

**AMENDED AND RESTATED BYLAWS  
OF  
THE FIRST BAPTIST CHURCH OF ORLANDO, INC.**

**ARTICLE I  
STATEMENT OF FAITH**

1. General Statement of Faith. The First Baptist Church of Orlando, Inc. (hereinafter referred to as the “Church”) affirms and believes that the Holy Bible is the divinely inspired, infallible, authoritative and inerrant Word of God, is the basis for any statement of faith regarding the Church’s beliefs, is the sole and final source of all beliefs, and that the Holy Bible speaks with final authority concerning truth, morality and proper conduct of mankind. The Church subscribes to the doctrinal statement of *The Baptist Faith and Message* as adopted by the Southern Baptist Convention in 2000. The ordinances of this Church are Believer’s Baptism by immersion and the Lord’s Supper.

2. Statement of Faith Regarding the Holy Bible. All 66 books of the combined Old and New Testaments are verbally inspired by God and are inerrant in the original writings. Through the providence of God, the Holy Bible has been protected and preserved and is the only infallible and authoritative rule of faith and practice (2 Timothy 3:16-17; 2 Peter 1:20-21).

3. Statement of Faith Regarding God. There is only one true, living sovereign, holy, and eternally existent God. He exists in three co-equal persons – Father, Son, and Holy Spirit – each being a distinct person and with a distinct function, but all of one essence and all possessing the same nature, perfection, and attributes. The triune God is the creator and sustainer of all things, the source of all truth, and is worthy of worship, confidence, and obedience (Deuteronomy 6:4-5; Genesis 1:31).

4. Statement of Faith Regarding Jesus. Jesus Christ is God. He was conceived by the Holy Spirit, born of a virgin, lived a sinless life, performed many miracles, shed His blood on the cross as a vicarious substitute, was buried, bodily resurrected, ascended to the right hand of the Father, and will return literally, visibly, and personally in glory and power (John 1:1-3, 14; Matthew 1:18-25; Philippians 2:5-9; Colossians 1:15; 1 Corinthians 15:1-8, Acts 1:11).

5. Statement of Faith Regarding the Holy Spirit. The Holy Spirit is God, co-equal and co-existent with the Father and the Son. He is the chief convictor of sin, the chief agent of regeneration and sanctification. The Holy Spirit indwells every believer and empowers every believer to live a godly life. Through His gift of the Holy Spirit, God graces every believer with spiritual gifts, which are sovereignly-given abilities graciously bestowed upon every believer at salvation to enable him to perform a function

effectively within the church, the Body of Christ. (John 14:16-19; 16:7-15; 1 Corinthians 6:19-20; Romans 8:9, 11; Titus 3:5; Eph. 4:11-16).

6. Statement of Faith Regarding Mankind. In the beginning God created mankind in His image and is not in any sense the product of evolution. Mankind was originally created with the ability to live perfectly for God's glory (Genesis 1:17, 31).

7. Statement of Faith Regarding Sin. Adam, the first man, sinned by disobedience. This act resulted in the fall of all mankind; therefore, all people have sinned and lost their ability to live for the glory of God. Mankind's fall has incurred both physical and spiritual death on all until there is forgiveness and salvation by the grace of God (Genesis 3:1-24; Romans 3:10-23; 5:12-21; 6:23).

8. Statement of Faith Regarding Salvation. The salvation of lost and sinful mankind is a free gift of God's grace apart from human works, based solely upon Christ's vicarious and atoning death, effected by the regenerating work of the Holy Spirit, and received only through faith in the person and finished work of Jesus Christ on the cross. In addition, God is sovereign in salvation. He not only desires that all be saved, but He also knows who will be saved. The Bible teaches there is an election of individuals to salvation. Reconciling the biblical doctrines of God's election and man's responsibility may be humanly impossible. Somehow God's sovereign election and a person's responsibility to have faith are both required in the salvation of an individual. Since God's Word clearly teaches both, we must somehow accept that tension as divine mystery (Ephesians 1:4; 2:8-10; Romans 8:28-30; 10:9-10, 13; 2 Peter 3:9, John 3:16).

9. Statement of Faith Regarding Election. The Bible assures that those chosen will be saved, but it alone does not save them. People are saved through faith in the substitutionary death of Christ. Their election and personal faith are both necessary in the salvation of an individual. Individuals must take responsibility to repent and trust Christ to be saved. As previously stated, since God's Word clearly teaches both, we must somehow accept that tension as divine mystery (Romans 8:28-30; Ephesians 1:4; 1 Peter 1:2; Romans 10:9-10, 13). (Romans 8:28-30; Ephesians 1:4; 1 Peter 1:2; Romans 10:9-10, 13).

10. Statement of Faith Regarding Eternal Security. God gives eternal life through Christ and the believer is secure in that salvation forever. Salvation is maintained by the grace and power of God, not by the efforts of the believer (John 10:29-30; 2 Timothy 1:12; Hebrews 7:25; 1 John 5:11-13).

11. Statement of Faith Regarding the Church. The church is the body of Christ and the family of God. It is made up of saved and baptized believers, who regularly join together on the Lord's Day for worship, fellowship, and ministry (Matthew 16:18; 1 Corinthians 12:12-14; Hebrews 10:25).

12. Statement of Faith Regarding Evangelism. It is the responsibility and privilege of every Christian to proclaim the good news of Jesus Christ and to seek to make growing disciples (Matthew 28:18-20; Acts 1:8).

13. Statement of Faith Regarding the Home. God has given the parents and the home the responsibility to bring up their children in the nurture and admonition of the Lord (Ephesians 6:4; Proverbs 22:6). A consistent and whole education will occur when home, church, and schoolwork are closely together and are in agreement on the basic concepts of life.

14. Statement of Faith Regarding Eternity. Man was created to exist forever. He will either exist eternally separated from God by sin or in union with God through salvation. To be eternally separated from God is hell. To be eternally with God is heaven. Heaven and hell are places of eternal existence (John 3:16; Romans 6:23; Revelation 20:15).

15. Statement of Faith Regarding Baptism & the Lord's Supper. Jesus instructed His followers to remember His death and resurrection. He gave the church two visible symbols (called "ordinances") as reminders. These two ordinances are baptism and the Lord's Supper. Neither of these ordinances is necessary for salvation but is practiced in obedience to and in remembrance of our Lord Jesus Christ. Baptism by immersion is a one-time act of obedient identification with Jesus as Lord. It serves as an outward sign of conscious confession of repentance and faith. The Lord's Supper is an ongoing symbol remembering our Lord's death, burial, resurrection, and promised return (Matthew 28:18-20; Matthew 26:26-29; 1 Corinthians 11:23-32).

16. Statement of Faith Regarding Marriage, Gender and Sexuality. Based on the infallible nature of the Holy Bible and the moral teaching of the Holy Bible the Church holds all of the following as truth:

A. That God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Genesis 1:26-27.) Rejection of one's biological sex is the rejection of the image of God within that person.

B. That the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in scripture. (Genesis 2:18-25.) That God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Corinthians 6:18; 7:2-5; Hebrews 13:4.) That God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

C. That any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest and use of pornography) is sinful and offensive to God. (Matthew 15:18-20; 1 Corinthians 6:9-10.)

D. That in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical role model to the Church Members and to the community, it is imperative that all persons employed by the Church in any capacity and those Church members that are Church leaders (i.e., Trustees, Deacons, Ministry Team Member, Life Group leaders) agree to and abide by this statement on marriage, gender and sexuality. (Matthew 5:16; Philippians 2:14-16; and 1 Thessalonians 5:22.)

E. That God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11.)

F. That every person must be afforded compassion, love, kindness, respect and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes toward any individual ought to be repudiated and are not in accord with scripture nor the doctrines of the Church.

17. Statement of Faith Regarding the Sanctity of Human Life. Because the Holy Bible speaks directly to God's creative acts and to His creation of human life, it is imperative that the Church correctly understands and articulates what Holy Scripture teaches regarding these matters. The Church believes that God has created mankind in His image and that human life begins at conception. God, in His infinite sovereignty, uniquely formed human beings and gave them a special dignity, personal freedom and individual accountability among all of the works of creation. Human beings have been made for a relationship with God and to be good and faithful stewards of God's creation. God created each person's "inmost being", knitting each person together in his/her mother's womb. (Psalm 139:13.) As God's individualized and personal creation, each person is fearfully and wonderfully made. (Psalm 139:14.) God has ordained all of the days of each person's life before they came into being. (Psalm 139:16.)

## **ARTICLE II PURPOSE**

The Church exists to bring glory to God by obeying the Great Commandment found in Matthew 22:34-37 and the Great Commission found in Matthew 28:19-20. The Church members are here to love God supremely, to love each other sacrificially, and to make disciples of all the nations of the world.

### **ARTICLE III CHURCH MEMBERSHIP**

1. Qualifications and Procedures. Every prospective Church member may present himself as a candidate for church membership at any worship service of the Church. Also, each candidate must execute a Membership Agreement that essentially reiterates the Statements of Faith listed in Article I above.

2. Candidate for Membership. Upon signing the Membership Agreement, a person shall be received as a candidate for membership in one of the following ways:

A. By an initial profession of faith in, and commitment to Jesus Christ as Savior and Lord, followed with baptism by immersion.

B. By request for believer's baptism upon reaffirmation of faith in, and commitment to Jesus Christ as Savior and Lord, followed with baptism by immersion.

C. By Letter of Transfer from another Southern Baptist church upon reaffirmation of faith in, and commitment to Jesus Christ as Savior and Lord.

D. By statement of believer's baptism (Baptism by immersion after profession of faith) upon reaffirmation of faith in, and commitment to Jesus Christ as Savior and Lord and agreement with beliefs about salvation and baptism as described in the Statements of Faith listed in Article I above.

E. Associate Membership is available for those who meet any of the above qualifications and who retain membership in another Church.

3. Termination of Membership. Membership will be automatically terminated in one of the following ways:

A. By a letter of transfer upon request of another Southern Baptist Church.

B. Upon a member's personal request, in writing.

C. Upon a member's uniting with a church of another faith and order.

D. Upon death of the member.

E. By exclusion as an act of discipline.

F. Reasonable evidence that a Member no longer desires to be a Church member due to said Member's inactivity or absence from Church activities.

4. Discipline of a Member.

A. Reconciliation. The procedure of reconciliation taught by Jesus in

Matthew 18:15-17 and by Paul in Galatians 6:1-2 shall be followed before the Church can exclude (discharge) a member. If reconciliation fails, the Active Body of Deacons, after consultation with the Senior Pastors Team will bring the recommendation for exclusion to the Active Body of Deacons, after giving the member ten (10) days notice in writing.

B. Exclusion. A majority vote of the Active Body of Deacons shall be required to exclude any member. The Chairman of Deacons shall promptly furnish a member excluded from the fellowship of the Church with a written notice embodying the cause of the action.

C. Restoration. The excluded member shall make a request for restoration to membership to the Active Body of Deacons. The Active Body of Deacons shall decide if the excluded member may be restored to membership after receiving a confession of his/her error, evidence of his/her repentance and reaffirmation of his/her faith and commitment to Jesus Christ as Savior and Lord.

#### **ARTICLE IV CHURCH MEETINGS**

1. Worship Services. The Church shall gather for public worship services on Sunday and throughout the week as deemed advisable by the Pastoral Staff.

2. Special Business Meeting. Meetings for the transaction of special business may be called for during any regularly scheduled worship service by the Senior Pastors Team, the Church Leadership Team, President of the Trustees or Chairman of Deacons.

A. Action on special business shall be limited to the purpose for which the meeting was called.

B. Routine business matters and other non-controversial matters may be acted upon at meetings called to consider special business.

C. Meetings for the transaction of special business shall not be timed to occur on the same day the meeting is announced.

D. The multiple services rules of Paragraph 5 below shall apply to announcements and to voting.

E. Projected or printed presentation of special business matters on which voting is required shall be available to any member requesting it prior to balloting.

3. Quorum. A quorum must exist in order for any called business meetings. A quorum shall consist of not less than two thousand five hundred (2,500) Church members.

4. Church Action. Church action shall be by concurrence of a majority of Church members present and voting.

5. Multiple Services Rule. Currently, a weekly worship service consists of worship services at different times and at different locations. When a weekly worship service is held at more than one time (for example, 6:00 p.m. on Saturday, 9:00 a.m. on Sunday and 10:30 a.m. on Sunday) all multiple services shall count as a single service, regardless of the location and time. When announcements of Church business are required to be made prior to any Church meeting, the announcements must be made at all services. When the Church is to vote on matters, Church action is to be determined by the cumulative total of those present and voting at all services. If a member is present at more than one service, then that member's vote shall only count once.

6. Rules of Order.

A. Except where these Bylaws state otherwise, *Robert's Rules of Order, Revised* shall be the accepted pattern for the transaction of all Church business.

B. A member of the Senior Pastors Team, shall be Moderator. In the absence of a member of the Senior Pastors Team, the office of Moderator shall be filled by the Chairman of the Trustees and if there is no Chairman of the Trustees, then the Church at each meeting shall elect a person to serve as Moderator for that meeting.

7. Notice. The Church's membership shall be notified of any special business meetings through at least two of the following means ten (10) days prior to the meeting: a verbal announcement from the pulpit during all worship services; written announcement through the worship service bulletin; email; and/or written announcement by mail. The notice of any special meeting shall contain the nature of the matter(s) to be considered at the meeting and the date, time and place of the meeting.

8. Prior Church Approval. In addition to any matter required by the Articles of Incorporation or these Bylaws, prior approval by the Church members is required for each of the following actions:

- A. An Amendment to the Bylaws;
- B. An Amendment to the Articles of Incorporation;
- C. Approving the provisions of a Plan of Merger, Consolidation or Dissolution of the Church; and
- D. Any matter in which the Church Leadership Team seeks prior Church approval.

**ARTICLE V**  
**BOARD OF TRUSTEES**

1. Qualifications. The members of the Board of Trustees shall meet all of the following qualifications:

- A. Demonstrates a mature Christian walk and sound moral character.
- B. An active member of the Church for at least two (2) years immediately preceding the date on which he/she takes office.
- C. At least twenty-five (25) years of age or older as of the date he/she takes office.
- D. Consistently attends the Church's services.
- E. Supports the Church financially by at least tithing.

2. Composition. The Church shall have no fewer than three (3) and no more than fifteen (15) Trustees. At least one (1) Trustee must be an active Deacon.

3. Nomination and Rotation. The Trustees shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. Each Trustee shall generally serve for a term of three (3) years but may serve for three (3) consecutive terms. A Trustee shall hold office until the expiration of his or her three (3) year term and until his or her successor has been appointed, or until his or her resignation or removal. It is intended that terms of Trustees be staggered so that the terms of approximately one-third (1/3) of the Trustees end each year. In order to accomplish this objective, Trustees may be appointed to a term of fewer than three (3) years as deemed necessary and appropriate. When a position as Trustee is vacated prior to completion of the term, the Senior Pastors Team may nominate a person to serve as Trustee to complete the unexpired portion of the term, and the said person shall be approved by the Church Leadership Team.

4. Officers. The officers of the Trustees shall consist of a chairman a/k/a president, first vice president, second vice president and secretary. The officers of the Trustees shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. Any officer may serve for a one (1) year term and up to and not to exceed three (3) consecutive one (1) year terms or until his or her successor has been appointed or upon his or her resignation or removal.

5. Responsibilities and Powers. In addition to the powers and responsibilities provided in the Articles of Incorporation, the Board of Trustees shall also have the power and responsibility to:

A. Review, approve and/or ratify business and legal arrangements in which the Church is a named party, including, but not limited to the following: feasibility studies, investigations, options, loans, deeds, leases, mortgages and all other instruments of indebtedness, negotiable instruments, and conveyances.

B. Approve the sale, lease, conveyance or transfer of any Church asset that exceeds Five Hundred Thousand Dollars (\$500,000.00).

C. Approve the sale, lease, conveyance or transfer of an asset owned by an entity in which the Church is the sole or majority owner that exceeds Five Hundred Thousand Dollars (\$500,000.00).

D. Review, approve and/or ratify any major Church capital campaign that exceeds Five Hundred Thousand Dollars (\$500,000.00).

E. Review, approve and/or ratify any Church construction project that exceeds Five Hundred Thousand Dollars (\$500,000.00).

F. Following the proper approval and/or ratification by the Board of Trustees, any officer of the Board of Trustees may execute documents for and on behalf of the Church relating to business and legal arrangements in which the Church is a named party. Any officer of the Board of Trustees must execute documents relating to any transaction that exceeds Five Hundred Thousand Dollars (\$500,000.00).

G. Represent the best interest of the Church in all matters relating to the prospective purchase and/or sale of real property, either presently owned by the Church or deemed necessary and desirable for acquisition by the Church to further the Church objectives, tasks, programs and goals.

H. Authorize sale of any and all real property and/or tangible or intangible personal property, other than cash, received by the Church as a contribution, donation or any other form of lifetime gift or by devise or bequest under will, at such price as the Board of Trustees deems in the best interest of the Church.

I. Review and approve on a yearly basis a spending policy to establish guidelines for the prudent use of the Church's funds, including but not limited to budgeted items, current and future needs, endowment assets, reserve accounts, and other long-term investments.

J. Represent the Church in any litigation brought by or against the Church.

K. Prepare and submit a written report to the Active Body of Deacons for ratification in the first and third quarter of the year, summarizing actions of the Board of Trustees, and giving the nature and value of all completed transactions.

L. Approve amendments and restatements of Articles of Incorporation, Bylaws and all other governing documents of the Church and of those entities in which the Church has either a voting membership or other authority to approve such documents.

M. Exercise the rights of the Church to vote, nominate, approve or take any action with respect to any entity whose governing documents vest such rights in the Church.

N. Approve the proposed annual budget of the Church.

6. Meetings. The Board of Trustees shall hold regular meetings. The Senior Pastors Team or one-third of the Trustees may call special meetings at any time. The quorum of the Board of Trustees shall be 50% plus 1 and the majority of Trustees present must be laity, nonpaid Church staff. A decision by the Board of Trustees shall be by the concurrence of a majority of the Trustees present and voting.

7. Removal of a Trustee from the Board of Trustees. The Senior Pastors Team or the President of Trustees may recommend the removal of any member who fails to participate or endangers the general welfare or work of the Board of Trustees. After deliberation, the Board of Trustees by majority vote may remove such Trustee.

## **ARTICLE VI OFFICERS**

1. President. The President of the Trustees shall serve as the President of the Church.

2. Secretary. The Chairman of Deacons shall serve as the Secretary of the Church.

A. The Secretary shall keep, or cause to be kept, at the principal's office or such other place as the Trustees may order, a book of minutes of all business meetings of the members. The book of minutes shall contain the nature of the meeting, the time and place where the meeting was held, how notice thereof was given and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the Church, the Church's Articles of Incorporation and Bylaws, as amended to date.

B. The Secretary shall give, or cause to be given, notice of Church meetings to Church members.

C. The Secretary shall keep, or cause to be kept, the seal of the Church, in safe custody.

D. The Secretary shall keep or cause to be kept at the principal office of the Church; a register showing the names and addresses of the members of the Church.

3. Treasurer. The Chairman of the Budget Administration Team shall serve as the Treasurer of the Church.

A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial activities of the Church.

B. The Treasurer shall also keep, or cause to be kept, true books of account in the form provided by the Church, be responsible for the safe keeping of said books, and shall render to the Budget Administration Team each month a report of the financial operations for the preceding month and the financial condition of the Church at the close of said month.

C. The Treasurer is authorized to approve expenditures of funds for items that are Five Hundred Thousand Dollars (\$500,000.00) or less.

D. Subject to the proper approval herein, the Treasurer may execute documents for and on behalf of the Church relating to business and legal arrangements in which the Church is a party that do not exceed Five Hundred Thousand Dollars (\$500,000.00).

## **ARTICLE VII SENIOR PASTORS TEAM**

1. Qualifications. The members of the Senior Pastors Team shall be men who profess Jesus Christ as Savior, Lord and Master, having been called by God unto the ministry of the gospel. Each Member shall be an ordained minister whose Christian character and qualifications are consistent with the doctrines of this Church and the criteria set forth in the Holy Bible at I Timothy 3:1-7 and Titus 1:5-9.

2. Composition. The Church Leadership Team and Personnel Team shall select and approve each member of the Senior Pastors Team. The number of members of the Senior Pastors Team shall be determined by the Church Leadership Team and Personnel Team.

3. Duties and Responsibilities.

A. General Duties and Responsibilities. In general, the Senior Pastors Team shall have the following responsibilities:

(1) Lead the Church to function as a New Testament Church by working with the Church staff to: (i) lead the Church in the achievement of its mission

and purpose, (ii) proclaim the gospel to believers and unbelievers, and (iii) care for the Church members and other persons in the community.

(2) Leading the preaching and teaching team, exhorting the Church to Christian maturity, expounding sound doctrine and warning of false teachings.

(3) Authority over worship services, Church functions and activities.

(4) Authority over and be assisted by staff members who serve the Church at their direction.

(5) Ex-officio members, without vote, of all teams, and according to Article IV paragraph 6. B. shall serve as Moderator at all business meetings of the Church.

B. Specific Duties and Responsibilities. Specific job titles and responsibilities for each member of the Senior Pastors Team shall be assigned by the Church Leadership Team and Personnel Team.

4. Resignation. Each member of the Senior Pastors Team shall give at least a thirty (30) days notice of their resignation.

5. Termination. Upon recommendation of the Personnel Team, termination of a member of the Senior Pastors Team shall be by majority consent of the following teams/parties at a special meeting called for that purpose:

- A. Church Leadership Team;
- B. Budget Administration Team;
- C. Personnel Team;
- D. Trustees; and
- E. Deacons.

6. Waiver of Notice. The Church Leadership Team and Personnel Team, by mutual consent, may reduce or dispense with the requirements of notice of resignation or termination.

7. At Will Employee. Each member of the Senior Pastors Team shall be an employee at will.

8. Quorum and Decisions. A quorum must exist in order for an official meeting of the Senior Pastors Team. A quorum of the Senior Pastors Team shall be the majority of the members of the Senior Pastors Team. A decision by the Senior Pastors Team shall be by the concurrence of a majority of the Senior Pastors Team.

## **ARTICLE VIII PASTORAL STAFF**

1. Qualifications. A member of the Pastoral Staff shall be a man who professes Jesus Christ as Savior, Lord and Master, having been called by God unto the ministry of the gospel. He shall be an ordained minister whose Christian character and qualifications are consistent with the doctrines of this Church and the criteria set forth in the Holy Bible at I Timothy 3:1-7 and Titus 1:5-9.

2. Duties and Responsibilities. The Pastoral Staff shall lead, coordinate and direct functions, programs, and teams in accordance with their job descriptions as assigned by the Senior Pastors Team and the Personnel Team.

3. Call. Members of the Pastoral Staff shall be called by the Personnel Team and Church Leadership Team in accordance with the positions and job descriptions established and approved by the Personnel Team.

4. Resignation. Members of the Pastoral Staff shall give two (2) week written notice of their resignation. Further, the resignation shall be delivered to a member of the Senior Pastors Team or the Chairman of the Personnel Team.

5. Termination. The termination of employment of a member of the Pastoral Staff shall be made by the approval of the Senior Pastors Team, Church Leadership Team and Personnel Team.

6. Waiver of Notice. The staff member and the Church, by mutual consent, may reduce or dispense with the requirement of notice of resignation or termination.

7. At Will Employee. Each member of the Pastoral Staff shall be an employee at will.

8. Church Member. A newly called member of the Pastoral Staff shall be considered a member of the Church upon assuming his duties.

## **ARTICLE IX DEACONS**

1. Composition. The Active Body of Deacons shall be composed of a minimum of fifty (50) men with additional men to be added as are needed. Each member of the Senior Pastors Team shall serve as ex-officio members.

2. Qualifications. Each deacon shall meet all of the following qualifications:

A. The moral and spiritual qualifications set forth in the Holy Bible in Acts 6:3 and I Timothy 3:8-13.

B. Each deacon shall assume the responsibilities as stated in Paragraph 5 below and the Deacon Ministry Policies after the Church, in accordance with the Church's Policy Guidelines Manual has elected him.

C. Each newly elected deacon shall be twenty-five (25) years of age or older as of the date he takes office.

D. Each deacon shall have been a member of the Church for at least one (1) year immediately proceeding the date on which he takes office, except men who join this Church by an initial profession of faith shall have been a member for two (2) consecutive years. At the discretion of the Pastoral Staff representative(s) assigned to the Active Body of Deacons, waivers to the one (1) year membership requirement may be considered for former members, especially former deacons of the Church.

3. Nomination, Election and Rotation. The nomination, election and rotation of the Active Body of Deacons shall be in accordance with the provisions of the Deacon Ministry Policies.

4. Officers. The officers of the Active Body of Deacons shall consist of a Chairman and officers stated in the Deacon Ministry Policies. The selection and responsibility of officers shall be determined in accordance with the Deacon Ministry Policies.

5. Responsibilities. The Active Body of Deacons shall have those responsibilities that are outlined in the Deacon Ministry Policies. In addition, the Active Body of Deacons shall have responsibilities in certain Church business matters, as provided in these Bylaws.

A. The following Church actions require that the said action be presented to the Active Body of Deacons for advice purposes only and not for approval:

(1) The identity of the members of the Trustees and the Church Ministry Teams.

(2) The identity of the chairpersons of the Church Ministry Teams.

(3) The calling of a member of the Senior Pastors Team.

- (4) The calling of a member of the Pastoral Staff.
- (5) The identity of the members from the Pastoral Staff that are part of the Church Leadership Team.
- (6) The termination of employment of a member of the Pastoral Staff.
- (7) The creation of any other ministry teams and the members of such teams pursuant to Article X paragraph 6.

The term “advice purposes” as used herein shall mean information that is provided to the Deacons, but approval is not required.

B. The following Church actions require prior approval from the Active Body of Deacons:

- (1) The termination of a member of the Senior Pastors Team.
- (2) The election of new deacons as members of the Active Body of Deacons.
- (3) The discipline of a Church Member.
- (4) The restoration of a Church Member.

Any action presented to the Active Body of Deacons for approval must originate from the Senior Pastors Team, the Board of Trustees, and/or a Church ministry team.

6. Removal of a Deacon from the Active Body of Deacons. The Senior Pastors Team or the chairman of the Active Body of Deacons may recommend the removal of any deacon who fails to participate or endangers the general welfare or work of the Active Body of Deacons. After deliberation, the Active Body of Deacons by majority vote may remove such deacon.

7. Quorum and Decisions. A quorum must exist in order for an official meeting of the Deacons. A quorum of the Active Body of Deacons shall be 50% plus 1. A decision by the Active Body of Deacons shall be by the concurrence of a majority of the Deacons present and voting.

## **ARTICLE X CHURCH MINISTRY TEAMS**

A Church ministry team is a group of well qualified individuals who are asked to perform certain tasks which the Church, acting as a whole, could not accomplish with the

same efficiency, dispatch and expertise. A quorum must exist in order for an official meeting of a ministry team. A quorum for all Church ministry teams shall be 50% plus 1 and the majority of those in attendance must be laity or nonpaid Church staff. A decision by any Church ministry team shall be by the concurrence of a majority of the members of a particular Church ministry team present and voting. The Church shall have the following ministry teams:

1. Church Leadership Team.

A. Composition and Selection. The members of the team shall consist of the following persons: each member of the Senior Pastors Team, Chairman of the Active Body of Deacons, Chairman of Budget Administration Team, Chairman of Personnel Team, President of Trustees, Chairman of the First Orlando Foundation, Chairman of the building committee, and Chairman of the First Academy, Inc.'s Board of Directors and any other person(s) as nominated by the Senior Pastors Team and approved by the Church Leadership Team. The team shall not exceed thirteen (13) members, and the majority of the Church Leadership Team must be laity or nonpaid Church staff.

B. Responsibilities. The team shall have the following responsibilities:

(1) First approve and then present any matters that require Deacon Body and/or Church approval.

(2) Those responsibilities as outlined in these Bylaws.

(3) Those responsibilities as outlined in the Church Policy Guidelines Manual.

(4) Approve persons nominated to serve on Board of Trustees and Ministry Teams.

(5) Approve persons nominated to serve as President of the Board of Trustees and Chairman of each Ministry Team.

(6) Approve any expenditure of funds that exceed Five Hundred Thousand Dollars (\$500,000.00) annually.

(7) Approve the sale, lease, conveyance or transfer of any Church asset that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(8) Approve the sale, lease, conveyance or transfer of an asset owned by an entity in which the Church is the sole or majority owner that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(9) Review, approve and/or ratify any major Church capital campaign that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(10) Review, approve and/or ratify any Church construction project that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(11) Approve the proposed annual budget of the Church.

2. Budget Administration Team. The purpose of this team is to maintain the fiscal responsibility of the Church.

A. Composition and Selection. The team shall have at least nine (9) members. The members shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. One (1) of the members must be a member of the Active Body of Deacons, one (1) of the members must be the President of Trustees and (1) of the members must be the Personnel Team Chairman. Each member may serve up to three (3) consecutive three (3) year terms and until his or her successor has been appointed, or until his or her resignation or removal. It is intended that terms of members be staggered so that the terms of approximately one-third of the members end each year. In order to accomplish this objective, members may be appointed to a term of fewer than three (3) years as deemed necessary and appropriate. When a position as member is vacated prior to completion of the term, the Senior Pastors Team may nominate a member to complete the unexpired portion of the term, and the said member shall be approved by the Church Leadership Team. The chairman of the team shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. The chairman of the team may serve for a one (1) year term and up to and not to exceed three (3) consecutive one (1) year terms or until his or her successor has been appointed or upon his or her resignation or removal.

B. Qualifications. The members of the Budget Administration Team shall meet all of the following qualifications:

(1) Demonstrates a mature Christian walk and sound moral character.

(2) An active member of the Church for at least two (2) years immediately preceding the date on which he/she takes office.

(3) At least twenty-five (25) years of age or older as of the date he/she takes office.

(4) Consistently attends the Church's services.

(5) Supports the Church financially by at least tithing.

C. Responsibilities. The team shall have the following responsibilities:

(1) Along with the appropriate Church staff, prepare the proposed annual budget of the Church and then present it for approval to the required Church teams.

(2) Cause the delivery of the proposed annual budget to all Church members. Such delivery shall occur by mail or email published in the Church's weekly newsletter.

(3) Review the Church's monthly financial reports to ensure adherence to the Church's approved budget.

(4) Review annual audit of the Church's financial records and to ensure implementation of audit recommendations.

(5) Review and approve on a yearly basis a spending policy to establish guidelines for the prudent use of the Church's funds, including but not limited to budgeted items, current and future needs, endowment assets, reserve accounts, and other long-term investments.

(6) Those responsibilities as outlined in the Church Policy Guidelines Manual.

(7) Any additional responsibilities requested by the Senior Pastors Team or Church Leadership Team.

(8) Approve the sale, lease, conveyance or transfer of any Church asset that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(9) Approve the sale, lease, conveyance or transfer of an asset owned by an entity in which the Church is the sole or majority owner that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(10) Review, approve and/or ratify any major Church capital campaign that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(10) Review, approve and/or ratify any Church construction project that exceeds Five Hundred Thousand Dollars (\$500,000.00).

(11) Approve the proposed annual budget of the Church.

3. Personnel Team.

A. Composition and Selection. The team shall have at least nine (9) members. The members shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. One (1) of the members must be a member of the Active Body of Deacons and one (1) of the members must be the Budget Administration Team Chairman. Each member may serve up to three (3) consecutive three (3) year terms and until his or her successor has been appointed, or until his or her resignation or removal. It is intended that terms of members be staggered so that the terms of approximately one-third of the members end each year. In order to accomplish this objective, members may be appointed to a term of fewer than three (3) years as deemed necessary and appropriate. When a position as member is vacated prior to completion of the term, the Senior Pastors Team may nominate a member to complete the unexpired portion of the term, and the said member shall be approved by the Church Leadership Team. The chairman of the team shall be nominated by the Senior Pastors Team and approved by the Church Leadership Team. The chairman of the team may serve for a one (1) year term and up to and not to exceed three (3) consecutive one (1) year terms or until his or her successor has been appointed or upon his or her resignation or removal.

B. Qualifications. The members of the Personnel Team shall meet all of the following qualifications:

(1) Demonstrates a mature Christian walk and sound moral character.

(2) An active member of the Church for at least two (2) years immediately preceding the date on which he/she takes office.

(3) At least twenty-five (25) years of age or older as of the date he/she takes office.

(4) Consistently attends the Church's services.

(5) Supports the Church financially by at least tithing.

C. Responsibilities. The team shall have the following responsibilities:

(1) Serve in an advisory capacity to the Senior Pastors Team and Pastoral Staff regarding staff additions, deletions and/or job status changes.

(2) Create a compensation subcommittee who shall make salary and overall compensation recommendations to the Personnel Team. At least 3 members of the compensation subcommittee shall be the current Chairmans of the Personnel Team and Budget Administration Team and the President of the Trustees.

(3) Approve job descriptions for the Pastoral Staff and staff associates.

(4) Develop and maintain a Church staff salary and benefit program.

(5) Evaluate performance and set appropriate salary changes of the members of the Senior Pastors Team, the Pastoral Staff and staff associates.

(6) Survey appropriate level of salary and benefits for the members of the Senior Pastors Team, the Pastoral Staff and staff associates.

(7) Those responsibilities as outlined in these Bylaws.

(8) Those responsibilities as outlined in the Church Policy Guidelines Manual.

(9) Approve the proposed annual budget of the Church.

(10) Any additional responsibilities requested by the Senior Pastors Team or Church Leadership Team.

#### 4. The Church/School Committee.

A. Composition and Selection. The Church/School Committee is the Church's representative in and for all matters of The First Academy, Inc. (hereinafter referred to as "TFA") and is the only entity or individual authorized to serve in this capacity. The Church/School Committee is comprised of either seven (7) or nine (9) persons, who shall be the following:

(1) One or more members of the Senior Pastors Team;

(2) TFA's President/Head of School;

(3) The Chairman of TFA's Board of Directors or his designee;

(4) The remaining members of the Church/School Committee shall be selected as follows:

a. The Senior Pastors Team shall submit up to five (5) names to the Church Leadership Team and TFA's President/Head of School shall submit up to five (5) names to the Church Leadership Team. Names of persons that are on both submittals shall be members.

b. The remaining members shall be chosen by the Church Leadership Team from the two submittals.

The chairman of the Church/School Committee will be nominated by the Senior Pastors Team and approved by the Church/School Committee. The chairman may serve for a one (1) year term and up to and not to exceed three (3) consecutive one (1) year terms or until his or her successor has been appointed or upon his or her resignation or removal. Each member of the Church/School Committee may serve up to three (3) consecutive three (3) year terms and until his or her successor has been appointed, or until his or her resignation or removal.

B. Qualifications. The members of Church/School Committee shall meet all of the following qualifications:

- (1) Demonstrates a mature Christian walk and sound moral character.
- (2) An active member of the Church for at least two (2) years immediately preceding the date on which he/she takes office.
- (3) At least twenty-five (25) years of age or older as of the date he/she takes office.
- (4) Consistently attends the Church's services.
- (5) Supports the Church financially by at least tithing.

C. Responsibilities. The Church/School Committee shall have the power and responsibility to:

- (1) Review, approve and/or ratify TFA's purchase or sale of real estate.
- (2) Review, approve and/or ratify any major capital campaign proposal by TFA that exceeds Five Hundred Thousand Dollars (\$500,000.00).
- (3) Review, approve and/or ratify any construction project by TFA that exceeds Five Hundred Thousand Dollars (\$500,000.00).
- (4) Review, approve and/or ratify any debt by TFA that exceeds Five Hundred Thousand Dollars (\$500,000.00).
- (5) Review on a yearly basis a spending policy to establish guidelines for the prudent use of TFA's funds, including but not limited to budgeted

items, current and future needs, endowment assets, reserve accounts, and other long-term investments.

(6) Review, approve and/or ratify any change to TFA's mission, statement of faith, ownership, Articles of Incorporation, and/or Bylaws.

(7) Approve all candidates nominated by the Chairman of TFA's Board of Directors and President/Head of School to serve as directors of TFA's Board of Directors.

(8) Approve the individual as selected by TFA's Board of Directors to serve as TFA's President/Head of School.

(9) Review and approve TFA's audited financial reports.

(10) Review and discuss TFA matters of significance that could/might positively or negatively affect the health, viability, and/or future of TFA, the Church or their shared campuses.

D. First Academy, Inc. Board of Directors. The Board of Directors and Head of School/President, subject to The First Academy's, Inc.'s Bylaws, are granted comprehensive operating authority over TFA by First Baptist Church of Orlando, Inc., which is represented by the Church/School Committee. The comprehensive operating authority includes, but is not limited to, policy creation, budget development/approval, tuition setting, student admissions, facilities, campus safety, matters related to tuition-assistance, personnel/human resource issues, student discipline decisions, all complaints/conflict resolution, curriculum selection/implementation, nomination of board members, strategic communication, and setting any and all terms of employment for the President/Head of School who is an employee of TFA

TFA's Board of Directors shall consist of at least five (5) members and each Director shall be nominated by the Chairman of TFA's Board of Directors and President/Head of School and approved by Church/School Committee. Each Director shall be at least twenty-five (25) years of age and of demonstrated and sound Christian character. The majority of TFA's Board of Directors shall be active members of the Church.

5. Additional Teams. Any other teams deemed necessary for the proper functioning of the Church shall be created by the Senior Pastors Team and Church Leadership Team and the members of such teams shall be appointed by the Church Leadership Team.

6. Removal of a Member from a Ministry Team. The Senior Pastors Team or the chairman of the affected ministry team may recommend the removal of any member who fails to participate or endangers the general welfare or work of a ministry team.

After deliberation, the affected ministry team by majority vote may remove such member.

7. Approval of Annual Budget, High Value Transactions and Spending Policy.

A. Budget. The Budget Administration Team shall prepare the proposed annual budget in consultation with appropriate Church staff. The proposed budget shall be:

- (1) First reviewed and approved by the Budget Administration Team;
- (2) Then submitted to the Church Leadership Team for approval;
- (3) Then submitted to the Board of Trustees for final approval.

Each body must formally record its approval before the next body acts. Once approved by the Board of Trustees, the annual budget shall be deemed adopted.

B. The Sale, Lease, Conveyance, or Transfer of any Church Asset That Exceeds Five Hundred Thousand Dollars (\$500,000.00). The sale, lease, conveyance, or transfer of any Church asset that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church Leadership Team;
- (2) Budget Administration Team;
- (3) Board of Trustees.

Each body must formally record its approval before the next body acts. No such transaction shall be effective without all three approvals.

C. The Sale, Lease, Conveyance, or Transfer of any Asset Owned by an entity in which the Church is the Sole or Majority Owner That Exceeds Five Hundred Thousand Dollars (\$500,000.00). The sale, lease, conveyance, or transfer of any of any asset owned by an entity in which the Church is the sole or majority owner that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church Leadership Team;
- (2) Budget Administration Team;

- (3) Board of Trustees.

Each body must formally record its approval before the next body acts. No such transaction shall be effective without all three approvals.

D. Church Spending Policy. The Church's spending policy shall annually require the sequential approval of the following bodies, in the order listed:

- (1) Budget Administration Team;
- (2) Board of Trustees.

Each body must certify its approval in writing before the said spending policy is enacted.

E. Church Capital Campaign that exceeds \$500,000.00. Any Church capital campaign that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church Leadership Team;
- (2) Budget Administration Team;
- (3) Board of Trustees.

Each body must formally record its approval before the next body acts. No such capital campaign shall be effective without all three approvals.

F. Church Construction Projects that Exceeds \$500,000.00. Any Church construction project that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church Leadership Team;
- (2) Budget Administration Team;
- (3) Board of Trustees.

Each body must certify its approval in writing before funds are committed or disbursed.

G. TFA Capital Campaign that exceeds \$500,000.00. Any TFA capital campaign that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church/School Committee

- (2) Church Leadership Team;
- (3) Budget Administration Team;
- (4) Board of Trustees.

Each body must formally record its approval before the next body acts. No such capital campaign shall be effective without all four approvals.

H. TFA Construction Projects that Exceeds \$500,000.00. Any TFA construction project that exceeds Five Hundred Thousand Dollars (\$500,000.00) shall require the sequential approval of the following bodies, in the order listed:

- (1) Church/School Committee
- (2) Church Leadership Team;
- (3) Budget Administration Team;
- (4) Board of Trustees.

Each body must certify its approval in writing before funds are committed or disbursed.

## **ARTICLE XI CHURCH POLICY GUIDELINES MANUAL**

If the Church has a Church Policy Guidelines Manual, then it shall be maintained and kept in the Church office. The manual shall be made available to any Church member upon request.

## **ARTICLE XII LIABILITY**

1. Limitation. The personal liability is hereby eliminated entirely of a Trustee, Deacon, officer, a member of a ministry team, and any person(s) so determined by the Trustees (hereinafter referred to in this Article as an “Indemnified Person”) for monetary damages for breach of duty of care or other duty as an Indemnified Person; provided that such provision shall not eliminate or limit the liability of an Indemnified Person: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Church; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the Indemnified Person derived an improper personal benefit; or (iv) for any excise tax prescribed by Internal Revenue Code, Sections 4958 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Church from providing insurance in connection with such excise taxes).

2. Amendment. Any repeal or modification of the provisions of this provision shall be prospective only, and shall not adversely affect any limitation on the personal liability of an Indemnified Party of the Church with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the Trustees present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination of limitation of liability of Trustees, then the liability of an Indemnified Party of the Church shall be widened to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation of personal liability provided herein.

3. Indemnification. The Church agrees to indemnify the Indemnified Person in accordance with this Paragraph 3.

A. Definitions. The following terms as used in this Paragraph 3 shall have the meanings set forth below.

(1) "Church" includes any domestic or foreign predecessor entity of the Church in a merger or other transaction in which the predecessor's existence ceased on consummation of the transaction. In addition, "Church" includes any domestic or foreign predecessor entity that is solely owned by the Church.

(2) "Expenses" includes all reasonable counsel fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, being or preparing to be a witness in, or otherwise participating in, a Proceeding, including any appeals.

(3) "Liability" includes the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable Expenses actually incurred with respect to a Proceeding.

(4) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a Proceeding.

(5) "Proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, arbitratative or investigative and whether formal or informal.

(6) "Reviewing Party" shall mean the person or persons making the entitlement determination pursuant to this Paragraph and shall not include a court making any determination under this Paragraph or otherwise.

(7) "Independent Legal Counsel" shall mean a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither at the time of retention is, nor in the five years preceding the date of such retention has been, retained to represent: (i) the Church or an Indemnified Person in any matter material to either party; or (ii) any other Party to the Proceeding giving rise to a claim for indemnification under this Agreement. Notwithstanding the foregoing, the term "Independent Legal Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Church or an Indemnified Person in an action to determine an Indemnified Person's rights under this Agreement.

B. Standard of Conduct. Except as provided in Paragraph G below, the Church shall indemnify an Indemnified Person in the event an Indemnified Person is made a Party to a Proceeding because he or she is or was an Indemnified Person or Officer against Liability incurred in the Proceeding if:

(1) the Indemnified Person conducted himself or herself in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church; and

(2) in the case of any criminal Proceeding, the Indemnified Person had no reasonable cause to believe his or her conduct was unlawful.

C. No liability for Certain Amounts. Notwithstanding any other provision of this Agreement, the Church shall not be liable for any amount paid by the Indemnified Person in settlement of any Proceeding that is not defended by the Church, unless the Church has consented to the settlement, which consent shall not be unreasonably withheld. The Church shall not be required to obtain the consent of the Indemnified Person to the settlement of any Proceeding which the Church has undertaken to defend if the Church assumes full and sole responsibility for the settlement and the settlement grants the Indemnified Person a complete and unqualified release in respect of the potential Liability.

D. Advances for Expenses.

(1) The Church shall, before final disposition of a Proceeding, advance funds to pay for or reimburse the reasonable Expenses incurred by the Indemnified Person as a Party to the Proceeding if the Indemnified Person delivers to the Church the Indemnified Person's written undertaking to repay any funds advanced if it is ultimately determined that the Indemnified Person is not entitled to indemnification under this Paragraph.

(2) The undertaking required herein must be an unlimited general obligation of the Indemnified Person but need not be secured and shall be

accepted without reference to the Indemnified Person's financial ability to make repayment.

E. Authorization of and Determination of Entitlement to Indemnification.

(1) The Church and the Indemnified Person acknowledge that indemnification of the Indemnified Person under this Article of this Agreement has been pre-authorized by the Church. Nevertheless, the Church shall not indemnify the Indemnified Person under this Article unless a separate determination has been made in the specific case that indemnification of the Indemnified Person is permissible in the circumstances because the Indemnified Person has met the relevant standard of conduct set forth in this Paragraph.

(2) The determination referred to in this Paragraph shall be made, at the election of the Board of Trustees, by any of the following Reviewing Parties:

a. by the Board of Trustees by a majority vote of a quorum consisting of Disinterested Trustees; or

b. by a majority vote of a committee duly designated by the Board of Trustees (in which designation Trustees who do not qualify as Disinterested Trustees may participate) consisting solely of two or more Disinterested Trustees; or

c. by Independent Legal Counsel: (A) Selected in the manner prescribed in Paragraph a or b immediately above; or (B) If a quorum of Trustees cannot be obtained for purposes of Paragraph a and the committee cannot be designated under Paragraph b, selected by a majority vote of the full Board of Trustees (in which selection Trustees who do not qualify as Disinterested Trustees may participate).

F. Cooperation by Indemnified Person. The Indemnified Person shall cooperate with the Reviewing Party with respect to its determination of his or her entitlement to indemnification, including providing to the Reviewing Party on reasonable advance request any documentation or information which is not privileged or otherwise protected from disclosure, and which is reasonably available to the Indemnified Person and reasonably necessary to the determination. Any Expenses incurred by the Indemnified Person in cooperating with the Reviewing Party shall be borne by the Church, regardless of the determination as to the Indemnified Person's entitlement to indemnification.

G. Limitations on Indemnification. Regardless of whether the Indemnified Person has met the relevant standard of conduct set forth in Section 3(b), nothing in this Agreement shall require or permit indemnification of the Indemnified Person for any Liability or Expenses incurred in a Proceeding in which a judgment or

other final adjudication establishes that the Indemnified Person's actions or omissions to act were material to the cause of action so adjudicated and constitute:

(1) a violation of criminal law, unless the Indemnified Person had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(2) a transaction from which the Indemnified Person derived an improper personal benefit;

(3) willful misconduct or a conscious disregard for the best interests of the Church.

### **ARTICLE XIII APPROVAL OF BYLAWS**

The approval of these Bylaws shall affect the complete repeal of all previously approved Bylaws.

### **ARTICLE XIV AMENDMENTS**

1. Bylaws. Amendments to the Bylaws may be made at any special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

A copy of these Bylaws shall be kept by the Secretary at all times along with amendments to or revisions thereof. Up-to-date copies shall also be maintained in the Church office and made available to any Church member upon request.

2. Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

A copy of the Articles of Incorporation shall be kept by the Secretary at all times along with amendments to or revisions thereof. Up-to-date copies shall also be maintained in the Church office and made available to any Church member upon request.