



CORPORATE BYLAWS OF ONE KINGDOM ALLIANCE INTERNATIONAL & ICHURCH

****Amended November 11, 2023.****

ARTICLE 1 NAME, PRINCIPAL OFFICE & MISSION

1.01 Name. The name of this religious nonprofit organization is One Kingdom Alliance International & IChurch. Our name has been incorporated by the Secretary of State Department of North Carolina as One Kingdom Alliance International DBA IChurch. In promotional documents, it could be mentioned as One Kingdom Alliance or by its initials OKA as well as IChurch.

1.02 Principal Office. The principal office of the Corporation shall be located in Hickory, Catawba County, North Carolina. The Elder Board of the Corporation shall have full power and authority to change any office from one location to another, either in North Carolina or elsewhere.

1.03 Mission. Inspire People, Help People, and Break Bondage for His Glory.

1.04 S. Corporation: the type of corporation that we are before the State Department and state and federal government agencies. The Executive Official/Resident Agent must be the same that appears written in the State Department as Resident Agents (which is Pastor Carlos Rodriguez as of Jan 18, 2013). This person is a legal representative of the institution. The internal government may have more members than what is stipulated as Resident Agents according to the government; therefore, those enrolled in the government must remain on that board. The way of electing those resident agents must be stipulated in a written document. The way of governing and duration of their term must be stipulated. The placement and removal of these officials depend exclusively and uniquely as provided in its regulations by a common agreement.

These bylaws govern the affairs of One Kingdom Alliance International & IChurch. These bylaws are conducted based on Article 2 Creed of Faith and this Corporation and Elder Board reserve(s) the right to deny, modify, or clarify related individual cases without bias.

ARTICLE 2 CREED OF FAITH

WHAT WE BELIEVE:

2.01 THE TRINITY OF GOD: We believe in the one eternal God that was, that is, and is to come, infinitely sovereign of the Universe, established by the Holy Word of God, Jehovah (Father), Jesus (Son), and Holy Spirit (Counselor). These three are in co-existence of God, Father, Son, and Holy Spirit, in Divine Unity, Divine Nature, and Essence. The doctrine of the Trinity (although does not appear in scripture) expresses that inside the being and the activities of the Unique God, there are three distinct entities: Father, Son, and Holy Spirit. (Gen. 1:26, Mt. 28:19, Jn. 14:26, 15:26-27, 1 Pet. 1:2, Gal. 4:4-6; 1 Jn. 5:7-9)

2.03 JESUS CHRIST: We believe in Jesus Christ as the second person in the Trinity. He is eternally as one with the Father, and they were united as one person; fully God, fully man, and the God of man. We believe that Jesus Christ died for our sins, was raised from the dead, and ascended into heaven having conquered death through the perfect and sinless human sacrifice of His own life and now intercedes for us (Mt. 1:20-25,

16:15-16, Lk. 1:26-35, Acts 2:22-36, Rom. 8:3-4,32-34, Gal. 4:4-5, Phil. 2:5-11, Col. 1:12-22, 1 Tim. 6:14-16, Heb. 1:1-5, 7:22-28, 9:24-28, 1 Jn. 1:1-3, 4:2-3, 15). We believe that He is the only way to the salvation of mankind. Heb. 7:25 - "Therefore he can save completely those who come to God through him because he always lives to intercede for them"

2.03 HOLY SPIRIT: We believe in the Holy Spirit as the third person of the Divine Trinity, that He is always present and active in the Church of Christ, that His function is to convict the world of sin, restoring those that repent, sanctifying those that believe, and is a guide to the truth that is found in Jesus Christ. We believe in the manifestation and the power of the Holy Spirit freely and voluntarily (Jn. 7:39, 16:7-15, 1-4, Rom. 8:1-27, 2 Thes. 2:13, 1 Jn. 3:24). The Holy Spirit's dwelling place is in the lives of those that have accepted the salvation through Jesus Christ. 1 Cor. 2:10-12 - "These are the things God has revealed to us by his Spirit. The Spirit searches all things, even the deep things of God. 11) For who knows a person's thoughts except their own spirit within them? In the same way, no one knows the thoughts of God except the Spirit of God." 12) What we have received is not the spirit of the world, but the Spirit who is from God, so that we may understand what God has freely given us.

2.04 THE HOLY SCRIPTURES: We believe in the full inspiration of the Holy Scriptures, by which we understand that the 66 books of the Old and New Testament were given by divine inspiration revealing infallibly the will of God necessary for our salvation and life according to God's perfect will (Lk. 24:44-47, 1 Cor. 15:3-4, 2 Tim. 3:15-17, 2 Pet. 1:20-21).

2.05 ATONEMENT: We believe that Jesus Christ by His sufferings, by the shedding of his precious blood, and His death on the cross, made a full atonement for all the sins of humanity. We believe that this atonement is the only way of salvation and is sufficient for every individual who repents and believes (Rom. 3:25, 1 Jn. 2:2, 4:10).

2.06 REPENTANCE: As the Holy Spirit convicts, we realize we have sinned. Repenting is turning your back on sin and following God by allowing God to change your life around for the good. The Spirit of God also gives help to all those who want to repent, so that they can believe, receive forgiveness, and continue their spiritual walk (Ps.32:5-6, Is. 55:6-7, Ezek. 18:30-32, 33:14-16, Lk.13:1-5, Acts 2:38, 3:19). **THAT IS SALVATION IN CHRIST JESUS!** Jn. 3:16 – "For God so loved the world that He gave His only Son, that whoever believes in Him shall not perish but have everlasting life." Rom. 3:23 – "For all have sinned and fall short of the glory of God." (Rom. 10:9-10; Heb. 7:25; Acts 2:21,4:12,16:31; Ti. 2:11-12; Lk. 19:10; I Tim. 2:5)

2.07 BAPTISM: We believe that Christian baptism, commanded by our God, is an outward testimony that signifies the acceptance of the benefits of the atonement of Jesus Christ. To the believer, it declares their faith in Jesus Christ as their only Savior and His full purpose of obedience to holiness and justice. Baptism is a symbol of a new covenant. Baptism should be administered by immersion according to the Holy Scriptures. Any other form does not support the definition of the word baptism, which implies the submersion below the waters. Only in the case of being physically incapable, will there be an alternative method (Mt. 3:12, 8:16-20, Acts 2:37-41, 8:35-39, 10:44-48, 19:1-3, Rom.6:3-4, Gal. 3:26-28, Col. 2:12). We do not believe in the baptism of babies, since they do not understand the concept of sin; only when a person recognizes their guilt and repents may they have the right to be baptized. However, we do believe in the dedication of babies.

Before being baptized the person should know the following:

- What baptism mean: "Having been buried with him in baptism, in which you were also raised with him through your faith in the working of God, who raised him from the dead?" (Col. 2:12)
- Baptism has significance: Die to the old life and live a new life.
- Being underneath the waters means: You are leaving the old life behind.
- Coming out of the water means: You are raised into a new life in Christ.
- Who should be baptized? Those that have CONFESSED and BELIEVE in the Lord. Romans 10:9 - "If you confess with your mouth Jesus as Lord and believe in your heart that God raised Him from the dead, you will be saved."
- Baptism is by immersion (submerged in the waters) Why? Because:
- The Word baptism comes from the Greek word bapto or BAPTIZO, which means "submerged below." In ancient times there existed a profession called baptizer. These were the ones that would take the clothing and submerge them below the waters so that they would take on a certain color. To not be

submerged (underneath) does not complete the definition of what baptism means. The body must be submerged (below) in the waters. This is what the word indicates.

- Baptism is a declaration of faith. To be baptized implies giving an example to all as to who you were and what you have done. Baptism does not forgive sins, that is only done by Jesus. Jesus Christ himself, being innocent of all sin, went to the waters and was submerged in baptism by John the Baptist—the same way we, the body of Christ, should be submerged in His presence and give testimony of our faith. This is a way of letting the world know that there is a new beginning.

2.08 THE SECOND COMING OF CHRIST: We believe that the Lord Jesus Christ will come once again and that those who are living during the time of His coming will not precede those who have fallen asleep in Christ Jesus. Even more, if we have remained in Him, we will be captured with the holy resurrected saints to reunite with the Lord in the air, and we will always be with Him. The time of the coming of the Lord Jesus Christ is unknown to mankind (Mt. 25:31-46, Jn. 14:1-3, Acts 1:9-11, Phil. 3:20-21, 1 Thes. 4:13-18, 2 Pet. 3:3-15, Rev. 1:7-8, 22:7-20).

2.09 THE RESURRECTION, THE JUDGEMENT, AND ETERNITY: We believe in the resurrection of the dead, that the bodies, the unjust as well as the just, will be revived and united with its spirit. Those that believed, and therefore lived for Christ, will go out of this resurrection to eternal life. As well, those that did not will go out of this resurrection to eternal damnation. We believe in the future judgment in which all persons will go before God to be judged according to their acts in this life. We believe that those who are saved by believing in Jesus Christ, our Lord, have eternal salvation, and therefore will receive the joy in a glorious eternal life with Jesus. Those that remain in disobedience until the end will suffer eternally in Hell (Is. 26:19, Dan. 12:2-3, Mt. 25:31-46, Mk. 9:43-48, Lk. 16:19-31, 20:27-38, Jn. 5:25-29, Rom. 2:1-16, 14:7-12, 1 Cor. 15:12-58, 2 Cor. 5:10).

2.10 MARRIAGE: We believe that the Marriage Institution was ordained by God. Marriage should be a relationship exclusively between one man and one woman, in which both convert into one body being united physically, emotionally, intellectually, and spiritually. The intention is that this institution would last a lifetime. The union is assured by a holy vow, an alliance, and consummated by physical unity; faithfulness, care, and mutual support must be in the foundation of the marriage. The marriage covenant is morally bound while both spouses are living. Breaking this covenant is a violation of the divine plan of the perpetuity of marriage. By this conviction, we oppose same-sex marriage (Gen. 1:26-28, 2:23-24, Mal. 2:13-16, Mt. 19:3-9, Eph. 5:21-33, 1 Thes. 4:3-8, Heb. 13:4). We believe that each case of the separation of a marriage is treated individually and particularly according to the specific situation of each couple.

Addition on January 28th, 2019: “We believe that God has established marriage as a lifelong, exclusive relationship between one naturally and physically born male and one naturally and physically born female and that all intimate sexual activity outside the marriage relationship, whether heterosexual, homosexual, or otherwise, is immoral and therefore sin (Gen. 2:24-25; Ex. 20:14, 17, 22:19; Lev. 18:22-23, 20:13, 15-16; Mt. 19:4-6, 9; Rom. 1:18-31; I Cor. 6:9-10, 15-20; I Tim. 1:8-11; Jd. 7). We believe that God created the human race as either male or female and that all conduct with the intent to adopt a gender other than one’s birth gender is immoral and therefore sin (Gen. 1:27; Deut. 22:5).”

2.11 DIVORCE OR SEPARATION OF MARRIAGE: Marriages that are found involved in situations of the infidelity of a spouse should look to prayer as a redeeming course of action in pure harmony with their vows and in the clear teaching of the Scriptures, with the purpose of saving the home and guarding the good name of Christ and the church. Couples who are experiencing serious marriage problems should search for the counsel and guidance of their pastor or whichever spiritual leader is appropriate. To not comply with these steps of good faith and with a sincere desire to search for a Christian solution, obtaining a divorce and remarriage could result in one or both spouses being pulled from serving. This disciplinary action will be determined by the Pastoral and/or Clergy Bodies. When a marriage has separated, we believe that Christ can redeem them, just like with the Samaritan woman at the well. Spouses are encouraged to look for the grace of God and his redeeming help in the marriage relationship. The couples can be received back to serving after they have presented evidence of reconciliation, and they have understood the holiness of Christian marriage (Mt. 5:31-32, Mt. 19:3-9, Rom. 7: 1-3, 1 Cor. 7:10-16, Mk. 10:1-12). We believe that each case of the separation of marriage is treated individually and particularly, according to the specific situation of each couple.

2.12 HOMOSEXUALITY: We love the individuals but cannot accept this lifestyle. We recognize the socially acceptable stance on this matter, and we take the Biblical view that homosexuality is contrary to the laws of God and nature and therefore recognize the profoundness of its perversion and therefore are

compelled to deny membership to those who willingly practice this sin. We would encourage those caught in this web of deception to remember Jesus loves them and died to set them free and OKA is here to help break bondage and set prisoners free through Jesus (giving us the Biblical mandate to deny membership). In case of the revelation of the sinful condition in one of the members, this person will be considered for removal of membership from the church after trying to restore them, and it not being fruitful (Gen. 1:27, 19:1-25, Lev. 20:13, Rom. 1:26-27, 1 Cor. 6:9-11, 1 Tim. 1:8-10).

2.13 ABORTION: At IChurch we believe in the sacredness of human life as God, the Creator, has established it, and that it should be defended for a child even if it has not yet been delivered. We believe a child is born at conception. Therefore, we oppose abortion induced by all methods, when it is used or for personal convenience or population control. We oppose the laws that authorize abortion. (Ps. 22:10, Ps. 139:13-16)

Note: IChurch is composed of a structure and a constitutional doctrine taken from the Word of God. The creed of faith shall be used to care for the church and its parliamentary rules. This creed is revised and consented by the Elder Board.

ARTICLE 3 AUTONOMY

The Corporation is autonomous and maintains the right to govern its affairs. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Corporation may voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith. All operations and decisions of the Corporation are subject to compliance with the Creed of Faith.

ARTICLE 4 PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes.

- (a). To plant churches and to help churches grow in number by effectively ministering to the people in their geographical location.
- (b). To provide a mentoring relationship with pastors and churches for guidance, encouragement and fellowship.
- (c). To provide training and resources to church plants through a strong network of pastors throughout the Body of Christ.
- (d). To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location through the Corporation's combined or separate formation of a church, ministry, charity, school or eleemosynary institution, without limitation.
- (e). To collect and disburse any necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of North Carolina and elsewhere.
- (f). To make distributions to organizations that qualify as exempt organizations under the IRS section on Churches, Integrated Auxiliaries, and Conventions or Associations of Churches. Churches (including integrated auxiliaries and conventions or associations of churches) that meet the requirements of section 501(c)(3) of the Internal Revenue Code are automatically considered tax-exempt and are not required to apply for and obtain recognition of exempt status from the IRS. Donors are allowed to claim a charitable deduction for donations to a church that meets the section 501(c)(3) requirements even though the church has neither sought nor received IRS recognition that it is tax-exempt.

(g). Ministering through the breaking of bread (food and rest) with the intention of Biblical belief of fellowship “Koinonia” as instructed by Jesus, this is a healing process through the fellowship of believers.

ARTICLE 5 POWERS AND RESTRICTIONS

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

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

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

ARTICLE 6 MEMBERSHIP

6.01 Membership. The Corporation shall have one class of membership:

(a). “ICChurch Members” of the Corporation shall be those that wish to avail themselves of the fellowship of the Corporation but do not have the right to vote or make organizational decisions.

The Elder Board may adopt and amend the qualifications and application procedures for the classes of membership in the Corporation as they deem necessary. Power to manage and govern the Corporation shall be vested in the Elder Board as outlined in Article 7 of these Bylaws. As such, members are not entitled to vote in person, by proxy, or otherwise.

6.02 Qualifications for ICChurch Membership. The minimum qualifications for ICChurch Members are as follows:

- (a). Substantial agreement with the creed of faith established by the Corporation; and
- (b). Any additional criterion as established by the Elder Board.

ARTICLE 7 MANAGEMENT OF THE CORPORATION Elder Board

7.01 Duties of Board Members. Elder Board Members shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be

in the best interest of the Corporation. Elder Board Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. An Elder Board Member is not relying in good faith if the Board Member has knowledge concerning a matter in question that renders reliance unwarranted.

Board Members are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

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

7.03 Interested Parties. Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Corporation and a Board Member of the Corporation is not automatically void or voidable simply because the Board Member has a financial interest in the contract or transaction.

7.04 Actions of Elder Board. The Elder Board shall act by consensus. However, the vote of a majority of the Board Members and President present and voting in a meeting at which a quorum is present shall be sufficient to constitute the act of the Elder Board unless the expressed presence of a greater number is required by law or specified by these Bylaws. A Board Member who is present at a meeting and abstains from a vote is considered to be present but not voting for the purpose of determining the decision of the Elder Board. Board Members may not be present by proxy. A Quorum is reached when 25% or more of board members are present, including the Chief Executive. If 25% of the board is present, but the Chief Executive is not present, a Quorum has NOT been reached.

7.05 No Compensation. Board Members shall not receive salaries or compensation for their services to the Elder Board. The Elder Board may adopt a resolution providing for payment to Board Members for expenses of attendance, if any, at a meeting of the Elder Board. A Board Member may serve the Corporation in any other capacity and receive reasonable compensation for those services.

7.06 Removal of Elders and Clergy. The Elder Board may vote to remove a Member or any ordained clergy, other than the Chief Executive, at any time, with or without cause. The Chief Executive of the Board may only be removed with cause. A meeting to consider the removal of a Board Member may be called and noticed following the procedures provided in these Bylaws. A Board Member may be removed by the affirmative vote of a majority of the Board Members. If the removal of the Chief Executive of the Board is being voted on with cause, this must be approved by a unanimous vote of the Elder Board. Non-voting External Advisors should be contacted for advice on how to proceed.

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

7.08 Corporation Questions. In any case, where a question arises regarding membership, questions of Corporation property, or with respect to any other matter that shall arise concerning the Corporation, its internal workings, and its governance by any member, the Board Members shall decide such question by majority vote.

7.09 Deadlock. In the case where the Elder Board shall, by reason of deadlock (whether because an even number of Board Members is seated on the Elder Board, or because certain Board Members are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Elder Board, then, in such instance, the Chief Executive and President decide.

7.10 Veto. The Senior Pastor and Chief Executive hold the right to veto any administrative decision made by the President, Executive Elder, and the organization's CFO that does not pertain to his/her own personal gain or favor that goes contrary to the Creed of Faith. In this case, the decision must be taken to the Elder Board of the church and approved unanimously.

7.11 Administrative decision-making process in IChurch. The administrative decisions in IChurch may be consulted with the Elder Board. However, the Elder Board's designated President, Executive Elder, and the organization's CFO have been authorized for business decision-making. Decisions may be made via text, email, or video chats, depending upon circumstances-subject to a written form.

The decision-making process of this board is as follows:

- (a). Board members discuss/debate and then decide within the time allotted on the agenda, or within a maximum of 24 hours via the communicated method.
- (b). Consensus is attempted within that time.
- (c). If consensus cannot be achieved, the Chief Executive Officer can bring in his/her external advisor(s) for consultation in order to achieve consensus.
- (d). Consensus can be achieved by majority vote when one quarter or more of the Elder Board is present.
- (e). The decision outcome goes to the majority vote. If the vote is split, the decision is left to the Chief Executive.
- (f). The decision is documented.
- (g). All Board members must support the decision – they must speak from “one voice.”
 - For any Monetary decisions up to \$50,000.00, the organization's CFO may consult if needed but is authorized to decide without counsel.
 - For Monetary decisions greater than \$50,000 and up to \$125,000 the President, Executive Elder, and the organization's CFO may vote via any method of communication.
 - For Monetary decisions over \$125,000.00, there must be a majority vote of approval by the Elder Board

ARTICLE 8 OFFICERS

8.01 Founding Board. Consists of the following, according to the State of North Carolina as agreed in the minutes 2013-002 of January 18, 2013:

Ps. Carlos Rodriguez, with a residency at 1532 35th Ave NE, Hickory, NC 28601
Ps. Jesus Figueroa, with a residency at 3443 Section House Rd Apt 4 Hickory NC 28601
Elder, Nada Roberts, with a residency at 815 A Wynnshire Dr. Hickory, NC 28601
Secretary, Keren Soto, with residency at 5452 NC Hwy.16 N, Claremont, NC 28610
Treasurer, Luis Cruz, with residency at 3655 Weyland Dr. Conover NC 28613
Elder, Filiberto Jiménez, with a residency at 3903 Pumpkin Lane, Hickory NC 28613

8.02 Elder Board Positions. The Board Members of the Elder Board, the governing board of the church, shall be the Chief Executive (non-voting member that is the CEO of the organization and referred to as "Chief Executive," "Chief Executive Officer," and "CEO") President, Executive Elder, and Elders. The Elder Board may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

- Chief Executive (non-voting member)
Pastor Carlos Rodriguez, with a residency at: 1532 35th Ave NE Hickory NC 28601

- President
Chiara Jimenez, with residency at 815A Wynnshire Dr. Hickory, NC 28601
- Executive Elder
Sheldon D. Mellon, with residency at 6179 Timberlane Terrace Hickory, NC 28601
- Elders also referred to as “Board Members”
All active and honorary ordained Elders of IChurch

8.03 Declaration of the Board. Support the President appointed, be honest, enthusiastic, open-minded, a united team, willing to work, make decisions, be competent (skilled) in the area they work in, and be full of the Holy Spirit.

8.04 Purpose of the Board. to supervise the activities of the organization to handle the powers and responsibilities of the governing of the church. They are the legal representation of the entity and its only voting members. They must ensure that the statutes and Bylaws (incorporation articles) are obeyed.

- There should never be more than one-quarter of the Board that are employees.
- At no time should immediate family members be serving during the same term.
- If the practices of sin or any immoral act is committed, it allows the Senior Pastor and the Elder Board to meet and then notify the members if they decide it is necessary for dismissal.

8.05 Election and Term of Office. The Chief Executive of the Corporation shall hold office until he/she resigns, is removed, or dies. In the event of a vacancy, for any reason, a successor to the office shall be elected pursuant to the Succession term in Section 8.12 below. The election shall take place at a regular or special meeting of the Elder Board called for the purpose of electing a new Chief Executive.

All other officers of the Corporation shall be appointed through a majority vote of the Elder Board. The term of office of all offices other than that of the Chief Executive shall be three years; however, such officers may serve consecutive terms without limitation. The Chief Executive has the power to appoint any or all positions, the Elder Board must approve them.

8.06 Chief Executive. Chief Executive Officer of the Corporation. Referred to as "CEO" "Chief Executive" and "Chief Executive Officer." Establishes the mission and vision of the organization. Collaborates with the President on issues that arise and need to be brought up or voted on in the next board meeting. Signs and authorizes all official administrative or legal documents of the institution; Presents a proposed budget.

8.07 President. Elder-appointed Non-Clergy (non-ordained) position with rights to vote and serve as a delegate (representative) to the Elder Board. This appointed position may represent a “voice” for the Elder Board. The President collaborates, convenes, and directs meetings in collaboration with the Chief Executive. Establishes and follows the mission established by the designated Chief Executive; assures the useful image and legalization of the corporation; and assures the function and completion of the physical structure and infrastructure (organization). The elder-appointed President must report back to the Elder Board twice a year on the overall “health” of the organization.

8.09 Executive Elder. Reports to the Chief Executive. Functions as an ambassador who seeks to administratively empower the vision of the organization to its next levels of growth through good stewardship. observes the works and decisions of the President carefully to avoid any errors; make suggestions and bring up new issues Responsibilities:

- Supervises the budget management
- Gives advice in financial areas
- Manages properties wisely
- Develops the growth of finances.

8.10 Elders. Make up the active governing body of the church. Term as assigned by Senior Pastor. Oversees and advises on any matters discussed. All active or honorary ordained elders of IChurch compose the Elder Board. Refer to section 9.0.

8.11 Removal of Chief Executive. Subject to the rights, if any, under any contract of employment with the Church, the Chief Executive shall only be removed, by the affirmative vote of two-thirds (2/3) of the Elder Board Members present in person at any general or special meeting, followed by the unanimous vote of the Elder Board. The Chief Executive shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (a) falling into spiritual failure as defined by the Elder Board; (b) engaging in conduct that could hinder the influence of the Corporation in the community; (c) neglecting of duties; (d) resignation; (e) death or disability; or (f) should the board feel that a change in leadership is necessary for the growth of the organization.

8.12 Succession. In the case of the Chief Executive's death, disability, resignation, termination, spiritual failure (as determined by the Elder Board and Ordained Clergy), or replacement (as deemed necessary by the Elder Board and Ordained Clergy), the President shall form a committee of three (3) individuals, including the President, whom shall nominate a replacement for the office of Chief Executive. The nominee shall then be presented to the entire Elder Board for affirmation by a majority of the Elder Board Members.

8.13 Removal of Other Officers. All other officers of the Corporation, other than the Chief Executive, may be removed, with or without cause, by a majority vote of the Elder Board.

8.14 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

ARTICLE 9 CLERGY / OFFICIALS

9.0 Elders. Elders make up the active governing body of the church. Elders play out in different roles. Counselors that help to govern. They put order in matters of litigation; they serve as watchmen (Acts 20:28); they are judges in difficult or trivial issues (Deuteronomy 22:15). They represent the governing body (Board) of the church; they are the ones that make the final decision in the case of any doubt; they supervise the general mission of the church (by their wisdom and knowledge); they support the law and the local order (Deuteronomy 19:12); they work beside the Pastor (1 Kings 8:3); they support the Pastor (1 Kings 21:8-11); they supervise the business of the church (Ruth 4:4); they participate in discipline (Deuteronomy 21:18-21); they participate in the placement of a new leader (petitioned to the Pastor or Apostle ordination etc.) (1 Samuel 8:4-5); they are war leaders. Elected by God, recognized by the Pastor as being in charge of the local church, and confirmed.

9.01 Pastoral Elders. The Pastoral Elders shall consist of a Senior Elder (Pastor in Charge), Pastoral Elder (Associate Pastor), and Minister Elder.

(a). **Senior Pastor Elder.** Called by God to the Pastoral Ministry and completes the necessary attributes to be a pastor according to the Holy Scriptures in 1 Timothy 3:1-7 and Titus 1:5-9. The pastor in charge will maintain the spiritual direction of the congregation in agreement and collaboration with the Associate Pastors and Elders; they will be the principal proclaimer and expositor of the Word of God to the congregation; they have the responsibility of the general direction (future) that the local church should carry out; they are the intercessor, spiritual guide, and teacher. In charge of the structure and growth of the church. Supervises the functions of the other leaders within the church. In charge of taking and completing the Mission and Vision of the church. Elected by God, recognized by the mentor (Apostle or Elders), the Senior Pastor approves (if applicable), and admitted by the church in general.

(b). **Associate Pastor Elder.** called by God to the pastoral ministry and completes the attributes necessary to be a pastor according to the Holy Scriptures in 1 Timothy 3:1-7 and Titus 1:5-9. They share the labor of the Pastor in charge. They have the same ability to provide as the Senior Pastor in case of their absence. They can specialize in a specific area of the church but do not have to direct

various ministries. They have the goal of alleviating the burdens of their pastor. Elected by God, recognized by the Senior Pastor, and accepted by the congregation.

(c). **Co-Pastor Elder.** (Assistant to the Associate Pastor) - Assistant to a Pastor over the flock.

9.02 Overseeing Elders. The overseeing Elders shall consist of a Care Elder, a Ministry Elder, and Honorary Elders.

(a). **Minister Elder.** Assistant to a Pastor over a ministry. Called by God to minister in their specific area where they have the strongest gift; they should comply with all of the attributes of a minister according to the Holy Scriptures in 1 Timothy 3:8-10; 4:12-13; serve a specific group. His function is to minister over a specific ministry. They supervise and oversee the work, jobs, and people of the ministry. They should have shown growth and perseverance in a ministry as a member before executing as a Minister. They must feel the call of God to dedicate themselves to that ministry (feel passion for that ministry). Elected by God, recognized by the local pastor.

(b). **Care Elder.** Oversees the care of the people in the flock.

(c). **Executive Elder.** Oversees the care of a specific ministry area of the church. Executive Elder (Administrator and/or Financial Official) - Oversees the care and Administration of the church. A person with administrative knowledge in charge of the finances of the church. In case of the absence of the administrator, these duties can be delegated to officials of the Elder Board or Governing Body. If there should exist an administrator, this person will have to give reports to the Board. Manage incomes and expenses, elaborate on the budget, accounts, legal documentation, and assemblies; manage financial and bank reports. This position can be an employee, or it could be a minister. This charge could be run by various alternatives (Ministry, Laymen, or Employee).

(d). **Honorary Elders.** Serves a council when called upon.

- Passive Elder - Due to physical limitations (age, sickness, etc.) duties are limited.
- Inactive Elder - Remains in congregation but with Pastoral Agreement is unable to serve for a season.

9.03 Other Clergy. Other clergy may consist of a Deacon, Missionary, Chaplain, and Layman.

(a). **Deacon or Deacon Minister.** called according to the Biblical instructions to take on the responsibilities of the physical labors that there may be in the congregation, therefore alleviating the burden of the Pastor and better attending to the needs of those who need physical help. They must comply with the spiritual requirements (Acts 6:1-6) and morals (1 Timothy 3:8-10 and 12-13). Maintain the building, and vehicles, have a list of assigned members to assist with deaths, births, the neglected, etc.; to assist in the Lord's Supper Ceremony, Baptisms, and Funeral Services. Elected by God, invoked by the Senior Pastor according to the growth of the church. (Normally 1 for every 12 families.)

(b). **Missionary.** A missionary is a person called by God who feels through the work of the Holy Spirit the necessity to travel globally, where the local church would not normally be able to go and fulfill ministerial labors. To execute the call to the ministry to teach the plan of salvation; to execute the gift of mercy and social help. They are recognized by the Pastoral Body or the Pastor in charge and the leaders of the local church. They are commissioned to represent the local church in the country that God has called them to, and there they will execute multiple ministry labors.

(c). **Chaplain.** A chaplain is a person designated by the local church to do church duties and to go to a local place that the church could not normally reach otherwise to have religious services in that designated place. They are theologically capable and recognized by the local pastor.

(d). **Layman.** a person who oversees, shows outstanding abilities and is capable in a particular area. This person strengthens the work that the Clerical Body would require of them; they assist the Clergy. This position can be filled by an employee as well as a Minister. The person will work in the area in which they were ordained and recognized. They are called by God, confirmed by their faithfulness, constant work, and by the conviction of their Pastor.

* All the above positions mentioned must pass through a process recognized by the public. The Clergy of the Church must pass through a process of ordination and ministerial recognition. (see Article 9.4).

9.04 Procedure & Requirements For Ordination. One Kingdom Alliance International serves as an endorsement to the ordination of the clergy of the local church by providing official international credentials. When OKA ordains or acknowledges someone for its internal or local ministries let it be understood that the word “church” is substituted for that ministry in the following description.

(a). Steps:

- Step #1: Team Member - Person must have served in leadership in the church as a Team Member. This person must be leading a flock.
- Step #2: Reinforcement - Assist a Clergy in an appointed area to help as a Co-leader. Shadow season.
- Step #3: Leader- Must serve on the leadership team to experience meetings and decision-making. Surrounded meet with the body of Clergy (plural)
- Step #4: Disciple - Called upon to be a Disciple; person selected to start ordination process. Testing season. (1-7 years)
- Step #5: Ordained as Clergy - Goes through ordination ceremony and church vote. Can execute sacraments and office.

(b). Procedures:

- 1) Individuals must receive a calling from God to set ministry life as the main priority.
- 2) The Senior Elder must confirm that calling.
- 3) The individual must show attributes and evidence (fruit) of the calling. (Example - Pastor: have a flock)
- 4) Candidate petition ordination (application).
- 5) Senior Elder petitions the process of ordination to the governing Elder Board and local church body.
- 6) A Decision Letter of intent or denial is given. If the letter of intent is given, a list of required completion is given. See requirements and steps.
- 7) Upon completion of requirements -the Elder Board or Guest Board will certify with a round of questions for guidance. Inquiring to see the capability of the candidate.
- 8) Upon recommendation and approval of the Elder Board, the local governing body will complete the decision and present it with the Ceremony of Ordination.

9.05 Ordination Requirements. These requirements must be approved by the Senior Pastor, including exceptions

(a). Personal life

- 1) Converted and dedicated life to Jesus Christ.
- 2) Member of the church for 5 years or equivalent.
- 3) Certificate of tithe.
- 4) 4 years of ministry school or equivalent.
- 5) Have served for a minimum of 2 years as a ministry leader.
- 6) Minimum 1-year Supervised pastoral internship.

7) Send Curriculum Vitae.

8) Picture ID

(b). Practice and Education

1) 4 years of ministry school or equivalent.

2) Have served for a minimum of 2 years as a ministry leader.

3) Minimum 1-year Supervised pastoral internship.

4) Clerical shirt used for the period of internship.

5) 3 Pastoral meetings.

6) 1 Funeral Service.

7) Practiced as assistant to 2 Baptisms and 1 Baby Dedication.

8) Practiced in one Wedding Ceremony.

9) Ran at least 2 Services in full.

10) Synopsis of all 66 books of the Bible.

11) Thesis on pastoral life or theological topic.

12) Lead a bible study.

13) Taken written test of 100 biblical questions.

14) Supervised biblical orientation.

(c). Round of Questions and Interviews

1) Personal interview with Senior Pastor- Searching for Spiritual Paternity confirmation.

2) Family interview with church leaders - Searching for church confirmation of family order.

3) Elder Board Interview. Round of Questions - Searching for confirmation of basic knowledge and advice before entering the ministry.

(d). Ceremony of Ordination

1) Final round of Advice by mentors

2) Banquet with family and close leaders.

3) Opening Procession

4) Worship Service

5) Words of public advice by mentor(s) or Bible Teaching

6) Family interview with Church leaders - Searching for church confirmation of family order.

7) Bio of candidates or Presentation Bible Teaching on Ordination.

8) Act of Anointing with Oil & Rings

9) Worship and Closing

9.06 Meeting Arrangements. Meeting arrangements shall consist of Elder meetings and Yearly Assembly.

9.07 Elder Board Meetings. The members of the Elder Board must meet at least 3 times a year after the beginning of the fiscal year. They will have the duty to form agendas and sign minutes of the agreements and work performed. They will have the duty to revise the financial conditions of the institution and scrutinize

the processes so that it remains pure and clear. Along with the organization's CFO, they examine the budget for each new year and as needed throughout the year (designated task to President, and Executive Elder). The Elder Board also needs to support the church, the Senior Pastor, and the Chief Executive in their decisions.

9.08 Yearly Assembly. Annual meeting where church members are called upon for the following purposes:

- (a). Pastoral report which will consist of:
 - Overview of past year's achievements and pending goals.
 - Presentation of the vision for where the church is heading during the next fiscal year.
- (b). Administrative reports of church overall. Percentages and graphic images are acceptable for descriptive purposes.
- (c). Attendance: It is recommended for every member to attend these events.
- (d). Registry: Registration will begin one hour before the yearly assembly.

9.09 Code Of Ethics. The Code of Ethics consists of Clerical Ethics, Congregation and Biblical Orientation.

9.10 Clerical Ethics. All clergy (ordained person by IChurch) must be subject to this code of ethics that includes but is not limited to:

- (a). The Clergy: their own personal family must be an example of integrity and spiritual union. They must believe the church is the central point of society and must be taken care of. This family should function according to God's command where they act responsibly, morally, spiritually, and materialistically. The clergy has the responsibility to show a testimony worthy of their calling, preach with their example complementing the Word of God, and be a citizen that sustains and collaborates with the social and neighborly well-being.
- (b). It is the responsibility of all clergy to guard the testimony and integrity of the church. The information discussed between clergy about situations concerning the church or any of its components is strictly confidential and cannot be divulged under any circumstance. The privileged information will be internally discussed only if it is necessary and must be approved by the Pastoral and Overseeing Elder bodies.

9.11 Congregation. The congregation must be taught and guided, so they are able to withstand the trials that they will face in their lives. It is the responsibility of the clergy to provide an environment where they can take care, feed, and protect the flock—provided the congregation avails themselves of the clergy's instructions. The clergy shall further do its utmost to maintain the congregation on the rock that is Christ and should be guided according to the Word without deceit.

9.12 Biblical Orientation. Our organization does not offer any form of clinical counseling. We only provide Biblical orientation, sometimes referred to as "counseling" that is biblically based solely on doctrinal beliefs.

ARTICLE 10 COMMITTEES AND ADVISORY TEAMS

10.01 Establishment. The Elder Board may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Advisory Teams shall conform to rules established by the Elder Board.

10.02 Authority. No Committee shall have the authority to (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another Corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (d) authorize the voluntary dissolution of the Corporation; (e) revoke proceedings for the voluntary dissolution of the Corporation; (f) adopt a plan for the distribution of the assets of the Corporation; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Board Member or officer of the

Corporation; (i) approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 11 below; or (j) take any action outside the scope of authority delegated to it by the Elder Board or in contravention of the Code.

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

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

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

10.05 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team. All actions taken under the advice of the external advisors can be overruled by the Elder Board.

10.06 External Advisors. External Advisors of the Elder Board are placed by the Senior Pastor of the corporation. These advisors are non-voting, but have expertise in Pastoral care and duties of a corporation and are to be consulted in any instance of absentia of a Senior Pastor.

ARTICLE 11 TRANSACTIONS OF THE CORPORATION

11.01 Contracts and Legal Instruments. Subject to Article 11 below, the Elder Board may authorize an individual officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

11.02 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Elder Board selects.

11.03 Gifts. The Elder Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Corporation including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elder Board may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Corporation's federal and state tax status.

11.04 Ownership and Distribution of Property.

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

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

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

11.06 Approval of Purchases. The purchases of fixed assets in excess of the number in the decision-making process (see section 7.11), shall be subject to the prior approval of the Elder Board.

11.07 Whistleblower Policy. The Board Members shall establish policies and procedures by which any person with good cause to reasonably suspect that the Corporation, as a corporation and/or by and through its officers, Board Members, employees, volunteers, or agents, has engaged in conduct that is contrary to law may report such conduct to the Board Members or their designated committee or representative and not face any form of retaliation for making such a report. The Board Members, or their designees, shall immediately and thoroughly investigate such reports and make their findings and recommendations to the Board Members.

ARTICLE 12

CONFLICT OF INTEREST POLICY

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

12.02 Procedures.

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

(b). Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c). Procedures for Addressing the Conflict of Interest.

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

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

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

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elder Board shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the Corporation's best interests, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d). Violations of the Conflicts of Interest Policy.

1) If the Elder Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

12.03 Records of Proceedings. The minutes of the Elder Board shall contain:

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

(b). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

12.04 Compensation.

(a). A voting member of the Elder Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b). A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c). No voting member of the Elder Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 13 BOOKS AND RECORDS

13.01 Required Books and Records. The Corporation shall keep correct and complete books and records of account.

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

13.03 Audited Financial Statements. The Corporation shall have each annual financial statement of the Corporation reviewed by a certified public accounting firm selected by the Elder Board.

ARTICLE 14 INDEMNIFICATION

14.01 Indemnification. To the full extent permitted by the Code, as amended from time to time, the Corporation shall indemnify any Board Member, officer, committee member, employee, or agent of the Corporation who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. Reasonable expenses may be advanced by the Corporation in defending such actions.

14.02 Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Elder Board.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a majority vote of the Elder Board.

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

15.03 Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

15.04 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Corporation's Board Members, officers, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

15.05 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Corporation and the Corporation itself, or between any member of the Corporation and any Pastor, Board Member, officer, employee, volunteer, agent, or other member of this Corporation, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Corporation insurance policy, then the use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation, and shall in no way affect the authority of the Corporation to investigate reports of misconduct, to conduct hearings, or administer discipline of members.

ARTICLE 16 EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this section if a quorum of the Elder Board cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Elder Board may: (i) modify lines of succession to accommodate the incapacity of any Elder Board member, officer, employee, or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Elder Board only needs to be given to those Elder Board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Corporation present at a meeting of the Elder Board may be deemed Elder Board members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Elder Board Member, officer, employee, or agent of the Corporation on the ground that the action was not authorized. The Elder Board may also adopt emergency bylaws, subject to amendments or repeal by the full Elder Board, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Elder Board; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Elder Board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

