

IMMANUEL BAPTIST CHURCH

BYLAWS

ARTICLE I

NAME

The name of the organization shall be Immanuel Baptist Church, a not-for-profit corporation organized under the laws of Illinois, and hereinafter referred to as the Church.

ARTICLE II

PURPOSE

SECTION 1. GENERAL PURPOSE

The general purpose of the Church is to operate a Baptist church and to do so on a nonprofit basis and exclusively within the purpose and meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

SECTION 2. SPECIFIC PURPOSE

The Church shall function as a self-governing organization and shall work in cooperation with the Southern Baptist Convention and with other groups with which the Church may desire to cooperate. The Church shall financially support and work in cooperation with the Southern Baptist Convention and other evangelical organizations in carrying on home and foreign missions.

SECTION 3. STATEMENT OF FAITH

A. The Scriptures

We believe that the Holy Bible was written by men divinely inspired, and is a perfect treasure of heavenly instruction; that it has God for its author, salvation for its end, and truth without any mixture of error for its matter; that it reveals the principles by which God will judge us; and therefore is, and shall remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and opinions should be tried.

B. Of The True God

We believe that there is one, and only one, living and true God, an infinite, intelligent Spirit, whose name is JEHOVAH, the Maker and Supreme Ruler of heaven and earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons, the Father, the Son, and the Holy Ghost; equal in every divine perfection, and executing distinct but harmonious offices in the great work of redemption.

C. Of The Fall Of Man

We believe that Man was created in holiness, under the law of his Maker; but by voluntary transgression fell from that holy and happy state; in consequence of which all mankind are now sinners, not by constraint but choice; being by nature utterly void of that holiness required by the law of God, positively inclined to evil; and therefore under just condemnation to eternal ruin, without defense or excuse.

D. Of The Way Of Salvation

We believe that the salvation of sinners is wholly of grace; through the mediatorial offices of the Son of God; who by the appointment of the Father, freely took upon him our nature, yet without sin; honored the divine law by his personal obedience, and by his death made a full atonement for our sins; that having risen from the dead he is now enthroned in heaven; and uniting in his wonderful person the tenderest sympathies with divine perfections, he is every way qualified to be a suitable, a compassionate, and an all-sufficient Savior.

E. Of Justification

We believe that the great Gospel blessing which Christ secures to such as believe in Him is Justification; that Justification includes the pardon of sin, and the promise of eternal life on principles of righteousness; that it is bestowed, not in consideration of any works of righteousness which we have done, but solely through faith in the Redeemer's blood; by virtue of which faith His perfect righteousness is freely imputed to us of God; that it brings us into a state of most blessed peace and favor with God, and secures every other blessing needful for time and eternity.

F. Of The Freeness Of Salvation

We believe that the blessings of salvation are made free to all by the gospel; that it is the immediate duty of all to accept them by a cordial, penitent, and obedient faith; and that nothing prevents the salvation of the greatest sinner on earth, but his own inherent depravity and voluntary rejection of the gospel; which rejection involves him in an aggravated condemnation.

G. Of Grace In Regeneration

We believe that, in order to be saved, sinners must be regenerated, or born again; that regeneration consists in giving a holy disposition to the mind; that it is effected in a manner above our comprehension by the power of the Holy Spirit, in connection with divine truth, so as to secure our voluntary obedience to the gospel; and that its proper evidence appears in the holy fruits of repentance, and faith, and newness of life.

H. Of Repentance And Faith

We believe that Repentance and Faith are sacred duties, and also inseparable graces, wrought in our souls by the regenerating Spirit of God; whereby being deeply convinced of our guilt, danger and helplessness, and of the way of salvation by Christ, we turn to God with unfeigned contrition, confession, and supplication for mercy; at the same time heartily receiving the Lord Jesus Christ as our Prophet, Priest and King, and relying on Him alone as the only and all sufficient Savior.

I. Of God's Purpose Of Grace

We believe that Election is the eternal purpose of God, according to which He graciously regenerates, sanctifies, and saves sinners; that being perfectly consistent with the free agency of man, it comprehends all the means in connection with the end; that it is a most glorious display of God's sovereign goodness, being infinitely free, wise, holy and unchangeable; that it utterly excludes boasting, and promotes humility, love, prayer, praise, trust in God, and active imitation of his free mercy; that it encourages the use of means in the highest degree; that it may be ascertained by its effects in all who truly believe the Gospel; that it is the foundation of Christian assurance; and that to ascertain it with regard to ourselves demands and deserves the utmost diligence.

J. Of Sanctification

We believe that Sanctification is the process by which, according to the will of God, we are made partakers of his holiness; that it is a progressive work; that it is begun in regeneration; and that it is carried on in the hearts of believers by the presence and power of the Holy Spirit, the Sealer and Comforter, in the continual use of the appointed means, – especially, the word of God, self-examination, self-denial, watchfulness and prayer.

K. Of The Perseverance Of Saints

We believe that such only are real believers as endure unto the end; that their persevering attachment to Christ is the grand mark which distinguishes them from

superficial professors; that a special Providence watches over their welfare; and they are kept by the power of God through faith unto salvation.

L. Of The Harmony Of The Law And The Gospel

We believe that the Law of God is the eternal and unchangeable rule of His moral government; that it is holy, just, and good; and that the inability which the Scriptures ascribe to fallen men to fulfill its precepts, arises entirely from their love of sin: to deliver them from which, and to restore them through a Mediator to unfeigned obedience to the holy Law, is one great end of the Gospel, and of the Means of Grace connected with the establishment of the visible church.

M. Of A Gospel Church

We believe that a visible church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the Gospel; observing the ordinances of Christ; governed by His laws; and exercising the gifts, rights, and privileges invested in them by His word; that its only scriptural officers are Bishops or Pastors, and Deacons, whose qualifications, claims, and duties are defined in the Epistles to Timothy and Titus.

N. Of Baptism And The Lord's Supper

We believe that Christian Baptism is the immersion in water of a believer, into the name of the Father, and Son, and Holy Ghost; to show forth in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect, in our death to sin and resurrection to a new life; that it is pre-requisite to the privileges of a church relation; and to the Lord's Supper, in which the members of the church by the sacred use of bread and wine, are to commemorate together the dying love of Christ; preceded always by solemn self-examination.

O. Of The Christian Sabbath

We believe that the first day of the week is the Lord's Day, or Christian Sabbath; and is to be kept sacred to religious purposes by the devout observance of all the means of grace, both private and public; and by preparation for that rest that remaineth for the people of God.

P. Of Civil Government

We believe that Civil Government is of Divine appointment, for the interests and good order of human society; and that magistrates are to be prayed for, conscientiously honored, and obeyed; except only in things opposed to the will of our Lord Jesus Christ, who is the only Lord of the conscience, and the Prince of the kings of the earth.

Q. Of The Righteous And The Wicked

We believe that there is a radical and essential difference between the righteous and the wicked; that such only as through faith are justified in the name of the Lord Jesus, and sanctified by the Spirit of our God, are truly righteous in His esteem; while all such as continue in impenitence and unbelief are in His sight wicked, and under the curse; and this distinction holds among men both in and after death.

R. Of The World To Come

We believe that the end of the world is approaching; that at the last day Christ will descend from heaven, and raise the dead from the grave to final retribution; that a solemn separation will then take place; that the wicked will be adjudged to endless punishment, and the righteous to endless joy; and that this judgment will fix forever the final state of men in heaven or hell, on principles of righteousness.

S. The Family

God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption. Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race.

SECTION 4. OUR CHURCH COVENANT

As a member of Immanuel Baptist Church, I declare myself to be a follower of Jesus Christ and affirm that I cannot be such apart from a community of other Christ followers. I recognize that community requires commitment and I therefore make my commitment official and public by willingly entering into this covenant with my fellow brothers and sisters in Christ at Immanuel Baptist Church:

- A Christian's life must be distinct amidst a world of sin. Therefore, I covenant to live a holy life of integrity and purity according to God's standards (cf. 2Cor. 7:1, 1Thess. 4:7).
- The ultimate mission of the church is to spread the message of salvation through Jesus and expand the kingdom of God. Therefore, I covenant to intentionally seek opportunities where I can share the gospel with those who do not currently believe (cf. Mt. 28:18-20).
- Love of God and love of neighbor go hand in hand. Therefore, I covenant to practice religion that God our Father accepts as pure and faultless by exhibiting a concern for the poor and oppressed and championing the cause of social justice in whatever ways I can (cf. Mt. 22:39, James 1:27).

- Community requires openness. Therefore, I covenant to foster relationships of authenticity and transparency by letting people in the community into my heart and life (cf. James 5:16).
- When sinful people are together they are bound to step on toes or rub each other the wrong way eventually. Therefore, I covenant to not grow bitter or leave (cf. Eph. 4:31-32), but to patiently cultivate genuine love between members (cf. 1Jn. 4:7-12) and proactively work to preserve the unity of the body (cf. Eph. 4:2-3).
- Being a part of a body means that members are intimately interrelated. Therefore, I covenant to consider how my words and deeds affect my fellow members and act accordingly (cf. Rom. 12:4-5, 14:1-23).
- Scripture grants oversight of the church to its elders. Therefore, I covenant to joyfully submit to their leadership (cf. Heb. 13:17).
- In addition, I specifically covenant to:
 - regularly attend Sunday worship services (cf. Acts 20:7, Heb. 10:25),
 - seek to grow in my practice of personal spiritual disciplines (1Tim. 4:7b),
 - faithfully give of my finances to the church according to my means (cf. 1Cor. 16:2),
 - be actively involved in a weekly small group (cf. Acts 2:46b),
 - seek ways to serve the church with my gifts (cf. 1Pet. 4:10),
 - attend Membership Meetings,
 - and pray consistently for the church and its members (cf. Col. 1:3).
- I recognize that participating in such a church community requires accountability. Therefore, I covenant to lovingly rebuke fellow members when necessary, accept rebuke when received, and unflinchingly extend forgiveness upon repentance (cf. Lk. 17:3-4). I also covenant to submit to and uphold church discipline (Mt. 18:15-17, 1Cor. 5).
- Finally, if I should ever move from this place, I covenant to, as soon as possible, unite with some other gospel-preaching church where I can carry out the spirit of this covenant.

ARTICLE III

MEMBERSHIP

SECTION 1. METHOD OF ADMISSION TO MEMBERSHIP

Candidates for membership shall:

- A. Notify the Elders of their interest in membership.
- B. Attend the membership class(es) where the following will be discussed:

- (i) The Church's doctrine and philosophy of ministry.
 - (ii) Ministry opportunities in the church.
 - (iii) The Church Covenant.
- C. Following the membership class, the candidates shall meet with one or more of the Elders to affirm their faith in Christ and desire to join the Church.
- D. Only those who confess faith on the Lord Jesus Christ as personal Savior, who give evidence of regeneration by lives consistent with their profession and with the views of faith, doctrine and practice of this Church, and who have been baptized by immersion subsequent to such a confession of faith (or have committed to being baptized as soon as possible) will be considered for membership. Candidates who meet all the other requirements listed above, but have already been baptized as a believer by a method other than immersion, will still be eligible for membership provided they have the special approval of the Elders.
- E. All acceptable candidates will be presented to the church for approval at a duly called membership meeting. The membership will be notified concerning who is being recommended for membership at least one week before the membership meeting. The Elder Board shall confirm that all acceptable candidates have met all of the membership requirements set forth herein.

SECTION 2. TERMINATION OF MEMBERSHIP

Church membership shall be terminated:

- A. Upon death of the individual.
- B. Once evidence is given that another gospel-preaching church is accepting responsibility for that individual.
- C. By the church as the last step of discipline. (cf. Mt. 18:15-20)

SECTION 3. DISCIPLINE

If a Member believes he/she knows of an ongoing sin in another Member's life, he/she should first pray for wisdom, discernment and love before humbly addressing the matter as follows:

- A. Discuss the matter privately with the accused person.

- B. If there is no evidence of repentance after initial confrontation, bring one or two witnesses to exhort the accused person.
- C. If there is still no evidence of repentance after this, the issue must be brought before the Elders to be handled as appropriate to the situation.
- D. If the Elders affirm that the offense warrants discipline and the person remains unrepentant, then the matter shall be brought before the church.
- E. The church may revoke membership with a 75% vote.

Note: The goal of discipline is repentance and restoration. Because of this, upon repentance, the disciplined individual should be restored immediately to membership.

ARTICLE IV

CHURCH GOVERNMENT

The government of the Church recognizes the various areas of responsibility and authority given to the membership and the leadership of the local church. This relationship is a partnership in which the various groups have different spheres of authority.

SECTION 1. THE MEMBERSHIP

The membership assembled in a duly convened meeting shall have the authority in the following areas:

- A. The selection, affirmation and dismissal of Elders, Deacons, and Deaconesses as otherwise provided in this article.
- B. The approval of the annual church budget.
- C. The approval of the reception of all new members and the dismissal of current members for disciplinary reasons.
- D. The approval of the purchase or sale of all real property.
- E. The approval of all amendments to these Bylaws.

SECTION 2. THE ELDER BOARD

- A. The Qualifications of Elders - An Elder shall be an active member of the church, male, and meet the qualifications of 1 Tim. 3:1-7 and Tit. 1:5-9.

- B. The Function and Priorities of Elders:
- (i) To keep right with God (Acts 20:28 and 1 Pet. 5:2).
 - (ii) To feed and protect the flock (Acts 20:28 and John 21:15-17).
 - (iii) To pray and study (Acts 6:4).
 - (iv) To be free from self-interest (Acts 20:33 and 1 Peter 5:2).
- C. Authority and Responsibilities of Elders:
- (i) The Elders shall be entrusted with the responsibility to superintend all areas of congregational life (1 Tim. 5:17) not specifically reserved for the membership in Article IV, Section 1. They shall, in the physical absence of the Chief Shepherd (our Lord Jesus Christ), strive to equip the congregation to properly minister, so that the church may be built up in Christ-likeness and unity (Eph. 4:11-16).
 - (ii) The Elder Board shall oversee the appointment and function of Deacons and Deaconesses.
- D. Procedure for Elder Affirmation:
- (i) Prospective Elders may either be approached by the existing Elder Board or they may notify the existing Elder Board that they are interested in pursuing eldership.
 - (ii) Such persons will then be rigorously examined by the existing Elder Board to insure that they meet the biblical qualifications for eldership, agree with the doctrinal position of the church and are prepared to defend that position, and that they agree to uphold the Church's Bylaws and covenant. There is no time limit on such a process.
 - (iii) If there are no unresolved objections, prospective new Elders must be affirmed by a 75% positive vote from the membership in a membership meeting.
 - (iv) There will be a corporate installation of a newly approved Elder emphasizing his role as a servant leader and the membership's responsibility to submit to the Elder's prescribed authority.
- E. Dismissal of Elders - Elders may be removed from office by:
- (i) Withdrawal from membership.

- (ii) Voluntary resignation.
 - (iii) Failure to receive a 75% reaffirmation
- F. The Elder Board shall consist of not less than three (3) and not more than eight (8) Elders.
- G. Term of Service - Elders shall serve for three year terms staggered such that 1/3 of the Elders are affirmed or re-affirmed each year. A 75% positive vote is required to continue in service as an Elder.
- H. Pastor(s)
- (i) All Elders are to be considered pastors. However, according to 1 Tim. 5:17-18, one or more Elders may be set aside to devote full time to preaching and teaching. Of these salaried pastors, one shall be considered a “first among equals” and be primarily responsible for the pulpit ministry of the church and the training of the other Elders. This pastor shall be referred to as the Senior Pastor.
 - (ii) Selection of the salaried pastor(s) - The general procedure for the selection of a pastor(s) shall be the same as for the other Elders. Candidates shall be reviewed by the Elders and affirmed by a 75% positive vote of the membership in a membership meeting.
- I. Early Reconsideration of Elders - In the unlikely event that an Elder be deemed derelict in his responsibilities, 10% of the membership, but not less than 5 members, can petition the Elder Board for an early reconsideration of that leader. Failure to receive a 75% reaffirmation from the membership will result in the removal of this leader from his responsibilities.

SECTION 3. THE DIACONATE

- A. The Qualifications of Deacons and Deaconesses - A Deacon or Deaconess shall be an active member of the church and meet the qualifications of 1 Tim. 3:8-13.
- B. The Responsibilities of Deacons and Deaconesses consist of relieving the Elders of duties that detract from the Elders’ ministry of the Word and prayer as the Elders see fit to delegate such duties.
- C. Procedure for Deacon and/or Deaconess Affirmation:
- (i) Prospective Deacons may either be approached by the Elder Board or they may notify the Elder Board that they are interested in pursuing the Diaconate.

- (ii) Such persons will then be rigorously examined by the Elder Board to insure that they meet the biblical qualifications for deacons/deaconesses. There is no time limit on such a process.
 - (iii) If there are no unresolved objections, prospective new Deacons and Deaconesses must be affirmed by a 75% positive vote from the membership in a membership meeting.
- D. Dismissal of Deacons and/or Deaconesses – Deacons and/or Deaconesses may be removed from office by:
- (i) Withdrawal from membership.
 - (ii) Voluntary resignation.
 - (iii) Failure to receive a 75% reaffirmation
- E. Term of Service – Deacons and Deaconesses shall serve for three year terms staggered such that 1/3 of the Diaconate is affirmed or re-affirmed each year. A 75% positive vote is required to continue in service as a Deacon or Deaconess.
- F. Early Reconsideration of Deacons and/or Deaconesses - In the unlikely event that a Deacon and/or Deaconess be deemed derelict in his/her responsibilities, 10% of the membership, but not less than 5 members, can petition the Elder Board for an early reconsideration of that person. Failure to receive a 75% reaffirmation will result in the removal of this leader from his/her responsibilities.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETING

- A. The Annual Membership Meeting of the Church shall be held during the month of December with notification of the membership as detailed in Article V, Section 3. The fiscal year shall end of December 31.
- B. The Senior Pastor, Elder Board, Diaconate, and other groups as determined by the Elder Board shall prepare a report of the year for the Church which will be presented at this meeting.

SECTION 2. SPECIAL MEETINGS

- A. Special meetings may be called by the Elders in order to deal with any matters of urgency or seek the participation of the membership in establishing the direction

of the church.

- B. Special meetings must be called immediately by the Elders upon petition by 10% of the membership, but not less than 5 members.

SECTION 3. PUBLICATION OF MEETINGS

Special meetings must be publicized during all church meetings for one full week prior to the meeting date.

SECTION 4. QUORUM

- A. Quorum shall be 20% of the membership.
- B. A 75% positive vote will be required to affirm decisions specified under Article IV, Section 1.

ARTICLE VI

CHURCH PROPERTY

SECTION 1. PROPERTY

The church shall have the power to receive, either by gift or purchase, and to hold such real, personal, or mixed property as is authorized by the laws of the State of Illinois and as is deemed necessary for the business of the Church, and shall be in the name of the Church.

SECTION 2. DIVISION OR DISSOLUTION

- A. In case of a division in the Church (from which we pray God by His mercy to preserve us), the property of the Church shall belong to those who abide by its Bylaws.
- B. In case of dissolution of the Church organization, the property shall be assigned to the North American Mission Board, SBC (the "Board") so long as the Board is exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). If the Board does not qualify for such an exemption, then the Board shall designate an entity that does qualify for such an exemption to receive the property of the Church. The Church shall be considered dissolved if so decided by the organization, or when the Church has not held an annual meeting for three years, or when less than six members remain.

ARTICLE VII

AMENDMENTS

The membership may make changes in these Bylaws which may seem necessary. Changes will be voted on in any membership meeting which meets the criteria for the quorum. Changes will be adopted if they receive a 75% positive vote. Article II, Section 3 can only be amended by a 100% positive vote of the entire membership.

ARTICLE VIII

LEGAL REQUIREMENTS APPENDIX

Since the Church has incorporated under the General Not For Profit Corporation Act of 1986 there are a number of legal provisions and terms that must be incorporated into these Bylaws. Accordingly, in order to meet the legal requirements promulgated under the General Not For Profit Corporation Act of 1986, the Legal Requirements Appendix has been prepared and is attached hereto and is hereby incorporated herein by reference as Exhibit A.

EXHIBIT A
LEGAL REQUIREMENTS APPENDIX

ARTICLE I
OFFICES AND REGISTERED AGENT

SECTION 1. PRINCIPAL OFFICE

The Church shall have and continuously maintain a principal office in the State of Illinois. Such place shall be within the State of Illinois as the Elder Board may, from time to time, designate.

SECTION 2. REGISTERED AGENT

The Church shall at all times maintain a registered agent within the State of Illinois.

SECTION 3. CHANGE OF PRINCIPAL OFFICE OR REGISTERED AGENT

The principal office and the registered agent of the Church may from time to time be changed by the Elder Board.

ARTICLE II
BOARD OF DIRECTORS

The Elder Board shall be deemed the Corporation's Board of Directors for purposes of the General Not For Profit Corporation Act of 1986.

ARTICLE III
OFFICERS

SECTION 1. ELECTION AND REMOVAL OF OFFICERS

The officers shall consist of President and a Secretary and may consist of a Treasurer, and Financial Secretary. These officers shall be elected by the Elder Board. Any officer other than the President may be removed by the Elder Board at any time.

SECTION 2. TERMS OF OFFICERS

The term of office for the Secretary, Treasurer and Financial Secretary shall be for one (1) year. Persons elected to such terms of office are not limited and may serve successive terms.

SECTION 3. ROLE OF PRESIDENT

For so long as an individual acts as the Senior Pastor, such individual shall automatically be appointed to the office of President and shall preside at all meetings of the Elder Board,

Members and the Officers. Once such individual ceases to be the Senior Pastor, such individual shall also automatically cease to be the President of the Church. The President may sign, with the Secretary or any other Officer of the Church authorized by the Elder Board, such documents and deeds of the Church as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Elder Board has authorized or by these Bylaws to some other Officer or agent of the Church, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of President and such other duties as may be assigned by the Elder Board from time to time. The President shall be an ex-officio voting member of the Elder Board and an ex-officio voting member of all other committees, ministries, and task forces appointed by these Bylaws or by the Elder Board. The President shall not be counted in quorum requirements for all memberships except membership on the Elder Board.

SECTION 4. ROLE OF SECRETARY

The Secretary shall (a) be responsible for the keeping of the minutes of the Elder Board, Members, Officers, congregational and Committee meetings in one or more books provided for that purpose and to maintain the current accurate list of all Church Members and their status; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Church records; and (d) in general, discharge all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Elder Board. The Secretary must be either an Elder or a Deacon.

SECTION 5. ROLE OF TREASURER

The Treasurer shall:

- A. Oversee the management of all moneys and securities of the Church;
- B. Monitor the financial books of the Church;
- C. Keep regular books of account;
- D. Render to the Elder Board, from time to time as may be required, an account of the financial condition of the Church including reports of income, disbursements and assets; and
- E. In general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned by the President or by the Elder Board.

The Treasurer must be either an Elder or a Deacon.

**ARTICLE IV
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS**

SECTION 1. ACTION IN GOOD FAITH NECESSARY

The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Church) by reason of the fact that he is or was a director, officer, employee or agent of the Church, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts in such action, suit or proceeding if he 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 or settlement, conviction or upon 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 which he reasonably believed to be in or not opposed to the best interest of the Church, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. NO INDEMNIFICATION FOR NEGLIGENCE OR MISCONDUCT.

The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Church unless and shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. AMOUNT OF INDEMNIFICATION.

To the extent that a director, officer, employee or agent of the Church has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. AUTHORIZATION NECESSARY

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Church only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) by the Elder Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not objectionable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. NOT EXCLUSIVE

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 6. INSURANCE

The Church shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE V
SPECIAL AMENDMENTS**

Notwithstanding anything to the contrary contained in Article I through Article VIII of the Bylaws, to the extent these Bylaws need to be amended in order to comply with any governing authority, including, without limitation, the General Not For Profit Corporation Act of 1986, or to qualify for any tax exemption, the Board of Elders may amend these Bylaws by a simple majority vote.

**ARTICLE VI
CONFLICT WITH BYLAWS**

If any term or provision contained in this Legal Requirements Appendix shall conflict with any term or provision contained in Article I through Article VIII of the Bylaws, the terms and provisions contained in this Legal Requirements Appendix shall control.