

**REVISED BYLAWS  
OF EVANGEL ASSEMBLY OF GOD**

These Revised Bylaws (hereinafter referred to as “these Bylaws”) govern the affairs of Evangel Assembly of God, a North Dakota religious nonprofit corporation (the “Church” or “Corporation”). The Church is organized under the North Dakota Nonprofit Corporation Act, N.D.C.C. Chapter 10-33, otherwise known as the Nonprofit Corporation Act, as amended (hereinafter the “Act”) and recognized under federal law as having church status. These Bylaws restate, in its entirety, the previous Bylaws of the Church, as well as its Constitution, as amended.

**ARTICLE 1  
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is Evangel Assembly of God. The principal office of the Church in the State of North Dakota shall be located at 3225 N. 14th Street, Bismarck, Burleigh County, North Dakota 58503. The Board of Directors of the Church, hereinafter referred to as the “Elders,” shall have full power and authority to change any office from one location to another, either in North Dakota or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in North Dakota. The registered office may be, but need not be, identical to the Church’s principal office in North Dakota. The Elders may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2  
STATEMENT OF BELIEFS**

We adhere to the Statement of Fundamental Truths of the General Council of the Assemblies of God.

**ARTICLE 3  
ORDINANCES**

**3.01 Water Baptism.**

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

### **3.02 The Lord's Supper.**

The Ordinance of the Lord's Supper shall be observed regularly as enjoined in these New Testament Scriptures: Luke 22:19-20, 1 Corinthians 11:23-26.

## **ARTICLE 4 GENERAL PROVISIONS**

### **4.01 Autonomy.**

Evangel Assembly of God is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Evangel Assembly of God voluntarily affiliates and shall be a cooperative fellowship with the Assemblies of God in its national, state and local expressions. It shall have the right of representation at the meetings of the General Council and/or North Dakota Ministry Network by a delegate appointed by its Lead Pastor and/or credentialed ministers.

### **4.02 Purposes.**

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are to:

- (a) Promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, school, or charitable institution, without limitation.
- (b) Glorify God by proclaiming the Great Provision (John 3:16, I John 5:11-12), by fulfilling the Great Commandment (Matthew 22:36-40), and the Great Commission (Matthew 28:18-20).

(c) Ordain, employ, and commission ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) Collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of North Dakota and elsewhere.

(e) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

This Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

#### **4.03 Powers and Restrictions.**

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

(a) The church shall not carry on any activities not permitted by a corporation exempt from Federal Income Tax.

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

### **ARTICLE 5 GOVERNING BODY**

The Church is operated as a Corporation in accordance with N.D.C.C. Chapter 10-33, otherwise known as the Nonprofit Corporation Act and, is subject to the Act, its Articles of Incorporation and these Bylaws. The Church is governed by its Board of Directors, hereinafter referred to as the “Elders.”

## **ARTICLE 6 CHURCH MEMBERSHIP**

### **6.01 Purpose of Membership.**

The purpose of this membership, hereinafter referred to as the “Membership,” shall be to establish and maintain a church modeled after the early Biblical, Christian community as recorded in the New Testament, for the advancement of the Gospel of Jesus Christ by all available means, both in local and world-wide communities, and to provide Christian fellowship for those of like faith where Jesus Christ may be honored.

### **6.02 Qualifications.**

Any person who gives scriptural evidence of the saving faith in the Lord Jesus Christ, subscribes to the Statement of Beliefs, satisfies the qualifications outlined below, and completes and adheres to the standards of the Membership process, shall be eligible to be Members of the Church. Those eligible for Membership with this church must:

- (a) Be born again, giving evidence of a consistent Christian life in line with the moral principles of Scripture and be baptized in water by immersion subsequent to being born again.
- (b) Attend a Membership class and complete a Membership application.
- (c) Fully subscribe to the Statement of Beliefs as set forth in Article 2.
- (d) Be at least eighteen years of age.
- (e) Regularly attend the weekly worship services.
- (f) Financially support the organization with one’s tithe (Malachi 3:10, Luke 11:42).
- (g) Maintain a willingness to serve within the ministries of the Church.

(h) Agree to be governed by these Bylaws.

### **6.03 Types of Membership.**

(a) Active. Those whose names appear on the Membership roll of the church shall constitute the active Membership of the church provided that they maintain and adhere to the requirements of Membership.

(b) Inactive. Members who:

1) Fail to adhere to the requirements of Membership.

2) May have a spirit of disunity or be out of harmony with the teachings or leadership of the church.

3) May have fallen into sinful or worldly practices. These Members shall be considered inactive and shall lose their active privileges until they are restored to the fellowship. Their standing is to be established by definite action of the Lead Pastor and Elders.

(c) Inactive Members seeking to reinstate their Membership may make a request to the Lead Pastor and/or Elders.

(d) The Lead Pastor and spouse and any Staff Pastor and spouse, upon appointment, automatically become active Members of the church.

### **6.04 Reception of Members.**

(a) Persons desiring to become a Member of the church shall make it known to the Lead Pastor and the Elders by attending a Membership class.

(b) The names of those who apply for Membership shall be presented to the Lead Pastor and Elders for consideration. After approval by two-thirds of the Elders, the new Members shall have all the rights, privileges, and responsibilities of a Member of the Church. Persons who have met the Membership requirements and have been approved for Membership shall have their names added to the Membership list.

### **6.05 Termination of Membership.**

Members shall be removed from the Church roll for the following reasons:

- (a) By personal request of the Member;
- (b) The transfer of Membership to another church;
- (c) Death; or
- (d) Termination of Membership by the Elders as deemed necessary.

The Elders may terminate a person's Church Membership when, in the opinion of the Elders, the Member's life and conduct is not in accordance with the Membership covenant. Termination of Church Membership shall require the vote of two-thirds of the Elders.

#### **6.06 Restoration of Membership.**

Terminated Members may be restored by the Elders according to the spirit of 2 Corinthians 2:7-8 and Galatians 6:1, when their lifestyles are judged to be in accordance with the Membership covenant. Restoration of Church Membership shall require the vote of two-thirds of the Elders.

#### **6.07 Voting Privileges.**

The voting constituency at membership meetings shall consist of those persons in active Membership prior to the membership meeting, who are not currently inactive, or terminated from the Membership. All votes concerning Required Matters will be granted by secret ballots of the Membership.

(a) Required Matters. A two-thirds majority vote by the Membership present and voting shall be required for the following:

1) *Lead Pastor*. To confirm the selection of a new Lead Pastor, and to remove the Lead Pastor as described in Article 8.

2) *Elders*. To confirm new Elders as described in Article 9.05.

3) *Bylaws*. To alter, amend, or repeal these Bylaws or to adopt new Bylaws as described in Article 19.

4) *Mortgages*. To authorize a mortgage in excess of 20% of the previous year's general fund revenue as described in Article 9.01.a. and Article 15.03.

5) *Dissolution*. To authorize dissolution of the Church (as described in Article 9.01.b and Article 15.02).

(b) *Additional Matters*. The Membership may be requested to vote on additional matters, as requested by the Lead Pastor or by the Elders. Votes shall be decided by a simple majority of the Membership present at a membership meeting, unless otherwise described by the Lead Pastor or the Elders, expressly stated herein, or required by the Act.

#### **6.08 Meetings.**

(a) *Regular or Special Meetings*.

Regular or special meetings of the Membership shall be held at the Church's principal office in Bismarck if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by the Elders.

(b) *Electronic Meetings*.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Membership participating in the meeting can simultaneously hear one another and participate. All Membership shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(c) *Notice Requirements for Regular or Special Meetings*.

A regular meeting of the Membership shall occur at least annually in the first quarter of the year.

The Lead Pastor, any three (3) Elders, or thirty percent (30%) of the active Membership may call a special meeting of the Membership. To confirm thirty percent (30%) of the active Membership, a petition with clear statements of the need for and purpose of a special meeting, signed by the requesting Membership, shall be placed in the hands of the Lead Pastor. The Notice of the Special Meetings shall include:

1) *Manner of Giving Notice.* Notice of the date, time, and place of special meetings shall be given to the Membership by public announcement on the platform in main, weekly services and in regular published church communications.

2) *Time Requirements.* Unless otherwise expressly stated herein, notices shall follow the following time requirements. Notice by public announcement on the platform in main, weekly services shall be provided weekly starting at least two (2) Sundays before the time set for the meeting. Notices given by regular published church communications shall be given at least ten (10) days before the time set for the meeting.

3) *Notice Contents.* The notice shall state date, time, and place for the meeting. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) *Waiver.* Attendance of a member at a meeting shall constitute waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting that the meeting is not properly called.

#### **6.09 Action of Membership Without a Meeting.**

No action required or permitted to be taken by the Membership may be taken without a meeting.

#### **6.10 Quorum.**

A quorum shall consist of 20% of the active Membership of the Church present at a membership meeting.

#### **6.11 Proxies.**

Voting by proxy is prohibited.

#### **6.12 Absentee Ballots.**

Voting by absentee ballot is prohibited.

### **6.13 Parliamentary Order.**

All business meetings of the church shall be governed by parliamentary procedure as set forth in the current edition of "Robert's Rules of Order Newly Revised."

## **ARTICLE 7 CHURCH GOVERNMENT**

The Church seeks to be led by the Holy Spirit in all things. The Lead Pastor, the Elders, the Officers, the Overseers, and the Membership all have a certain role in the Church's government.

### **7.01 Role of the Lead Pastor.**

The Lead Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church (as described in Article 8).

### **7.02 Role of the Elders.**

The Elders shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and other major financial commitments of the Church (as described in Articles 5 and 9).

### **7.03 Role of the Officers.**

The Officers are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Lead Pastor, the Elders, or by such persons designated by the Elders or Lead Pastor (as described in Article 11).

### **7.04 Role of the Overseers.**

The Overseers shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Lead Pastor (as described in Article 8).

#### **7.05 Role of the Members.**

The Members of the Church support the Lead Pastor in fulfilling his calling; influence the spiritual tone, strength and the direction of the body of believers (as described in Article 6).

### **ARTICLE 8 THE LEAD PASTOR: PRESIDENT AND CHIEF EXECUTIVE OFFICER**

#### **8.01 The Office of the Lead Pastor: Dual and Concurrent Responsibilities.**

The Church finds its headship under the Lord Jesus Christ and in its Lead Pastor. The Lead Pastor shall have plenary authority over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Lead Pastor shall serve as the President and Chief Executive Officer of the Corporation and shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complementary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Lead Pastor that bridges the gap between these dual and concurrent expressions. The Lead Pastor is primarily responsible for the spiritual life of the Church, and at the same time, the Lead Pastor must be in the position to insure the Church's corporate health and that its resources are directed toward the ministries the Lead Pastor deems fit and in furtherance of the Church's best interests.

#### **8.02 Qualifications.**

The Lead Pastor must be credentialed with the Assemblies of God or obtain credentialing in the first twelve months as the Lead Pastor of the Church.

### **8.03 Duties and Responsibilities.**

The Lead Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church. Duties required are to:

- (a) Provide Biblical vision and direction for the congregation;
- (b) Serve as the leader of the Church body of believers, the Church staff, all church organizations, all Church ministries, the Elders, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church;
- (c) Define and communicate the Church's purpose;
- (d) Administer and coordinate the day-to-day ministry to the congregation and administration and operations of the Church;
- (e) Nominate and remove Overseers;
- (f) Recognize and enlist apostolic, prophetic, evangelistic, pastoral, and teaching ministries, along with additional staff members as the Lead Pastor deems Biblical and necessary for the healthy and balanced spiritual ministry of the body of believers;
- (g) Select individuals who will help to assist in the business operations of the Corporation;
- (h) Hire, direct, oversee, and terminate Church staff as the Lead Pastor deems necessary to help administer the affairs of the Church;
- (i) Endeavor to ensure that all official and duly authorized directives and corporate resolutions of the Elders are properly carried out; and
- (j) To do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President and Chief Executive Officer of a corporation.

### **8.04 Lead Pastor's Spiritual Leadership.**

In his role as Lead Pastor, the Lead Pastor may work with the Elders, the Overseers, or anyone else serving in any ministry office (as outlined in Ephesians 4:11-13) in any way that the Lead Pastor determines is Biblical and consistent with these Bylaws, the Articles of Incorporation, and the Act. In addition, the Lead Pastor shall budget monies, hire staff, develop projects or ministry, and create small groups or other specialized ministries according to his convictions and Biblical understanding. The Lead Pastor shall have the authority to appoint and approve anyone that can assist in what the Lead Pastor deems necessary to properly carry on the work of the Church.

#### **8.05 Lead Pastor's Responsibility for Worship Services.**

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Lead Pastor, or his designee. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the Church, without the specific approval of the Lead Pastor, or his designee.

#### **8.06 Lead Pastor's Role with Elders.**

The Lead Pastor shall serve as the Chairman of the Elders. The Lead Pastor shall call the meetings and determine the agenda for all Elder meetings in consultation with the Elders.

#### **8.07 Lead Pastor's Role in Administration.**

The Lead Pastor, as the President and Chief Executive Officer of the Corporation, or his designee, shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

The Lead Pastor shall be responsible for hiring, directing, disciplining, and dismissing staff members.

The Lead Pastor shall, in accordance with IRS guidelines for nonprofit organizations, determine and establish salaries and pay scales for all salaried employees, excluding the Lead Pastor's salary and those of the Lead Pastor's family. The Elders will determine and approve, by a majority vote, the Lead Pastor's and any family members' total compensation; and annually review the total compensation of senior staff members.

### **8.08 Church Discipline regarding the Lead Pastor.**

(a) Criteria for Discipline of Lead Pastor. Should, in the opinion of a majority of the Elders, the Lead Pastor engage in immoral conduct, improper financial practices, or espouse theological views or beliefs (hereinafter referred to as “pastoral misconduct”) that may require discipline, then such Elders shall contact the Lead Pastor and then, if necessary, the Overseers and request that the Overseers undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.

(b) Process for Investigation and Disciplinary Action. Should the Overseers be called upon to investigate pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to initiate an investigation in cooperation with the North Dakota Ministry Network of the Assemblies of God. Following the conclusion of the Overseers’ investigation and the making of findings, an affirmative vote of a majority of the total number of Elders is required to take disciplinary action against the Lead Pastor. Following such majority vote, the Overseers in partnership with the North Dakota Ministry Network of the Assemblies of God, shall assume complete authority over the Lead Pastor’s ongoing and future ministerial activities; the Overseers may undertake to discipline the Lead Pastor in any way deemed necessary. Otherwise, the Overseers shall have no authority in the normal life of the Church and then only as set forth in these Bylaws.

(c) Process for Removal. The Lead Pastor may be removed from his position of leadership or be terminated from employment by the Elders calling for a special meeting of the Elders in accordance with section 9.08, and by a two-thirds majority vote of the Elders at such meeting. Any such action by the Elders must be ratified by a two-thirds majority vote of the members of the church who are present and voting at a specially called meeting of the Membership in accordance with section 6.08. If such action is not ratified by the members, the then-current board of Elders will then be required to resign from office effective immediately, and a new board of Elders shall then be elected by the Membership.

### **8.09 Installation of New Lead Pastor.**

(a) The Pastoral Nominating Committee. The Pastoral Nominating Committee shall have a role with regard to the identification of a nominee for a new Lead Pastor as set forth below in 8.09 (b) and (c) and as described in Article 10.02.

(b) Vacancy while the Lead Pastor is in Good Standing. The Lead Pastor is in “*Good Standing*” if: (1) the Lead Pastor is not under investigation by the Overseers or (2) the Lead Pastor is not under discipline by the Board of Elders.

If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is in Good Standing (as defined herein), then the outgoing Lead Pastor shall nominate a candidate to serve as the new Lead Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Pastoral Nominating Committee for its review and consideration. The Pastoral Nominating Committee shall then submit the outgoing Lead Pastor’s nominee for a vote by the Elders. An affirmative vote of two-thirds of the Elders shall be required to approve the selection of a nominee to be brought before the Membership for a confirmation vote. If the outgoing Lead Pastor is unable or unwilling to identify a candidate to be nominated for the position of new Lead Pastor, then the Pastoral Nominating Committee shall identify a candidate under the same process described herein.

(c) Vacancy while the Lead Pastor is Not in Good Standing. The Lead Pastor is “*Not in Good Standing*” if: (1) the Lead Pastor is under investigation by the Overseers or (2) the Lead Pastor is undergoing discipline by the Overseers.

If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is in Not in Good Standing (as defined herein), then the Pastoral Nominating Committee shall identify a candidate to be nominated for the position of new Lead Pastor by an affirmative vote of one less than the total number of representatives then serving on the Pastoral Nominating Committee. The Pastoral Nominating Committee shall submit to the Elders its identified nominee for new Lead Pastor by way of a writing signed by the required number of representatives. An affirmative vote of two-thirds of the Elders shall act to approve the selection of a nominee to be brought before the Membership for a confirmation vote. In the event that the Elders do not approve such nominee the process described herein shall be repeated until a nominee is approved.

(d) A confirmation vote by the Membership shall occur at a meeting of the Membership. All votes shall be by secret ballot. An affirmative vote of two-thirds of the members present and voting shall be required to confirm the selection of a new Lead Pastor. In the event the Membership does not confirm such nominee approved by the Elders, the process described herein shall be repeated until a nominee is confirmed as the new Lead Pastor.

(e) Appointment of Interim Lead Pastor. If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is Not in Good Standing (as defined herein), then the Elders may appoint, by a vote of one less than the total number of Elders then serving, an acting Interim Lead Pastor who shall serve until such time as a new Lead Pastor is confirmed by way of the process set forth herein. The acting Interim Lead Pastor shall be ineligible for nomination and confirmation as Lead Pastor as set forth herein. The Interim Lead Pastor shall, during his service as Interim Lead Pastor, have the right to serve as an Elder of the church and serve as the leader of the church staff.

#### **8.10 Terms of Office.**

The Lead Pastor of the Church holds office until the Lead Pastor resigns, dies, or is removed by the Board of Elders pursuant to Article 8.08.c.

### **ARTICLE 9 ELDERS**

#### **9.01 Management.**

The Elders shall have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, are the only governing body within the Church. All corporate powers shall be exercised by or under the authority of the Elders and in accordance with the Act, the Articles of Incorporation of the Church, and these Bylaws. Accordingly, the Elders shall have the final authority solely over affairs pertaining to corporate matters of the church.

The Elders shall be responsible for the oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Further, the Elders shall have the power:

(a) To acquire, sell, lease, mortgage, pledge or encumber such real or personal property owned by the Church as described in Article 15.03; except any mortgage in excess of 20% of the previous year's general fund revenue will need to be authorized by a two-thirds majority vote of members present and voting at a regular or special business meeting of the Membership.

(b) To cause or permit the Church to dissolve or otherwise liquidate its assets as described in Article 15.02, however any vote by the Elders to dissolve the Church would need to

be authorized by a two-thirds majority vote of the members present and voting at a regular or special business meeting of the Membership;

(c) To determine and approve, by a majority vote, the Lead Pastor's and any family members' total compensation; and annually review the total compensation of senior staff members;

(d) To do all things necessary and proper to carry out the above-described general corporate powers and to fulfill all the duties incident to the role of Elders of the Corporation.

### **9.02 Number of Elders.**

The Elders shall consist of the Lead Pastor, and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Elders as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Elders shall not be less than five (5) and not more than nine (9).

### **9.03 Qualifications.**

Elders must uphold the requirements of the Membership, exhibit Christ-honoring leadership and wisdom, and meet the biblical qualifications of an elder found in Titus 1:5-9 and 1 Timothy 3:1-7. Elders must be baptized in the Holy Spirit or be actively seeking that experience. Elders shall not be employees of the Church, nor shall more than two (2) be related by blood or marriage to any other Elder, which includes the Lead Pastor and Officers. Elders must be at least 25 years of age and active, tithing Members of the Church for at least 24 months.

### **9.04 Nomination and Election.**

The Elder Nominating Committee shall present persons who satisfy the qualifications set forth in Section 9.03 and are persons the Lead Pastor deems qualified to serve as a Elder.

(a) The Elder Nominating Committee. The Elder Nominating Committee shall have a role with regard to the identification of a nominee for a new Elder as set forth below in 9.04 (b) and as described in Article 10.03.

(b) In the event of an Elder vacancy, whether due to resignation or removal, the Elder Nominating Committee shall be given a reasonable amount of time to nominate persons who

satisfy the requirements set forth in Section 9.03 and are persons the Lead Pastor deems qualified to serve as an Elder. A vacancy is filled by the affirmative vote of the majority of the remaining Elders. A person so elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

(c) A confirmation vote by the Membership shall occur at the annual membership meeting or special meeting called for that purpose. All votes shall be by secret ballot. An affirmative vote of two-thirds of the members present and voting shall be required to confirm the selection of a new Elder. In the event the Membership does not confirm such nominee, the process described herein shall be repeated until a nominee is confirmed as the new Elder.

#### **9.05 Term of Elders.**

The term of office for all Elders other than the Lead Pastor shall be one (1) year. At the conclusion of each term, an Elder may be reappointed by the Elder Nominating Committee, however, if a person has served six (6) consecutive terms as an Elder, they may not then again be elected nor appointed to the office of Elder until after an interim period of one year.

#### **9.06 Resignation or Removal of Elders.**

(a) Any Elder may resign at any time by giving written notice to the Elders. 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.

(b) The Elders may, upon written notice, vote to remove an Elder, other than the Lead Pastor, with or without cause, but at a rate that does not exceed one (1) removal every nine (9) months. A meeting to consider the removal of an Elder may be called and noticed following the procedures noted below. An Elder may be removed by the affirmative vote of a majority of the Elders. For provisions regarding removal of the Lead Pastor, see Article 8.

(c) A vacancy in Elders may be declared when an Elder has been disqualified by unscriptural conduct, a spirit of disunity, a change in belief contrary to the Statement of Beliefs in Article 2, or an unwillingness to support the vision and direction of the church under leadership of the Lead Pastor. This action will be considered by the Lead Pastor and the individual Elder. If they do not come to an agreement on the appropriate course of action, it will then be brought to the Elders requiring a majority consensus.

### **9.07 Chairman of the Elders.**

The Lead Pastor shall serve and preside as the Chairman of the Elders, shall call the Elder meetings and shall determine the agenda for all meetings. If the Lead Pastor's attendance is impossible, then the Elders shall elect a Chairman and proceed in order, keeping minutes of their actions for the corporate record. Any resolutions passed during an Elder meeting without the Lead Pastor present shall not take effect until the next properly called Elder's meeting when the Lead Pastor is present and the minutes of the prior meeting are put forward for approval by the Elders and included in the corporate record book.

### **9.08 Meetings.**

#### **(a) Regular or Special Meetings.**

Regular or special meetings of the Elders shall be held at the Church's principal office in Bismarck if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

#### **(b) Electronic Meetings.**

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Elders participating in the meeting can simultaneously hear one another and participate. All Elders shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

#### **(c) Notice Requirements for Regular or Special Meetings.**

A regular meeting of the Elders shall occur at least quarterly. Regular meetings of the Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Elders.

The Lead Pastor or any three (3) of the Elders may call a special meeting of the Elders. The Notice of the Special Meetings shall include:

1) *Manner of Giving Notice.* Notice of the date, time, and place of special meetings shall be given to each Elder by one of the following methods: (a) by personal

delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; (d) by fax to the Elder's office or home; (e) by electronic mail ("email"), or (f) by short message service ("SMS") or text message to the personal cell phone of the Elder.

2) *Time Requirements.* Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, fax, email, or text message shall be delivered, telephoned, faxed, emailed, or text messaged to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

3) *Notice Contents.* The notice shall state date, time, and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) *Waiver.* Attendance of an Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

#### **9.09 Action of Elders Without a Meeting.**

Any action required or permitted to be taken by the Elders may be taken without a meeting if all of the Elders, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

#### **9.10 Quorum.**

Unless otherwise provided for in these Bylaws, a majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders 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 Elders in attendance 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.

#### **9.11 Proxies.**

Voting by proxy is prohibited.

#### **9.12 Duties of Elders of the Corporation.**

The Elders of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Elders of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders reliance unwarranted.

#### **9.13 Delegation of Duties.**

The Elders, in consultation with the Lead Pastor, 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 Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders shall have no personal liability for actions taken or omitted by the advisor if the Elders act in good faith and with ordinary care in selecting the advisor. The Elders may remove or replace the advisor at any time, with or without cause.

#### **9.14 Interested Parties.**

Pursuant to the Act and the provisions of Article 13 below, a contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder, an employee or other control party, has a financial interest in the contract or transaction.

#### **9.15 Actions of the Elders.**

The Elders shall try to act by consensus. However, if action by consent is impossible or unless the act of a greater number is required by the Act or these Bylaws, then the vote of a majority of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Elders. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Elders. The burden is on each individual to ensure their votes are properly recorded in the minutes as either “yes,” “no,” or “abstain.”

#### **9.16 No Compensation.**

The Elders shall not receive any compensation in exchange for services rendered as a Elder. The Elders may however, adopt a resolution providing for reimbursement to Elders for reasonable expenses incurred as a result of attending a meeting of the Elders.

#### **9.17 Ecclesiastical Tribunal.**

The highest ecclesiastical tribunal of the Church shall be the Elders. The Elders shall be the express and final arbiter of ecclesiastical polity, religious doctrine, questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the Statement of Beliefs of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Holy Bible.

#### **9.18 Church Questions.**

In any case where a question arises regarding ecclesiastical polity, Christian doctrine, Membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any Member, congregant, visitor or other person who is ministered to during religious services held by the Church, or at other times, shall be decided by the Lead Pastor in consultation with the Elders, as needed.

#### **9.19 Church Disruptions.**

The Elders shall have discretion in determining if there is disruption to the religious services and activities of the Church and may take such actions as they may deem appropriate

to remove from the Church property any persons causing such disruption. No Elder shall incur any personal liability for acting in good faith in the interests of the Church pursuant to this section.

## **ARTICLE 10 COMMITTEES**

### **10.01 Establishment of Committees.**

The Elders may, at their discretion, adopt a resolution establishing one or more Committees. Any and all Committees shall conform to rules established by the Elders.

### **10.02 Pastoral Nominating Committee.**

The Pastoral Nominating Committee shall be made up of the Elders and the Overseers selected by the Elders.

### **10.03 Elder Nominating Committee.**

The Elder Nominating Committee shall consist of the Lead Pastor, two Elders, and two members of the congregation appointed by the Elders. Members may submit names of potentially qualified members to this Committee. The Committee shall nominate all candidates and submit their choices to the Elders.

### **10.04 Delegation of Authority.**

No Committee shall have the authority to take any action outside the scope of authority delegated to it by the Elders or in contravention of the Act.

## **ARTICLE 11 OFFICERS**

### **11.01 Number, Appointment, Term, and Resignation or Removal of Officers.**

(a) Number. The Officers of the Corporation shall be a President (as described in Article 8), a Secretary, a Treasurer, and any other Officers chosen at the discretion of the Lead Pastor.

(b) Appointment to and Creation of New Offices. The President shall be appointed in accordance with requirements set forth under Article 8.

The Secretary and Treasurer are to be nominated from within the Elder board and approved by a majority vote of the Elders. In the event the Elders should not approve the nomination for Secretary or Treasurer by a majority vote, other nominations must be made by the Elders until a candidate is approved by a majority vote of the Elders.

The President shall appoint all other Officers of the Church. In the event that the President is unwilling or unable to nominate an Officer, then the Elders shall nominate an Officer and approve such nominee by a majority vote of the Elders. These Church Officers may be removed with or without notice, and with or without cause, by the unilateral action of the Lead Pastor or by a majority vote of the Elders.

(c) Term. The Lead Pastor shall be the President in accordance with Article 8 and a new Lead Pastor is installed in accordance with Article 8. The term of office for all Officers other than Lead Pastor shall be one (1) year; however, such Officers may serve consecutive terms without limitation. In the event of a vacancy in the office of Lead Pastor, the Elders shall, by majority vote, elect an Elder to serve as the acting President.

An Officer may resign at any time by giving written notice to the Church. 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.

#### **11.02 Powers of Officers.**

(a) President. The duties and responsibilities of the President are listed in Article 8 above.

(b) Treasurer. The Elders shall appoint the Treasurer of the Church. The Treasurer shall be one with demonstrated accounting ability, faithfulness in character, and possess a spirit of cooperation.

The Treasurer of the Church shall: (a) keep an itemized account of all monies received; (b) present both financial and itemized statements at the regular meetings of the Elders; (c)

present a summarized statement at the annual membership meetings; (d) perform other duties as assigned by the Lead Pastor or by the Elders; (e) if required by the Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Elders; and (f) perform all of the duties incident to the office of treasurer.

An individual serving as Treasurer shall not be authorized to serve in a dual capacity as both President and Treasurer.

(c) Secretary. The Elders shall appoint the Secretary of the Church. The Secretary shall demonstrate clerical ability, faithfulness in character, and possess a spirit of cooperation.

The Secretary of the Church shall: (a) give all notices as provided in these Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Elders and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each Elder, Officer, Overseer, church member, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by the Elders; and (g) perform all duties incident to the office of secretary.

An individual serving as Secretary shall not be authorized to serve in a dual capacity as both President and Secretary.

## **ARTICLE 12 OVERSEERS**

### **12.01 Requirements and Biblical Qualifications to Be an Overseer.**

The Overseers are ordained pastors at respectful congregations or ministries who know and love the Church and its Lead Pastor. The Overseers shall not receive any compensation in exchange for services rendered as an Overseer. The Elders may however, adopt a resolution providing for reimbursement to Overseers for reasonable expenses incurred as a result of attending a meeting at the request of the Elders.

### **12.02 Responsibilities of Overseers.**

The Overseers shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and when required, the investigation of alleged

pastoral misconduct, as defined herein in Article 8.08(a), and if any, the resulting discipline of the Lead Pastor, up to and including his removal as set forth in Article 8.

#### **12.03 Number, Appointment, and Term of Overseers.**

There shall be no less than three (3) Overseers. So long as the Lead Pastor is in Good Standing (as defined in Article 8 herein), Overseers shall be nominated by the Lead Pastor and confirmed by a majority vote of the Elders, at a rate that does not exceed one (1) new Overseer per year. The term of service for each Overseer shall continue until the Overseer resigns, is deceased, or is removed in accordance with these Bylaws.

#### **12.04 Resignation, Removal and/or Nomination of New Overseers.**

An Overseer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

The Lead Pastor may remove Overseers, with or without notice and with or without cause, but at a rate that does not exceed one (1) removal per year. The Lead Pastor may remove Overseers at a rate of more than one (1) removal per year only upon confirmation by a majority vote of the Elders.

In the event of a vacancy by an Overseer that causes the total number of Overseers to be less than three (3), the Lead Pastor shall be given a reasonable amount of time to nominate new Overseer(s), to be confirmed by a majority vote of the Elders. In the event that the office of Lead Pastor is vacant, the individual who was duly elected as the Corporation's acting President may nominate or remove Overseers, subject to the same limitations that would otherwise apply to nominations and removals by the Lead Pastor.

If disciplinary action is being considered or an investigation of the Lead Pastor is underway, no changes in the composition of the Overseers shall be made until the Overseer's work is completed and such findings are reported to the Elders.

### **ARTICLE 13 BUSINESS PRACTICES**

#### **13.01 Contributions.**

All funds for the maintenance of the Corporation shall be provided by voluntary giving of tithes and offerings by the members and friends of the Corporation. Offerings shall be received, disbursed, and transactions properly recorded by the Corporation at such times and in such manner as authorized by the Lead Pastor in consultation with the Elders, and shall be administered by the Lead Pastor and/or Business Administrator if such role exists.

#### **13.02 Fiscal Year.**

The fiscal year of the Corporation shall be set by Elders.

#### **13.03 Contracts.**

The Elders may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

#### **13.04 Business Administrator.**

The Business Administrator of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in these Bylaws or as directed by the Elders; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or by the Elders; and (h) be employed by and report to the Lead Pastor.

#### **13.05 Checks, Drafts, or Orders.**

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Elders. In the absence of such determination by the Elders, either the Secretary, Treasurer or the President of the Corporation in accordance with their duties outlined in these Bylaws may sign such instruments.

#### **13.06 Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Elders may select in accordance with these Bylaws.

#### **13.07 Gifts.**

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

#### **13.08 Annual Budgeting Process.**

The Church will go through an annual budgeting process to be approved by majority vote of the Elders.

### **ARTICLE 14 INDEMNIFICATION**

#### **14.01 Indemnification.**

To the full extent permitted by law, as amended from time to time, the Church shall indemnify any Pastor, Elder, Officer, Overseer, committee member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions made within good faith and within the scope of his or her official capacity in the Church. The Church in defending such actions may advance reasonable expenses.

#### **14.02 Determination of Right.**

Legal counsel selected by the majority vote of the Elders shall make a determination of the right to indemnification under the Act.

### **ARTICLE 15 PROPERTY AND DISSOLUTION**

### **15.01 Oversight.**

The Lead Pastor and the Elders shall have the oversight of all real and personal property of the church.

### **15.02 Dissolution and Distribution of Property.**

(a) All property, real or personal, shall be held in the corporate name. The Church 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 Church so that it no longer functions as a congregation or as a corporate entity. Any Dissolution of the Corporation shall be commenced following the requirements for Corporation dissolution set forth in the Act. A vote of the Elders to dissolve the Church will need to be authorized by a two-thirds majority vote of members present and voting at a regular or special business meeting of the Membership. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church 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 Law or the corresponding provision of any foreign jurisdiction in the case of a foreign corporation), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Elders; 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 Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

### **15.03 Property**

The Elders will have all authority to acquire, sell, lease, mortgage, or otherwise alienate property, except any mortgage in excess of 20% of the previous year's general fund revenue,

which requires authorization by a two-thirds majority vote of members present and voting at a regular or special business meeting of the Membership.

## **ARTICLE 16 CONFLICT OF INTEREST POLICY**

### **16.01 Purpose.**

The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Elder or officer of the Church, 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 and is not intended as an exclusive statement of responsibilities.

### **16.02 Definitions.**

(a) Interested Person. Any Elder, principal officer, or member of a committee with powers delegated by the Elders, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
- 2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### **16.03 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 opportunity to disclose all material facts to the Elders.

(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 Elders' meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders 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 Elders' 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 Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Elders shall determine whether the Church 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 Elders shall determine by a majority vote of the disinterested Elders whether the transaction or arrangement is in the Church's best interests, for its own 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 Elders have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

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

#### **16.04 Records of Proceedings.**

The minutes of the Elders 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 Elder'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.

#### **16.05 Compensation.**

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

### **ARTICLE 17**

#### **CORPORATE OFFICIALS FOLLOWING THE TRANSLATION**

(a) The Blessed Hope (referred to in Article 2, of the Statement of Beliefs of these Bylaws) clearly speaks of an instantaneous and general "translation" of the members of the assembly. All Pastors, Elders, Officers, and other elected and appointed leaders are also expected to be caught up alive in a moment of time, thus depriving the church of duly constituted and legal representation.

(b) In such an event, any remaining members of the Membership shall meet in an

emergency membership meeting the following Sunday morning at eleven (11) o'clock and elect by a majority of votes a temporary Chairman.

(c) The Chairman shall call for a duly constituted membership meeting at which time legal Corporate Officers as herein provided shall be elected from among those who have attended the assembly for at least three (3) months and subscribe to its Statement of Beliefs. These officers shall have all prerogatives set forth herein, so that the assembly may continue to effectively function.

## **ARTICLE 18 MISCELLANEOUS PROVISIONS**

### **18.01 Construction of Bylaws.**

These Bylaws shall be construed in accordance with the laws of the State of North Dakota. All references in these 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 these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws. Wherever the context requires, all words in these Bylaws using male or female pronouns shall be deemed to include the other gender, all singular words shall include the plural, and all plural words shall include the singular.

### **18.02 Seal.**

The Elders may provide for a corporate seal.

### **18.03 Parties Bound.**

These Bylaws shall be binding upon and inure to the benefit of the Church Members, Pastors, Elders, Officers, Overseers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

### **18.04 Christian Alternative Dispute Resolution.**

In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Elder, Overseer, Officer, employee, volunteer, agent, or other member of this Church, 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. In the event that this group 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 Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church 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 these Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

**ARTICLE 19  
AMENDMENT OF BYLAWS**

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at an official, duly-called meeting by the affirmative vote of two-thirds (2/3) of the members present and voting. At least ten (10) days written advance notice of said meeting shall be given to the Membership, along with a due notice of the proposed change.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Evangel Assembly of God and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the membership of the Church dated \_\_\_\_\_.

DATED: \_\_\_\_\_ By: \_\_\_\_\_