on the grounds that the meeting is not lawfully called or convened.

#### **Section 5. Assent.**

Any member of the Assembly's Board of Directors who is present at a meeting of the Board, including participating via conference call or other similar method in accordance with Section 4 at which action is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless the Director files his/her written dissent to the action taken with the Secretary prior to the next regularly scheduled meeting.

#### **Section 6. Validity of Transactions**

The transactions of any meeting of the Assembly's Board of Directors, however called or noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Board members not present sign a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof.

#### **Section 7. Quorum.**

At all meetings of the Assembly's Board of Directors, whether regular or special, the presence in person of a majority of members shall constitute a quorum for the transaction of business. Only members may vote at any meetings of the Board and proxies shall not be valid for voting.

### **ARTICLE IX. ELECTIONS, VACANCIES, AND REMOVALS**

## **Section 1. Elections**

### **A. Pastor**

(1) The pastor shall be nominated by the church board. Recommendations may be made to the church board by any member of the assembly.

(2) The pastor shall be elected to serve for an indefinite term.

(3) Election shall be by secret ballot at a special business meeting called for that purpose. Only one candidate shall be considered at a time.

(4) A two-thirds majority vote of all votes cast shall be required to constitute an election.

(5) In the event either the pastor or any other member or members of the assembly shall challenge the validity of an election, the validity of the election shall be arbitrated by the District Executive Presbytery, or any three persons of its choice, and its decision shall be final.

### **B. Secretary**

The secretary shall be elected by the church board from among its members. The term of office shall be one year, and the secretary may serve consecutive terms.

### **C. Treasurer**

The treasurer shall be elected by the church board from among the active voting members of the assembly. The term of office shall be one year, and the treasurer may serve no more than six consecutive terms.

### **D. Deacons**

Deacons shall be nominated by a nominating committee appointed by the church board (see Article VII, section 2C, paragraph [1][d]), approved by the church board, and ratified by a majority vote of those active voting members present at an annual business meeting of the assembly at which an election is to be conducted. Active voting members may recommend nominees to the nominating committee; however, nominations for deacon shall not be accepted from the floor during any business meeting. Deacons shall be elected for a 3-year term, and shall hold office until the annual business meeting at which their successor is elected. Deacons may not serve more than two consecutive 3-year terms. The terms of deacons shall be staggered appropriately. One to three names may be presented to the active voting membership for ratification for each open position.

## **Section 2. Vacancies and Removals**

### **A. Lead Pastor**



When a vacancy in the office of the lead pastor shall occur, a temporary replacement shall be arranged for by the church board until a pastor shall be chosen as prescribed in Article VIII, section 1A. The counsel of the district superintendent will be sought. When a pastor's credentials are withdrawn by the District or General Council, the pastor's term of office shall be automatically terminated. In the event a special business meeting is called by petition as provided in Article IX, Section 3, for the purpose of considering the status of the pastor, a majority vote of all voting members present and voting shall be required to remove a pastor from office before his term expires. Severance pay shall be governed by Article XI, section 3C.

### **B. Secretary and Treasurer**

The offices of secretary and treasurer shall be vacant upon the expiration of the term of office, or upon the termination of the officer's active membership, whichever shall occur first.

### **C. Deacons**

The office of deacon shall be vacant upon the expiration of the term of office, or upon the termination of a deacon's active membership, whichever shall occur first.

### **D. In General**

Any board member's term may be terminated by a majority vote of the active members present and voting at a special business meeting called for the limited purpose of removal of such member from office or position of leadership which he holds.

### **E. Filling Vacancies**

Any office or position of leadership in the church (other than that of lead pastor) may be filled by appointment of the church board for the unexpired term.

### **F. Suspension of Elections**

Upon approval by a majority of the active voting membership present at a special called meeting or annual meeting of the membership, elections for new board membership may be suspended for up to one year.

## **ARTICLE X. MEETINGS**

### **Section 1. Meetings for Worship**

Meetings for public worship shall be provided for under direction of the lead pastor or the church board if there is no lead pastor.

## **Section 2. Annual Business Meeting**

There shall be an annual business meeting of the assembly, at which time the election of officers shall take place and the report of all officers shall be presented. This meeting shall be held no later than February 28<sup>th</sup> of each year.. The time and place shall be announced by the pastor. Notice of the date, time, and place of each annual business meeting shall be announced during morning worship services on each of the two Sundays immediately preceding the date of the meeting.

## **Section 3. Special Business Meetings**

Special business meetings of the assembly may be called by the lead pastor, or by a majority of the church board, or by a petition signed by not less than twenty percent (20%) of the active voting members of the assembly. Only those active voting members who have regularly attended services of, and supported, this assembly for a period of at least 3 consecutive months prior to signing the petition shall be counted.

Petitions pertaining to the business affairs of the church shall be submitted to the lead pastor or the secretary of the church board. A petition pertaining to the status of the lead pastor shall be directed to the district superintendent, who shall arrange for a special business meeting of the assembly. No more than one petition on a given subject shall be recognized in any 12-month period. Notice of the date, time, place, and purpose of each special business meeting shall be announced during morning worship services on each of the two Sundays immediately preceding the date of the meeting.

No business other than that specified in the notice of meeting shall be transacted at any special meeting of the assembly.

## **Section 4. Parliamentary Order**

All business meetings of the church shall be governed by parliamentary procedure as set forth in the current edition of *Robert's Rules of Order Revised*, in keeping with the spirit of Christian love and fellowship.

## **Section 5. Voting Constituency**

### **A. Qualifying of Voters**

The voting constituency at all business meetings of the assembly shall consist of all active voting members who are present and who are 18 years of age or older (Article VI, Section 1).

### **B. Transfer Members**

Transfer members shall have voting privileges after 30 days of transfer of membership (Article VI, Section 4).

### **C. Members Under Process of Discipline**

No member under the process of discipline shall be entitled to a vote until the disciplinary process is completed (Article VI, Section 9).

#### **Section 6. Quorum**

Those members present at any duly called business meeting shall constitute a quorum.

#### **Section 7. Order of Business**

The regular order of business for the annual business meeting of this assembly shall be as follows:

- a. Prayer
- b. Reading of previous minutes
- c. Pastor's Report
- d. Report of treasurer
- e. Report of committees
- f. Unfinished business
- g. Election of officers
- h. New business
- i. Adjournment

#### **Section 8. The Church Board**

The church board shall meet regularly or at the call of the lead pastor for the transaction of business for the assembly, time and place to be announced by the pastor. A majority of the board members present shall constitute a quorum.

#### **Section 9. Membership Roll**

The church board shall review the list of active voting members at least annually, at the regularly scheduled meeting of the board immediately preceding the annual business meeting, and compile a current list of active voting members.

### **ARTICLE XI. DEPARTMENTS AND ADDITIONAL STAFF**

#### **Section 1. Departments**

This assembly shall create and maintain such departments and suborganizations as may be necessary and advisable for the extension of its work including those mentioned in this Article. All such departments and organizations shall be subordinate to the assembly and shall contribute to the harmony and development of the whole. They shall

be under the general supervision of the pastor and church board, and the lead pastor shall be an ex officio member of all committees or departments.

## **Section 2. Additional Staff**

The lead pastor may hire additional pastoral and non-pastoral staff as deemed necessary to accomplish the mission of the church. All staff report to the lead pastor or his designee. An organizational chart shall be maintained by the lead pastor and church board.

## **ARTICLE XII. FINANCE**

### **Section 1. In General**

All funds for the maintenance of the assembly shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the organization. Offerings shall be accepted by the assembly at such times and in such ways as agreed upon by the church board and shall be administered by the treasurer under their direction (Malachi 3:10; Luke 6:38; 1 Corinthians 16:1,2; 2 Corinthians 9:6-8).

### **Section 2. Handling of Offerings**

All offerings shall be counted by at least two authorized persons before the funds are removed from the church building. An offering receipts form shall be signed in duplicate by those counting the offering, with one copy going to the treasurer and the other to the pastor. A record shall be kept of all receipts and disbursements of the local assembly and of all individual giving.

### **Section 3. Pastoral Remuneration**

#### **A. Regular Remuneration**

The church board shall develop a system for remuneration for all pastoral and non-pastoral employees that is reviewed annually by the board.

#### **B. Severance Pay**

In the event the lead pastor is removed from office by a vote of the active voting membership of the church he shall be given a minimum of 2 months regular or average remuneration as severance pay in addition to other accumulated benefits, except in the case of moral turpitude.

## **ARTICLE XIII. PROPERTY**

### **Section 1. Title**

All real property of the assembly shall be deeded to the assembly and held in its name or, if required by law, to trustees acting on behalf of the assembly and their successors in office. Should the assembly choose to do so, it may request the Potomac District Council of the Assemblies of God to act as its trustee to hold title.

## **Section 2. Purchases and Sales of Real Property**

All purchases and sales of real property shall be authorized by a majority vote of the active voting membership who are in attendance at a regular or special meeting of the assembly.

## **Section 3. Discontinuation of Church Services**

Should this assembly cease to maintain a weekly worship service for a period of 3 months under the direction of a leader duly authorized by and in good standing with the District Council, it shall be dissolved and its properties disposed of according to Article XII, section 4, of these bylaws.

## **Section 4. Disaffiliation**

Title to all real property now owned or hereafter acquired by the assembly shall be held in trust as a place of divine worship in full cooperative fellowship and affiliation with The General Council of the Assemblies of God, Springfield, Missouri, and the Potomac District Council of the Assemblies of God. In the event that the assembly shall be divided over doctrinal or any other issues, or shall vote to disaffiliate from the Assemblies of God, all property of the assembly shall remain with those members, whatever their number, desiring continued affiliation with the Assemblies of God and adhering to its Statement of Fundamental Truths. The determination of which group of members desires continued affiliation with the Assemblies of God and adheres to its Statement of Fundamental Truths shall be arbitrated by the District Presbytery of the Potomac District Council of the Assemblies of God, and its decision shall be final and binding. If all of the members of the assembly shall vote to disaffiliate from the Assemblies of God for doctrinal or any other reasons, then all of the property of such assembly shall revert to said District Council and shall be used by the District as an Assemblies of God church if possible, and if not possible, the District may sell the property and apply the proceeds in any manner consistent with its stated purposes.

## **Section 5. Dissolution**

Upon the dissolution of the assembly, none of its funds or assets shall be distributed to any officer, deacon, trustee, or any other individual. The church board shall, after paying or making provision for the payment of all of the liabilities of the assembly, dispose of all of the funds and assets of the assembly by conveying the same to the Potomac District Council of the Assemblies of God, for the purposes of the assembly, and provided that said District Council at the time qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, to such organization as said Court shall determine, which is organized and operated exclusively for religious purposes.

#### **XIV. INDEMNIFICATION.**

##### **Section 1. Definitions**

For purposes of these by-laws:

1.1. The terms “director or officer” shall include a person who is or was serving at the request of the Church as a trustee, deacon, director, officer, fiduciary or agent of another non-profit organization or employee to a benefit plan. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

1.2 The term “proceeding” shall mean any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in such an action, suite or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

1.3 The term “party” includes an individual who is, was, or threatened to be made a named defendant or respondent in a proceeding.

1.4 The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine or reasonable expenses incurred with respect to a proceeding.

1.5 The term “official capacity” shall mean the office of director, trustee, or deacon of the Church and, when used with respect to a person other than a director, trustee, or deacon shall mean the office in the Church held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Church, but in neither case shall include service for any foreign or domestic corporation or for any other person or other enterprise.

##### **Section 2. General Provision.**

The Church shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Church, against expenses (including attorney’s fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acted in good faith; (b) reasonably believed, in the case of conduct, in an official capacity with the Church, that the conduct was in the best interests of the Church and, in all other cases, that the conduct was at least not opposed to the best interests of the Church, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

### **Section 3. Exclusions**

However, no person shall be entitled to indemnification under Section 1.2 if (a) in connection with a proceeding brought by or in the right of the Church in which the director or officer was adjudged liable to the Church, (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit, (c) for any action initiated by a director or officer against the Church; (d) for acts which show a reckless disregard for duties owed to the Church and/or its members and/or other third parties, (e) for actions which do not satisfy the standards of Section 2 above, or (ef) which are otherwise prohibited by state or federal law. Indemnification under Section 2 in connection with a proceeding brought by or in the right of the Church shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in Section 1.2.

### **Section 4. Successful Defense on the Merits; Expenses**

To the extent that a director or officer of the Church has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorney's fees) actually and reasonably incurred in connection with such proceeding.

### **Section 5. Determination of Right to Indemnification.**

Any indemnification under 1.2 (unless ordered by a court) shall be made by the Church only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1.2 and is not excluded from this Policy under Section 1.3. Such determination shall be made by the Church's Board of Directors (a) by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not and are not threatened to be made parties to the proceeding, or (b) if such a quorum cannot be obtained then by independent legal counsel selected by the Board of Directors in accordance with the requirements set forth in this Policy. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

### **Section 6. Notice/Cooperation by Director or Officer.**

Each director or officer shall, as a condition precedent to the director or officer's right to be indemnified under this Policy, give the Church notice in writing as soon as practicable of any claim made against such director or officer for which indemnification will or could be sought under this Policy but the omission to so notify the Church will not relieve the Church from any liability that it may have to the director or officer otherwise than under this Policy. In addition, each director or officer shall give the Church such information and cooperation as it may reasonably require and as shall be within the director or officer's power.

#### **Section 7. Selection of Counsel.**

In the event the Church shall be obligated hereunder to pay the expenses of any proceeding or liability, the Church shall be entitled to assume the defense of such proceeding, with counsel approved by the Church, which approval shall not be unreasonably withheld, upon the delivery to such director or officer of written notice of its election to do so. After delivery of such notice, the retention of such counsel by the Church, the Church will not be liable to such director or officer under this Policy for any fees of counsel subsequently incurred by such director or officer with respect to the same proceeding provided that, (i) the director or officer shall have the right to employ such director or officer's counsel in any such proceeding at the director or officer's expense, and (ii) if (A) the employment of counsel by the director or officer has been previously authorized by the Church; (B) such director or officer shall have reasonably concluded that there is an actual or potential conflict of interest between the Church and such director or officer in the conduct of any such defense, or (C) the Church shall not continue to retain such counsel to defend such proceeding, then the fees and expenses of the director or officer's counsel shall be at the expense of the Church. The Church shall not be entitled to assume the defense of any action, suit or proceeding to which the director or officer shall have reached the conclusion provided for in (ii) above. As long as the Church has otherwise complied with the terms hereof, the Church shall have the right to conduct such defense as it sees fit in its sole discretion and shall have the right to settle any claim, action or proceeding against any director or officer with or without the consent of such director or officer, provided such settlement includes a full release of the director or office by the claimant from all liabilities or potential liabilities under such claim.

#### **Section 8. No Duplication of Payments.**

The Church shall not be liable under this Policy Chapter to make any payment in connection with any proceeding made against any director or officer to the extent such director or officer has otherwise actually received payment or the benefit of payment (under Directors and Officers Insurance, other Church insurance policy, Constitution, resolution, any provision of law or otherwise) from another third party or from a third party on behalf of the Church of the amounts otherwise identifiable hereunder. Notwithstanding the foregoing, the director or officer shall not be required to seek coverage under any personal or third party insurance policy to which he/she is a



beneficiary or insured until and unless the coverage under Church D&O insurance or other Church sponsored insurance policies is exhausted.

### **Section 9. Other Employees and Agents..**

The Church may indemnify such other employees and agents of the Church to the same extent and in the same manner as is provided above in Section 1.2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Church Board specifically identifying by name or by position the employees or agent entitled to indemnification.

## **Article XV – Miscellaneous**

### **Section 1. Account Books, Minutes, etc.**

The Assembly shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Assembly may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

### **Section 2. Contracts.**

The Board may authorize any Director or Directors, or agent or agents, of the Assembly, in addition to the Directors so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Assembly, and such authority may be general or confirmed to specific instances.

### **Section 3. Checking Account.**

The Assembly is authorized to open and maintain a bank account or accounts, as the Assembly deems necessary. The Treasurer or Chairman will be responsible for accounts unless the Board assigns responsibility for a specific account to another Director. The Treasurer and at least one (1) other Director will serve as agents on any Assembly bank account.

### **Section 4. Fiscal Year.**

The fiscal year of the Assembly shall be as established by the Assembly's Board of Directors.

### **Section 5. Conveyances and Encumbrances.**

Property of the Assembly may be assigned, conveyed or encumbered by such officers of the Assembly as may be authorized to do so by the Assembly's Board of Directors, and such authorized persons shall have power to execute and deliver any

and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Assembly shall be authorized only in the manner prescribed by applicable statute.

#### **Section 6. Designated Contributions.**

The Assembly may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Assembly shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Assembly shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Assembly's tax exempt purposes.

#### **Section 7. Conflicts of Interest.**

If any person who is a director or officer of the Assembly is aware that the Assembly may or is about to enter into any business transaction directly or indirectly with himself or herself, any member of such person's family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Assembly of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Assembly, and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

- (i) Discussion of the matter, with the interested officer or director, shall be held by the Board with such person present to provide information and answer any questions.
- (ii) The interested officer or director shall withdraw from the meeting.
- (iii) Discussion of the matter outside of the presence of the interested officer or director shall be held by the Board.
- (iv) The remaining members of the Board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.

- (v) A majority vote shall be required for approval of the transaction.

**Section 8. Loans to Directors and Officers Prohibited.**

No loans shall be made by the Assembly to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Assembly for the amount of such loan until it is repaid.

**Section 9. No Private Inurement.**

The Assembly is not organized for profit and is to be operated exclusively for the promotion of religious, education and charitable purposes in accordance with the purposes stated in the Assembly's Articles of Incorporation. The net earnings of the Assembly shall be devoted exclusively to religious, educational and charitable purposes and shall not inure to the benefit of any private individual. No director or person from whom the Assembly may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Assembly be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Assembly's Board of Directors; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the Assembly for services rendered in effecting one or more of the purposes of the Assembly, (b) any director may, from time to time, be reimbursed for such director's actual and reasonable expenses incurred in connection with the administration of the affairs of the Assembly, and (c) the Assembly may, by resolution of the Board, make distributions to persons from whom the Assembly has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

**Section 10. References to Internal Revenue Code.**

All references in these Bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

**Section 11. Facsimile Signatures and Counterparts.**

A facsimile, photographic, Photostat, telex or similar representation of a signed writing shall be regarded as an original signature unless otherwise required by law. Any document required to be executed by the Board may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed one and the same instrument

**ARTICLE XVI. ARBITRATION OF DISPUTES**

In keeping with 1Corinthians 6:1-8, all disputes which may rise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent, or other member of the Corporation, shall be resolved in accordance with the then existing *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrator(s) shall be binding on both parties, and both parties shall submit themselves to the personal jurisdiction of the courts of Virginia, both State and Federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation, and 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 Corporation and shall in no way effect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees, staff, and/or officers.

## **ARTICLE XVII.**

### **AMENDMENTS**

The bylaws may be amended at any regular or special business meeting of the assembly by a majority vote of the membership present, except as otherwise indicated herein. Articles III, XIII, and XVII of these bylaws may be amended only by the affirmative vote of 100 percent (100%) of the active voting members present at any annual or special business meeting called for the purpose of amending these bylaws. Article IV of these bylaws is not subject to amendment, except to conform to any amendments made to the Statement of Fundamental Truths of the Assemblies of God. All amendments must be consistent with the constitution and bylaws of the Potomac District Council.