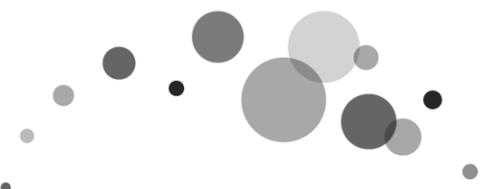


Bylaws
of

*Life*POINT
Church of Palm Bay



Bylaws of Lifepoint Church of Palm Bay

January 17, 2016 (previous March 5, 2011)

C O N T E N T S	2
Article I	
Name.....	3
Article II	
Purpose	3
Article III	
Statement of Faith	3
Article IV	
Corporate Membership	5
Article V	
Church Membership	5
Article VI	
Elders	9
Article VII	
Other Councils and Committees	12
Article VIII	
Officers	13
Article IX	
Ordination and Commissioning	15
Article X	
Senior Pastor	15
Article XI	
Settlement of Disputes	15
Article XII	
Other Provisions	16
Article XIII	
Receipt, Investment, and Disbursement of Funds.....	16
Article XIV	
Corporate Records and Reports	17
Article XV	
Dissolution	17
Article XVI	
Miscellaneous Provisions.....	17
ARTICLE XVII	
Tax-Exempt Provisions	17

ARTICLE I
Name of Corporation

The name of this Corporation is First Baptist Church of Palm Bay operating under the fictitious name Lifepoint Church. It is a Florida nonprofit Corporation with its principal offices at 1420 Sportsman Way NE, Palm Bay, FL 32905. For the purposes of this document, the church is referred to as "Lifepoint Church," or "LPC," or simply "church."

ARTICLE II
Purpose

The specific objective and purpose of this Corporation shall be to exist as a Christian Church, founded upon the faith and practices of the church as it is found in the New Testament. This congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), for such purposes including, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ; the establishing and maintaining of religious worship; the educating of believers in a manner consistent with the requirements of Holy Scripture; and the maintaining of missionary activities in the United States and any foreign country.

ARTICLE III
Statement of Faith

3.1 The Trinity.

It is the testimony of both Testaments and of the Christian Church that God is both One and Triune. The Biblical revelation testifies that there is only one God, and that He is eternally existent in Three Persons: Father, Son, and Holy Spirit.

A. God the Father.

God the Father is the Creator and sustainer of all things, who created the universe in love to respond to Himself. He created man in His own image for fellowship, and calls man back to Himself through Christ after the rebellion and fall of man.

B. The Son.

Jesus Christ is eternally God. He was together with the Father and the Holy Spirit from the beginning, and through him all things were made. For man's redemption He left heaven and became incarnate by the Holy Spirit of the Virgin Mary.

C. The Holy Spirit.

The Holy Spirit is God, the Lord and giver of life, who was active in the Old Testament, and given to the Church in fullness at Pentecost. He empowers the saints for service and witness, cleanses man from the old nature, and conforms us to the image of Christ.

3.2 The Scripture.

We affirm that the Bible containing the Old and New Testaments is alone the only infallible inspired Word of God, and that its authority is ultimate and final and eternal. It cannot be added to, subtracted

from, or superseded in any regard. The Bible is the source of all doctrine, instruction, correction and reproof. It contains all that is needed for guidance in godliness and practical Christian conduct.

3.3 The Atonement.

Christ's vicarious death on the cross paid the penalty for the sins of the whole world, but its benefits are only applicable to those who receive Jesus as their personal Savior. Healing of the body, soul and spirit, is provided for in the atonement, as well as all of God's provision for His saints, but these must be appropriated.

3.4 Salvation.

The Word of God declares clearly that salvation is a free gift of God, based on the merits of the death of His Son, and is appropriated by faith. Salvation is affected by personal repentance, belief on the Lord Jesus (justification), and personal acceptance of Him into one's life as Lord and Savior (regeneration). The new life in Christ includes the privileges of adoption and inheritance in the Kingdom of God's beloved Son. Salvation is an act of free will in response to God's personal love for mankind. It is predestined in the sense that God, through His omniscience, foreknew those who would choose Him. It is secure in the eternal unchanging commitment of God, who does not lie and is forever the same. Salvation should produce an active lifestyle of loving obedience and service to Jesus Christ our Savior.

3.5 The Christian Life.

We believe that the Scriptures portray the life of the saint in this world to be one of balance between what is imputed to us as Christians and what is imparted to us according to our faith and maturity. Hence God's provision for His children is total, and the promises are final and are forever. The shortcomings of the individual and of the Church are because of the still progressing sanctification of the saints. The Christian life is filled with trials, tests, and warfare against a spiritual enemy. For those abiding in Christ until their death or His return, the promises of eternal blessing in the presence of God are assured. To remain faithful through all circumstances of life, it requires dependence upon the Holy Spirit and a willingness to die to personal desires and passions.

3.6 The Church.

- A. The goal of the Church is to make disciples of all nations and to present the saints complete in Christ.
- B. Church policy is a balance between congregation and Eldership authority, emphasizing the final authority of the church leadership.
- C. It is essential to the life of the Church that scriptural patterns of discipline be practiced and that oversight for Church discipline, individual and corporate, be exercised by the leadership of the Church.

3.7 Baptism and the Lord's Supper.

The Word of God enjoins on the Church two ordinances of the Lord Jesus Christ. The first, baptism, is the outward sign of what God has already done in the individual's life and is a testimony to all that the person now belongs to Jesus. Baptism allows believers to identify with Jesus and is performed in the name of the Father, the Son, and the Holy Spirit. The Lord's Supper is a commemoration of the death of the Lord and is done in remembrance of Him until He comes again. The Lord's Supper is also a sign of our participation in Him. Both institutions are restricted to those who are believers.

3.8 Eschatology.

We affirm the bodily, personal, second coming of the Lord Jesus Christ, the resurrection of the Saints, the Millennium, and final judgment which will seal the eternal status of both saints and unbelievers based on their relationship with Jesus Christ. We affirm with the Bible the final state of the New Heaven and New Earth.

3.9 Statement on Marriage, Gender, and Sexuality.

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

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

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

We believe that in order to preserve the function and integrity of Lifepoint Church as the local Body of Christ, and to provide a biblical role model to the Lifepoint Church members and the community, it is imperative that all persons employed by Lifepoint Church in any capacity, or who serve as volunteers, agree to and abide by this Statement on Marriage, Gender, and Sexuality. (Matt 5:16; Phil 2:14-16; 1 Thess 5:22.)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11.)

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

ARTICLE IV **Corporate Membership**

4.1 Corporate Members

The Corporation shall consist of voting and non-voting members. Any action which would otherwise require approval by the majority of all members may only require approval of the Board of Elders. All rights which would otherwise vest in the members may vest in the Board of Elders. For the purposes of this document, the Board of Elders may also be referred to as "Board" or "Elders."

4.2 Members of the Fellowship

Nothing contained in Section 1 of this Article shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as 'members' even though such persons are non-

voting corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Section 617 of the Florida Statutes. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth by Florida Statute, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 617.

ARTICLE V **Church Membership**

5.1 Purpose of the Fellowship

The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in Article II of these Bylaws.

5.2 Active Membership

Any person who believes on and has accepted the Lord Jesus Christ as his/her personal Savior, who is endeavoring to follow Him in their daily life, and who subscribes substantially to the Statement of Faith shall be eligible for membership.

5.3 Requirements of Membership

- 5.3.1** A personal commitment to the Lordship of Jesus Christ in their life.
- 5.3.2** Substantial agreement with the Statement of Faith of Lifepoint Church.
- 5.3.3** Submission to the decisions, vision, and direction established by the Elders of LPC. The member shall be committed to working out problems or disagreements through communication and love. The member shall accept and support the decisions of the Board of Elders when the disagreement deals with questions that are not sin or violations of the law.
- 5.3.4** Completion of the New Membership Class in good standing (or next available class).
- 5.3.5** Financially supportive of the church and its ministries.
- 5.3.6** Spiritually supportive of the vision and ministries of Lifepoint Church.

5.4 Voting Privileges

Membership in this church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders chooses to submit to the church membership for affirmation. This includes but is not limited to the selection of a Senior Pastor, the purchase or sell of real estate, annual budget and changes to the bylaws. In such cases, voting privileges shall be restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth (16th) birthday. Membership shall not be assignable inter vivos by any member nor shall membership vest to any personal representative, heir, or devisee.

5.5 Applications for Membership

Anyone is eligible to request an application for membership. Upon making such a request, the person shall be given an application for membership, along with a copy of the Bylaws, and a copy of the LPC Relational Commitments. A Pastor, Elder, Deacon, or assigned representative shall meet with the

applicant following receipt of the application. Each applicant shall assent to the Statement of Faith, subscribe to the Bylaws and Relational Commitments, and testify publicly before a duly appointed Committee of the Board or at a meeting for prospective members. Each applicant shall assent to the Statement of Faith, and subscribe to the Bylaws and Relational Commitments.

5.6 Denial of Membership

If, upon review of an application for membership or after meeting with a prospective member, the Board of Elders determines that the applicant does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a godly lifestyle, membership shall be denied. The decision made by the Board shall be final, and there shall be no appeal to any court from that decision.

5.7 Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Senior Pastor and Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members.

5.8 Review of Membership

The church staff shall periodically review the member roll. Members who no longer meet the requirements for membership as outlined in Article 5.3 shall be purged from the member roll after an affirmative vote by the Board of Elders.

5.9 Responsibilities of Members

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving leadership of the Elders.

5.10 Termination of Membership.

Termination of membership shall be accomplished in one of the following ways:

5.10.1 At the member's request;

5.10.2 By transfer of membership to another church;

5.10.3 By determination of the Board of Elders for good and sufficient cause (refer to Article 5.11);

5.10.4 By failure to continue to meet the requirements of Membership outlined in Article 5.3, or

5.10.5 By death.

5.11 Accountability and Church Discipline

And let us consider how we may spur one another on toward love and good deeds (Heb. 10:24).

(a) A detailed explanation of the biblical view of accountability and church discipline is contained in the LPC Relational Commitments.

(b) Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however,

(1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then

(2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is

continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then

(3) it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board, at the sole discretion of the Board). If the Board of Elders (or a duly appointed Committee of the Board, at the sole discretion of the Board) determines—after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19—that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a special called meeting of the members in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a special called meeting of the members. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then

(4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a special called meeting of the members. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders (or a duly appointed Committee of the Board, of these Bylaws, at the sole discretion of the Board), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

(c) Notwithstanding the foregoing, the Elders in the exercise of their discretion may proceed directly to the third stage of church discipline (i.e., the informing of the church and the congregation thereof at a special called meeting of the members in order that the church may call the erring individual to repentance), or to the fourth stage of church discipline (i.e., the dismissal from the fellowship and/or membership of the church) when one or more of the following shall have occurred:

(i) where the transgression and the refusal to repent have been public, i.e., openly and to the offense of the whole Church (1 Corinthians 5:1-5), and/or

(ii) where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders, then chosen to disregard the direction and reproof of the elders (Romans 16:17), and/or

(iii) where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

(d) The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline.

(e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders (or a duly constituted subcommittee thereof), a member, non-member regular attender, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

5.12 Regular Meetings

Regular annual meetings of the church members shall be held in the first quarter of each calendar year. At such regular annual meeting, the members shall consider reports of the affairs of the Corporation and

transact such other business as the Elders determine shall be brought before the members, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders for the ensuing year.

5.13 Special Meetings

Special meetings of the members may be called at any time by order of the Senior Pastor or by two or more Elders.

5.14 Notice of Meetings

Notice of regular meetings shall be given from the pulpit for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting. Notice of special meetings shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

5.15 Quorum

At all meetings of the members, whether regular, special, or adjourned, the members present shall constitute a quorum for the transaction of business.

ARTICLE VI **Elders**

6.1 Responsibilities

Subject to the limitations of these Bylaws and of pertinent restrictions of the Corporation Code of the State of Florida, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders, who are responsible for having oversight of the members. Without prejudice to such general responsibilities, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following responsibilities in addition to the other responsibilities enumerated by these Bylaws:

- (a)** To select and remove all the officers, agents, and Senior Pastor of the Corporation; prescribe such duties for them consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws; and fix the terms of their offices and their compensation. The church staff and daily administration is guided by the Senior Pastor. He is the singular leader of the church on a daily basis, however he functions as the representative of the corporate mind and heart of the Elders.
- (b)** To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation, and generally to conduct and manage the activities and affairs of the Corporation and to make such rules and regulations consistent with the Scriptures, with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c)** To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
- (d)** To establish policies and practices for the church consistent with the purposes of this Corporation.
- (e)** To assist the Senior Pastor in such functions as baptizing, officiating in marriage ceremonies, conducting funerals, administration of the Lord's Supper, counseling, preaching and teaching, and conducting the church services and ministries.

6.2 Number of Elders

The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a Board of not less than four (4) and not more than fifteen (15) Elders, as may be determined by the Board of Elders. The Board of Elders shall be made up of both ministry staff and non-staff members without consideration to the balance of numbers between the two groups. The Senior Pastor shall serve as a permanent member of the Board of Elders and shall act as President of the Board of Elders. Elders may serve for as long as they are active in fulfilling their eldership responsibilities and as long as they continue to fulfill the qualifications for an Elder.

6.3 Nomination and Selection of Office

Members of the Board of Elders shall be men who meet the scriptural qualifications outlined in 1 Timothy 3 and Titus 1. They shall have been members of Lifepoint Church for a time determined by the Board of Elders to be sufficient to know and understand the church vision and to be known within the church leadership. Only Elders may nominate new Elders. Elders shall be elected by the unanimous vote of the Board of Elders at any regularly scheduled meeting. Each Elder shall hold office until a successor is elected and qualified or until their removal in accordance with Section 6.6.

6.4 Qualifications

Each member of the Board of Elders shall be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- (a) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7)
- (b) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6)
- (c) Temperate, sober, vigilant (1 Timothy 3:2)
- (d) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8)
- (e) Of good behavior; orderly, respectable (1 Timothy 3:2)
- (f) Given to hospitality (1 Timothy 3:2; Titus 1:8)
- (g) Apt to teach; able to teach; he can exhort believers and refute false teaching
(1 Timothy 3:2; Titus 1:9)
- (h) Not given to wine (1 Timothy 3:3; Titus 1:7)
- (i) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7)
- (j) Patient, moderate, forbearing, gentle (1 Timothy 3:3)
- (k) Not a brawler; not contentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7)
- (l) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3, Titus 1:7)
- (m) Rules well his own house; his children are faithful, not accused of rebellion to God
(1 Timothy 3:4; Titus 1:7)
- (n) Not a novice; not a new convert (1 Timothy 3:6)
- (o) Has a good report or reputation with outsiders (1 Timothy 3:7)
- (p) Not self-willed (Titus 1:7)
- (q) A lover of good men and things (Titus 1:8)
- (r) Just, fair (Titus 1:8)
- (s) Holy, devout (Titus 1:8)
- (t) Self-controlled (Titus 1:8)

6.6 Removal of Elders

Any Elder may be removed from office at any regular or special meeting of the Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elders (or a duly appointed Committee of the Board), in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19. When an Elder is removed because of sin that is deemed sufficient to disqualify him from eldership, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a special called meeting of the members as prescribed in 1 Timothy 5:20.

6.7 Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Elders of the Corporation may be held at any place within or without the State of Florida.

6.8 Regular Meetings

Regular meetings of the Board shall be held once a month, unless otherwise modified by the Board.

6.9 Special Meetings

Special meetings of the Board of Elders may be called at any time by the senior pastor or two or more elders.

6.10 Notice of Special Meetings

Notice of special meetings of the Board of Elders shall be given in accordance with Florida Statutes.

6.11 Quorum

A quorum of the Elder Board shall consist of a simple majority of active Elders.

6.12 Participation in Meetings by Remote Conference

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can communicate with one another.

6.13 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the emails or phone records with the minutes of proceedings of the Board.

6.14 Rights of Inspection

In accordance with the provisions of the Florida Statutes, every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is an Elder. This right of inspection shall also apply to any subsidiary organizations of the Corporation.

6.15 Decisions of the Board of Elders

Decisions shall be reached after prayerful consideration with the goal of a unanimous vote in a spirit of humility, with each Elder regarding one another before himself. If unanimous agreement can't be made on a significant issue, the Elders will call-in at least one "non-member elder" previously named to provide guidance and direction.

6.16 Committees

Committees may be appointed by resolution of the Board. Committees shall be composed of one or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Elders, except with respect to:

- (a) The approval of any action for which the Florida Statutes also requires member's approval (shall be approved by the Board as a whole).
- (b) The filling of vacancies on the Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of other committees of the Board or the members thereof.
- (f) The approval of any self-dealing transaction, as such transactions are defined in Florida Statutes.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

6.17 Fees and Compensation

Elders (as such) shall not receive any stated or fixed salary for their services; however, nothing herein contained shall be construed to preclude any Elders from serving the Corporation in any other capacity and receiving compensation. Any person receiving compensation directly or indirectly from Lifepoint Church shall not be in a position to determine the nature or amount of said compensation.

ARTICLE VII

Other Councils and Committees

7.1 Councils and Committees

To promote efficient handling of Board matters, the Board may appoint various councils and committees from within its membership, the staff, and from the members at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board. The general functions of councils and committees are

- (a) to bring considered recommendations to the Board concerning ministries, and
- (b) to provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for a period specified by the Board.

7.2 Deacons

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated by members of the church. The Board of Elders shall compile and confirm the nominations and submit the names to the members for affirmation at the annual meeting. The Deacons shall serve for a term of three (3) years. The Deacons shall assist the Elders in the oversight of the members, assist the Pastor at Communion and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders.

7.3 Vacancies

In the event any of the above-mentioned offices becomes vacant during the period between annual elections, the Board of Elders may fill such vacancy for the unexpired term.

ARTICLE VIII **Officers**

8.1 Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this article. The Senior Pastor shall serve as President of the Corporation and preside over meetings prescribed by Articles 5.12, 5.13, 6.8, and 6.9. An Associate Pastor or Elder shall serve as Vice-President of the Corporation.

8.2 Election

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of the Board of Elders. Each officer shall hold his office until he shall resign, be removed, or become otherwise disqualified to serve, or until his successor shall be elected and qualified.

8.3 Subordinate Officers

The Board of Elders may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Elders may from time to time determine.

8.4 Removal and Resignation

Any officer may be removed upon disqualification and removal as an Elder per Article VI, Section 6 of these Bylaws. In accordance with the provisions of Florida Statutes, any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Elders, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at 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.

8.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

8.6 Inability to Act

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

8.7 The President

The President of the Corporation shall, subject to the control of the Board of Elders, have general supervision, direction, and control of the activities and officers of the Corporation. He shall preside at all meetings of the Board of Elders, which are to be conducted according to the scriptural principles such as set forth in Philippians 2:2-8. He shall be an ex officio member of all standing committees, if any, and shall have powers and duties as may be prescribed by the Board of Elders or the Bylaws.

8.8 The Vice-President

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Elders or the Bylaws.

8.9 Secretary

The Secretary shall keep a record of minutes at the principal office or such other place as the Board of Elders may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Florida the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board. The Secretary shall keep, or cause to be kept at the principal office of the Corporation, a church membership register, or a duplicated membership register, showing the names of the members and their addresses.

8.10 Treasurer

The Treasurer shall ensure the stewardship of the physical and financial resources of the Corporation, "taking precaution that no one should discredit us in our administration... for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20-21). He shall select members "of good reputation, full of the Spirit and of wisdom" (Acts 6:3) to implement and accomplish this responsibility.

The Treasurer shall ensure that all financial activities and transactions are consistent with Articles I, II, III, VI, XII, XIII, XIV, XV, and XVI of these Bylaws as well as the Florida Statutes. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Elder as provided in the Florida Statutes. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Elders, shall render, or cause to be rendered, to the President and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make, or

cause to be made, the financial reports at each regular Board meeting and at the annual meeting of members.

ARTICLE IX
Ordination and Commissioning

9.1 Ordination

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

9.2 Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Board of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

ARTICLE X
The Senior Pastor

10.1 Election

The Senior Pastor shall be selected by the Board and confirmed by the members of the church at an annual meeting or at a special business meeting, and such confirmation shall be by a three-fourths (3/4) majority of all the votes cast. He shall remain in office an indefinite period of time subject to the following reservations: the Elders reserve the right to dismiss the Senior Pastor without his consent upon giving him one month's written notice of its intention to dismiss. The Senior Pastor shall give one month's notice if he intends to resign. The time limit of a Senior Pastor's resignation or dismissal may be less than one month if both the Senior Pastor and the Board of Elders by mutual agreement provide otherwise.

10.2 Duties

The Senior Pastor shall be an ex officio member of all councils and committees, and he shall be responsible to the Board of Elders. The Senior Pastor or an Elder shall arrange for all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church. In the absence of the Senior Pastor, the Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 16 of these Bylaws, at the sole discretion of the Board), shall be responsible to arrange for the public and regular services of the church.

ARTICLE XI
Settlement of Disputes

11.1 General

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church (or a duly appointed Committee of the Board, at the sole discretion of the Board). A decision shall be reached after prayerful consideration, in

a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3).

ARTICLE XII
Other Provisions

12.1 Endorsement of Documents, Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Elders, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

12.2 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

12.3 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Florida Statute shall govern the construction of these Bylaws.

12.4 Amendments

These Bylaws may be amended and new and additional Bylaws may be made from time to time at any time by the Board of Elders in the exercise of the power granted to said Board of Elders in these Bylaws.

12.5 Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be recorded in the minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be recorded.

ARTICLE XIII
Receipt, Investment, and Disbursement of Funds

13.1

The Corporation shall receive all monies or other properties transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if the Board shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by said Articles.

13.2

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

ARTICLE XIV
Corporate Records and Reports

14.1 Records

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Florida, as fixed by the Board of Elders from time to time.

14.2 Inspection of Books and Records

In accordance with the provisions of the Florida Statutes, every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

14.3 Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year.

ARTICLE XV

Dissolution

Upon dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another Corporation with purposes similar to that identified in Article II of these Bylaws.

ARTICLE XVI
Miscellaneous Provisions

16.1 Instruments in Writing

All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Elders may from time to time by resolution designate.

ARTICLE XVII
TAX-EXEMPT PROVISIONS

17.01—PRIVATE INUREMENT

No part of the net earnings of the church shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the church purposes.

17.02—POLITICAL INVOLVEMENT

No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

17.03—DISSOLUTION

Upon the dissolution of the church, after paying or making provision for payment of all the liabilities of the church, the trustees shall dispose of all of the assets of the church to such organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or 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). Assets may be distributed only to tax-exempt organizations which agree with the church's Statement of Faith.

17.04—LIMITATION OF ACTIVITIES

The church shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax 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 by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).