

*Bylaws of  
Gateway Christian Fellowship, Inc. 2003*

**ARTICLE I. OFFICES**

1.01 Principle Office

The principle office of the Church shall be located at 129 Bull Hill Lane in the Town of West Haven, State of Connecticut. The Church may also maintain offices at such other place within the State of Connecticut as the Board of Trustees may, from time to time, determine, or in such place or places the Lord so designates.

**ARTICLE II. MEETING OF MEMBERS**

2.01 Meetings

Meetings of the members may be called at any time by the Board of Trustees or by the Senior Pastor for the purpose of transacting such business as may properly come before the meeting, such business to be determined by the Senior Pastor and Board of Trustees.

2.02 Place of Meetings

All meetings of members shall be held at the principle church office or at such places as shall be designated in notice of such meeting.

2.03 Notice of Meetings

Except as otherwise provided by Statute, notice of each meeting of members, stating the time when and the place where it is to be held, shall be announced by the Senior Pastor at least two Sundays immediately  
prior to the date of said meeting.

2.04 Voting

Except as otherwise provided by State law or other provisions of these Bylaws, the members shall have no voting privileges. Nothing contained in this paragraph shall be construed as preventing the Trustees from consulting the membership, by vote or otherwise, when and if the Trustees, in their sole discretion, deem it advisable to do so.

## **ARTICLE III PURPOSES, PREROGATIVES**

### **3.01 Prerogatives**

- a. To administer the ordinances and sacraments as defined in Article 4.14 of this constitution;
- b. To establish and maintain such departments, institutions and services within the Church for the propagation of the gospel and its work embraced by the purposes of this corporation;
- c. To examine candidates for the ministry, and to license, commission and ordain those who shall have been approved by the Senior Pastor and Elders of this church according to standards set forth by the New Testament;
- d. To designate its own officers, to appoint committees, to arrange for its own meetings, and to govern itself in accordance with the Articles of Incorporation and Bylaws herein and after defined;
- e. To establish and define policy by which it shall be governed.
- f. To take such other and further actions and prerogatives as may be necessary or appropriate to implement and operate its New Testament commission.

### **3.02 Enumerated Purposes**

This church shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding section in order to, but not limited to:

- a. Minister the Word of God;
- b. Minister the Gifts of the Holy Spirit;
- c. Conduct a regular religious worship service through various forms of ministries;
- d. Minister the sacraments;
- e. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media and the sending of missionaries to other regions/nations.
- f. To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Holy Bible;
- g. To maintain, sell and purchase, when needed, local church facilities and other ministry properties.
- h. To conduct a Bible College for the training of the saints to minister;
- i. To license and ordain qualified individuals;

## **ARTICLE IV TENETS OF FAITH**

### **4.01 The Scriptures**

The Bible is the inspired Word of God. The product of holy men of old who spoke and wrote as they were moved upon by the Holy Spirit and we accept it as our infallible guide in matters pertaining to conduct and doctrine (2 Tim. 3:16; 1 Thess. 2:13; 2 Peter 1:21).

### **4.02 The Godhead**

Our God is one, but manifested in three-God the Father God the Son, God the Holy Spirit, being co-equal (II Cor. 13:14, 1 John 5:7). In his infinite wisdom, God has chosen to reveal himself in three

separate persons, as Father, Son, and Spirit to accomplish his divine will. Each person of the Godhead having a separate purpose in man's creation and redemption.

#### 4.03 Man, His Fall and Redemption

Man is a created being, made in the likeness and image of God, but through Adam's transgression and fall, sin came into the world. "All have sinned, and come short of the glory of God." "As it is written, There is none righteous, no, not one." Jesus Christ, the Son of God, was manifested to undo the work of the devil and gave His life and shed His blood to redeem and restore man back to God (Rom. 5:14; Rom. 3: 10; Rom. 3:23; 1 John 3:8). Salvation is a gift of God to man, separate from works and the law, and is made operative by grace through faith in Jesus Christ, producing works acceptable to God.

#### 4.04 Eternal Life and New Birth

Man's first step toward salvation is godly sorrow that works repentance. The New Birth is necessary to all men, and when fulfilled produces eternal life (2 Cor. 7: 1 0; I John 5:12; John 3:3-5).

#### 4.05 Water Baptism

Baptism in water is by immersion, is a direct commandment of our Lord, and is for believers only. The ordinance is the Christian's identification with Christ in His death, burial, and resurrection (Matt. 28:19; Rom. 6:4; Col. 2:12;

#### 4.06 Gifts of the Holy Spirit

We believe in the operation of the gifts of the Spirit in the Body as enumerated in I Corinthians 12-14 as manifested in the early church.

#### 4.07 Divine Healing

Healing is for the physical ills of the human body and is wrought by the power of God through the prayer of faith, and by the laying on of hands. It is provided for in the atonement of Christ, and is the privilege of every member of the Church today (Mark 16:18; James 5:25; 1 Peter 2:24; Matt. 8:17; Isa. 53:4,5).

#### 4.08 The Blessed Hope

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (Rom. 8:23; 1 Cor. 15:51, 52; 1 Thes, 4:16; Titus 2:14).

#### 4.09 Church Discipline

We believe in church discipline administered within the relational group in a spirit of meekness and confidentiality. The purpose of such discipline is the restoration of the one subject to the discipline and/or the purification of the church. The steps of discipline are one on one private confrontation, private confrontation with witnesses, and, finally, exposure to the church for judgment leading to restoration or separation. (Mat. 18:15-20; Gal. 6: 1; Rom. 16:17; 11 John 9-1 1; I Cor. 5; 11 Cor. 2:6-8; 1 Tim. 5:20).

#### 4.10 Leadership of the Holy Spirit

We believe that in all matters concerning the Body of Christ, its direction, discipline, ministry and functioning that specific guidance and instruction, revelation and discernment of truth from falsehood, is available by the leading of the Holy Spirit who enables us to know spiritual things by the Spirit. (Acts 13:1-3; 1 Tim. 1: 18; Rom. 8:14; 1 Tim. 5:22; John 16:13-15; 1 Cor. 5:3).

#### 4.11 Laying on of Hands

Laying on of hands is a biblical practice. Jesus practiced it in Mark 10: 13-16 as a blessing, and is our on instead of baptism. We believe in the Laying on of Hands for Healing (Mark 5:22, 23 and 4:41; Mark 5:28-31; Acts 28:8; Acts 19:11-12); Laying on of Hands to confer office (Acts 6:2-6); Laying on of Hands to receive the Holy Ghost (Acts 8:26-18); Laying on of Hands to believe words spoken, to receive anointing, and to cultivate the anointing (1 Tim. 4:14); Laying on of Hands for appointment to Eldership (1 Tim. 4:14).

#### 4.12 Mediation

We believe as members of the same body of Christ, baptized by one spirit into one body that we must endeavor to keep the unity of the Spirit in the bond of peace and as such that we are precluded from bringing a lawsuit in a civil court against another person who professes to be a Christian or against a Christian ministry. We believe that all such disputes must be resolved within the Body of Christ without taking them before unbelievers for judgement. (1 Cor. 6:1-8; Eph. 4:3-6)

#### 4.13 Financial Support

We believe that scripture requires all members of the congregation to support the programs and needs of the church in proportion, as the Lord shall prosper them through tithes and offerings, thereby acknowledging that any institution can stand or be of full service only in proportion as all of the members of the congregation accept their responsibility of maintaining it. (Mal.3:10, 1 Cor.16:1,2; II Cor. 9:6-9; Heb. 7: 1 -8)

#### 4.14 Ordinances

We believe in two primary New Testament ordinances: Baptism by immersion and The Lord's Supper. We do not however believe that the administration of such ordinances is limited to ordained or Licensed ministers. We believe in the priesthood of every believer Ordination and licensing in this church is a separation and recognition of a specific gifting of God. Ordination is on the basis of that recognition of God's gifting. Men or women called to a specific Office by God and ordained or licensed by this church will have the right to participate in the traditional sacramental and ordinal functions of the church such as marriage, funerals, baptisms, and the like. They shall also be expected to function in the spiritual giftings of their office and to demonstrate the reality of their calling.

### **ARTICLE V MEMBERSHIP**

The Church, by its very composition, is a membership organization. We acknowledge that individuals of the Body of Christ will wish to associate with our congregation and be recognized as members

thereof. These articles set forth the conditions, limitations and requirements of such membership commitments.

## 5.01 Membership

### a. Tithing member.

Requirements: A regular member who contributes 10% of their income to the ministry of the church.

1. Expectations: Regularly attend services and contribute to the support of the Gospel through regular giving of tithes and offerings to the storehouse of the local church. (Malachi 3:10) Consistent and faithful attendance at regular and special church services and activities. (Hebrews 10:25) Maintain a personal devotion of prayer and Bible Study and holy living. (I Thess. 5:17; Luke 18:1; II Tim. 2:15) Participate in church wide activities such as prayer, fasting and outreach.(Acts 2:42-46, 12:12). Submit to authority, discipline, correction of the Elders in all areas of conduct so as to promote Christian Unity. (Matt. 18:15-20). Fully subscribe to the Tennets of Faith and Doctrine set out in these bylaws. Fully subscribe to the teachings and ordinances of the church so as to promote Christian unity. (Eph. 4:3).
2. Privileges: Have the right to vote in church business affairs where these bylaws or the Articles of Incorporation permits such vote. Receive a detailed annual financial report with the exception of the individual contribution records. Become involved in a ministry of the churches released by the Senior Pastor and Elders.

### b. Membership Granted and Recognized.

When an individual has attended the church long enough to receive an annual contribution statement he/she is granted tithing membership status. A contribution statement serves as the certificate of membership. Should one year pass without a record of contribution, membership is automatically terminated.

## 5.03 Discipline of Members

### A. Purpose of Discipline.

Discipline in the church is not for the purpose of punishment and will not be administered as such. Discipline, correction, reproof and rebuke has as its primary purpose the good of the person who has been taken in a fault. It seeks to restore such a person and to help them overcome the problem, sin, or fault that has hindered their place in the Body of Christ. Discipline also has the purpose of maintaining the purity and unity of the Body of Christ in its local expression as this church. The purpose of the discipline as well as the prayer and motive of the leadership, is that discipline and correction will result in first the restoration of the one in error, second the purifying of the church either by restoration or separation and finally, the edification of the church and the exhortation to purity by the example of discipline.

### B. Process of Discipline.

Church discipline is a body ministry. All members of the body should be involved in it. One complaint against another or knowledge of the sin or fault of another should first go to him and meet with him privately. (Similarly, if a member knows that another has a complaint against him then he should go to the one with the complaint privately for purposes of reconciliation.) If the brother is restored no more should ever be said. If the first step does not work the one who has the complaint or knowledge should then go to the Senior Pastor or an Elder, so that the matter can then be dealt with in the presence of witnesses. In the event that all efforts at restoration fail, the one erring may

be brought before the congregation or the Board of Directors and Elders for their judgment and possible termination from membership. Resignation of membership so as to avoid such action on the part of the congregation will not prevent the matter being presented to the congregation for judgment. Leadership of the church may initiate the first step of discipline on behalf of any member of the church.

The Senior Pastor and Board of Elders may consider disciplinary matters at any regularly scheduled or specially called meeting. The member that is the subject of the discipline shall have the right to appear before the Board of Elders and to speak in defense, justification, or repentance. The Elders shall judge the situation. They may institute discipline as they see fit in each individual circumstance and shall tailor the discipline to the aim of achieving the purposes of discipline as herein before set forth. The Elders may remove the member from the privileges of membership for any period or permanently if such is deemed by them to be appropriate for the achievement of the purposes of discipline.

In the event that a member is removed from membership in the church due to discipline and the members refusal to abide by the judgment and correction of the Board of Directors and Elders, then the membership of the church may be informed of the action of the Board and instructed pursuant to Matthew 18 in regard to the disciplined member. The details of the disciplined members sin or error may be revealed to the membership of the church at that time if, in the sole discretion of the Senior Pastor and the Board of Directors and Elders, such revelation is necessary to the health of the church.

#### C. Grounds for Discipline

1. Principle of Harmony. No member of the congregation may use any means to incite or engender strife, but shall work in harmony with the other members of the congregation and the leadership. If there is cause for dissatisfaction, it shall be called to the attention of the Senior Pastor or a member of the Board of Elders. At the discretion of the Senior Pastor or the Board of Elders necessary adjustments shall be made.
2. Unscriptural Conduct. Any unscriptural conduct or doctrinal departure from the tenets of faith held by this church shall be considered sufficient grounds for which any member may be asked to submit to adjustment, reproof, rebuke, correction, or discipline. Grounds for Discipline will be determined by the Leadership of the church. Three general types of unscriptural conduct shall be disciplined: unscriptural conduct that obscures the truth of God by false teaching or doctrine in an area of cardinal truth; unscriptural conduct that mars the holy character of God and His church by unholy, immoral living, action or lifestyle; and unscriptural conduct that hinders the work of God by bringing confusion or division to the body.
3. Leadership. People involved in ministry leadership of the church or any of its departments shall be subject to discipline as members of the church. In addition they shall be subject to discipline for departure from leadership qualifications as set forth in scripture in I and II Timothy and Titus.

#### D. Procedures for Mediation of Disputes Within the Church

1. In the event that two or more members of the body have a dispute between them that they cannot resolve or agree upon, they shall submit the dispute for mediation and/or judgment within the church and shall not sue another member or the church in a secular court of law. If the parties can agree upon a mediator, the mediator shall hear both sides of the dispute and attempt to reconcile the members. In the event that a reconciliation is not accomplished the person chosen as a mediator shall judge the situation and this judgement shall be binding upon the members. In the event that the members cannot agree upon a mediator, then they shall each choose one mediator and the two mediators shall by mutual agreement choose a third mediator. The three mediators shall then hear the both sides of the dispute and attempt to reconcile the members. In the event that reconciliation is not

accomplished the mediators shall judge the situation by majority decision and their judgement shall be binding upon the members.

2. The Senior Pastor shall be informed of all mediation efforts in the church and shall give the right to participate either in person or by his designee in all such mediation meetings.
3. Failure of a member to abide by the outcome of mediation shall be ground for discipline.
4. Church discipline being exercised in accordance with the provisions of this Article shall not be subject to mediation of disputes.

### 5.03 Membership Role

- a. Based on the requirements for membership set forth in the preceding paragraphs of these bylaws, the secretary shall establish, keep and maintain a church membership list. This list shall all those who have met the above requirements and have not been removed because of discipline or their written request.
- b. The secretary shall also grant a letter of "membership in good standing" to any church requesting such a letter, unless the circumstances surrounding the departure of a member is under investigation for church discipline by the elders. A letter of membership in good standing can only be issued to one church.
- c. The treasurer shall make available for all tithing members an annual financial report.

## **ARTICLE VI BOARD OF TRUSTEES**

### 6.01 Number and Qualification.

The affairs of this corporation shall be managed and controlled by a Board of Trustees consisting of not less than three (3) and no more than seven (7) persons. Each trustee must be a living commendable Christian life and be a tithing member of Gateway Christian Fellowship or be ordained by Gateway Christian Fellowship. The officers of the corporation shall be considered as members of the Board of Trustees.

### 6.02 Selection and Term.

Trustees except for the Senior Pastor whose term is perpetual, shall serve for a term of one (1) year and thereafter until their successors are selected and installed. All other Trustees, may be reappointed each year and serve consecutive terms indefinitely. Members of the Board of Trustees shall be selected by the Senior Pastor in consensus with the current Trustees of the Church. The Senior Pastor has the authority to dismiss and select Trustees but at a rate that does not exceed one dismissed and one selection every six months.

### 6.03 Resignation, Removal and Vacancies.

Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees or by causing his oral resignation to be recorded in the minutes of any regular or special meeting of the Board. After prayerful consideration a Trustee may be removed from office by the Senior Pastor for any reason or no reason in consensus with the Board of Trustees. Any vacancy on the Board may be filled as soon as practical thereafter, by the Senior Pastor with a consensus of the Board of Trustees then serving. Any Trustee may be removed by the unanimous vote of all remaining Trustees at a special meeting of the Board of Trustees called for that purpose.

### 6.04 Meetings, Chairman and Quorum.

- a. Meetings The Board of Trustees shall meet annually at such place and at such time as the Senior Pastor may determine. Regular meetings at more frequent intervals may be established by the Senior Pastor with a consensus of the Board which meetings may be held at such times and places as they may determine. Special meetings of the Board may be called at the direction of the Senior Pastor or upon the request of three members of the Board made to the Senior Pastor for such a meeting. In the event that the Senior Pastor is unavailable and there is an emergency any four Trustees may call a special meeting of the Board. Unavailability, for purposes of this paragraph, shall be more than the mere absence of the Senior Pastor from the location of the principle office of the church. It shall mean the inability to contact the Senior Pastor, or the probable inability to contact the Senior Pastor, for a forty-eight hour period to request that he convene a special meeting. An emergency is, for purposes of this paragraph, a situation that would require Board action within a period of less than forty-eight hours.
- b. Chairman At all the meetings of the Board the Senior Pastor (Chairman) or upon the death, removal or resignation of the Senior Pastor, the vice-Chairman shall preside.
- c. Quorum At all the meetings of the Board, regular, special or annual, where the Senior Pastor is not present, three elders shall constitute a quorum. Attendance may be by telephone conference call. At such meetings any question coming before the meeting shall be decided by consensus except as otherwise prescribed by these By- Laws. In the event that consensus is not possible and a decision is required then a 2/3rd majority of those present shall decide any question subject to the rights of the Senior Pastor as set forth in Article VII and Article IX of these By-Laws.
- d. Notice of Meeting. Unless otherwise provided by law or prescribed herein, notice of all meetings of the Board of Directors, other than regularly scheduled meetings as set by these by-laws, the Articles of Incorporation or by resolution of the Board, shall be given to each director orally not less than one day before the meeting.

## 6.05 Voting

The leadership of the church which consists of the Senior Pastor, Eldership and the Board of Trustees shall function by the principles of submission, spiritual leadership and consensus. In the event that a consensus under the leadership of the Senior Pastor is not reached on a matter and a vote is required each director shall be entitled to one vote, in person and not by proxy, on all matters that come before the Board. The Board of Elders are individuals who are set into this office by the laying on of hands. They are a part of the leadership of the church but are not necessarily part of the Board of Directors.

## 6.06 Manner of Acting

The affairs of the corporation shall be conducted by the Board of Trustees and officers as specified herein. Action shall be taken by consensus wherever and whenever possible. If consensus is not obtainable, the act of a majority of the Board of Trustees be the act of the Board unless the act of a greater number or concurrence of a specific officer is required by law or by these By-Laws. Any action authorized, in writing, by all of the Trustees entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Trustees with the same force and effect as if the same had been passed by unanimous vote at duly called meeting of the Board.

## 6.07 Compensation

Trustees shall not receive any stated salaries for their services as such; but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; and nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## 6.08 Duties and Authorities

The Board of Trustees shall function for the purpose of advising and supporting the Senior Pastor in the spiritual and temporal ministry of the church along with the elders of the church. They shall have only those duties, rights and responsibilities assigned to them by these By-Laws and the Articles of Incorporation of the corporation.

## 6.09 Delegation

The Board of Trustees with the consent of the Senior Pastor, may appoint a committee made up of elders who are not Trustees to perform any function or duty assigned to the Board by these By-laws. In the event of such a delegation the committee shall act in the full authority and capacity of the Board of Trustees in the limited area of the delegation.

## 6.10 Conflict of Interest

A Trustee of this corporation shall not be disqualified by this office from dealing or contracting with this corporation, either as a service provider or product provider, or otherwise nor shall any transaction or contract of this corporation be void by reason of the fact that any Trustee or any firm of which any Trustee is a member or any corporation of which any Trustee is a shareholder, officer or Trustee is in any way interested in such transaction or contract and any such interested Trustee shall be counted in determining whether a quorum exists as Trustees meetings and may vote with the same effect as disinterested Trustees provided, however, that any such interested Trustees shall disclose the nature of his interests to the Board of Trustees.

## 6.11 Contracts .

No contract or other transaction between the church and any other corporation shall be impaired, affected or invalidated, nor shall any Trustee be liable in any way by reason of the fact that any one or more of the Trustees of the Church is or are interested in, or is a director or officer, or are directors or officers of such Church, provided that such facts are disclosed or made known to the Board of Trustees. 6.12 Any Trustee, personally and individually, may be a party to or may be interested in any contract or transaction of the Church, and no Trustee shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Trustees, and provided that the Board of Trustees shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Trustee) of a majority of a quorum, notwithstanding the presence of such Trustee at the meeting at which such action is taken. Such Trustee or Trustees may be counted in determining the presence of a quorum at such meeting.

# **ARTICLE VII OFFICERS**

## 7.01 Number, Qualifications, Election

The officers of the Church shall consist of a President, a Vice- President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time deem advisable. The officers of the Church shall be elected by the Board of Trustees at the regular annual meeting of the Board following the annual meeting of members. Each officer shall hold office for one (1) year or until the annual meeting of the Board of Trustees next succeeding his/her successor shall have been elected and qualified, or until his/her death, resignation or removal.

## 7.02 Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Trustees, or to the Chairman. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Trustees or by the Chairman, and the acceptance of such resignation shall not be necessary to make it effective.

## 7.03 Removal

Any officer may be removed, either with or without cause, by a majority vote of the Senior Pastor and Board of Trustees at any time.

## 7.04 Vacancies

A vacancy of any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Chairman (Senior Pastor) or a person designated by the Chairman (Senior Pastor).

## 7.05 Duties of Officers

### a. President

The President shall be the Senior Pastor of Gateway Christian Fellowship, Inc. He/she shall be responsible for the active executive management of this Church. He/she shall review all proposals for appropriation of funds, and submit them with recommendations to the Board of Trustees. He/she shall be responsible for the execution of the full details of the various programs for the benefit of Gateway Christian Fellowship, Inc., which shall be determined on from time to time by the Board of Trustees. He/she shall employ, dismiss, and direct the activities, of the various employees of the Church, including any other Pastor, subject to the majority vote of the Trustees. He/she shall sign or countersign all instruments that require his/her signature. The President shall be empowered to countersign all checks for disbursements, and shall make such reports and perform other duties incident to his/her office as are required of him/her by the Board of Trustees. The duties of the President may be discharged by assistants or employees acting under his/her supervision and direction.

### b. Vice-President

In the absence or disability of the President (Senior Pastor), the Vice-President (Vice Chairman), to be designated by the Board of Trustees, shall temporarily exercise all the functions of the President except those functions specifically designated to the Senior Pastor.

### c. Secretary

The Secretary shall have custody of the corporate seal, issue notices of all meetings of the Board of Trustees, keep the minutes thereof in books provided for that purpose, and immediately after each meeting, he/she shall send a true copy of the minutes thereof to each of the members of the Board of Trustees. - He/she shall keep a record of the securities, contracts, mortgages, deeds of trust, leases, deeds, records, publications, and other property belonging to the Church. He/she shall make such reports as the Board of Trustees may require. He/she shall discharge such other limitations as the Board of Trustees may impose. The duties of the Secretary may be discharged by assistants or employees acting under the direction of the Senior Pastor and Board of Directors.

### d. Treasurer

The Treasurer may either be an individual or a financial institution of recognized standing. The Trustees may contract with a financial institution of recognized standing, to act as fiscal agent and to perform all or part of the duties of Treasurer. Subject to such provisions as may be made from time to time by the Board of Trustees, the Treasurer or fiscal agent shall have the custody of all moneys, funds, securities, contracts,

mortgages, deeds of trust, leases, and deeds of the Church, and shall keep proper books of account thereof, which books shall, at all time, be open to inspection by each Trustee. The Treasurer, or the fiscal agent, shall deposit the moneys and securities of the Church in such depositories and on such terms and conditions as the Board of Trustees may direct, and when so deposited, the Treasurer shall not be personally responsible for their safekeeping. He shall prepare in cooperation with the President, an annual budget to be approved by 2/3 majority vote of the Board of Trustees. He shall provide an annual audited financial report to be provided for the tithing membership of the congregation upon written request or at the direction of the Senior Pastor and Elders. The Treasurer shall render such reports relating to the moneys, securities, investment and fiscal affairs of the Church from time to time for the Board of Trustees. He/she shall have authority to sign and countersign contracts, mortgages, deeds of trust, or other instruments as shall require his/her signature, and shall perform all duties incident to his/her office or that are properly required of him/her by the Board of Trustees. He/she shall not pay out any money, invest any funds, transfer or dispose of any securities or other property, excepting on the authorization of the Board of Trustees. Subject to such limitations as the Board of Trustees may impose, the duties of the Treasurer may be discharged and his/her books and records kept by one or more Assistant Treasure(s) or bookkeeper(s) appointed by the Senior Pastor and who shall act under the direction of the Senior Pastor and Treasurer.

## **ARTICLE VIII ELDERS, DEACONS, COMMITTEES, ADVISORY BOARDS**

### **8.01 Committees**

#### **a. Creation and Qualifications**

In managing the business and affairs of the corporation the Senior Pastor with a consensus of the Board of Directors may create any standing or special committee which he deems necessary. Such committees shall have such powers, authority, and duty as may be defined and granted by the Senior Pastor in writing at the time such committee is created or thereafter. Members of committees shall have such qualifications as may be germane to the purposes for which the committee is created or as may be specifically established by the Senior Pastor with a consensus of the Board of directors. The members of such other committees shall be members of the church. The Senior Pastor shall be an ex-officio member of all committees.

#### **b. Removal and Term of Office**

Any member of any committee may be removed by the Senior Pastor with a consensus of the Elders, whenever in their judgment the best interests of the corporation shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from the committee or cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. The chairman of each committee shall be appointed by the Senior Pastor. Term of office for Elders shall be two years unless reinstalled by the Senior Pastor and a  $\frac{3}{4}$  majority of the Board of Elders.

### **8.02 Advisory Boards**

The Senior Pastor with a consensus of the Board of Directors may appoint both from its members and from among such persons as the Board may see fit, one or more advisory councils, either general in area or designed to serve one or more geographical areas in which the work of the corporation is being conducted. Each advisory board shall advise with and aid the officers of the corporation and the Board of Directors in all matters designated by the Board. All provisions of these By-Laws applicable to committees and not inconsistent herewith shall also apply to Advisory Boards.

## 8.03 Elders

### a. Duties.

The Spiritual oversight of Gateway Christian Fellowship shall be by elders (Acts 14:23, 1 Tim. 3:1-7; Titus 1:5-9). The Elders shall act in an advisory capacity with the Senior Pastor in all matters pertaining to the church in its spiritual life and in the ministry of its ordinances. Elders shall function so as to give spiritual support to the Senior Pastor in discipling new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of the church, and to perform such other duties as may be delegated to them individually, corporately, or as a committee, by the Senior Pastor. The day to day spiritual and material operations of the church shall be the sole responsibility of the Senior Pastor and Elders.

### b. Qualifications.

Elders shall be mature men and women of faith and the Holy Spirit. Eldership is a function of both qualification and relationship. Consequently, elders shall meet and maintain the following conditions as prerequisites of their position in the church:

1. They shall, in the sole opinion of the Senior Pastor, be men who have established relationship with him in that they have exhibited a spirit of hearty cooperation and submission to the spiritual oversight and covering of the Senior Pastor and leadership of the church;
2. Expression of desire for the office through service;
3. They should be men of absolute integrity who give no grounds for accusation or reproach;
4. They should be loyal to their spouse;
5. They should be circumspect, temperate, self controlled, sensible, well behaved and dignified, leading an orderly life;
6. They should be hospitable, showing love for and being a friend to the members of the congregation;
7. They must have a teachable spirit and be willing and able to teach and disciple others;
8. They must not be given to wine or to a combative nature but must rather be gentle and considerate and not quarrelsome, self-willed, arrogant or presumptuous;
9. They must not be a lover of money;
10. They must rule their own household well, keeping their children under control with dignity, commanding their respect; and
11. They must have a good reputation and be well thought of by those outside the church.
12. They must be a tithing member who prays regularly for the ministry of the church and the Sr. Pastor.

### c. Number, Selection, Term, Removal:

Any number of Elders may be chosen from the tithing members of the church. The Pastor shall appoint elders with the advice of existing elders. Each Elder selected shall serve at the will and pleasure of the Senior Pastor. Each Elder may be examined at any time by the Senior Pastor. Persons found not fulfilling their duties, qualifications or maintenance of relationship as elder will be subject to dismissal at the discretion of the Senior Pastor acting with the advice of the Board of Directors but shall not exceed one dismissal every six months. In the event that a new Senior Pastor is chosen or appointed for any reason, then three months after the new Senior Pastor is selected, the term of all other elders shall automatically terminate and the new Senior Pastor may, in his sole discretion appoint elders. It is recognized that eldership is not just a function of qualification but of relationship and it is further recognized that a Senior Pastor must be able to select the men that God has placed with him as elders.

## 8.04 Committees and Department

- a. The Senior Pastor, with a consensus of the Board of Directors may from time to time appoint task or project oriented committees, or create such departments, as he may deem to be necessary to the fulfillment of the purpose, vision, mission, and goals of the church. The Senior Pastor, with a consensus of the Board of Directors may issue such guidelines, policy statements or the like that he deems necessary under the circumstances for the empowerment, direction, structuring or functioning of such committees and/or departments. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing, or removing any Board of Directors member or officer of the corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Board of Directors member of any responsibility imposed on it by him by law. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.
- b. The Senior Pastor and Board of Directors may issue policies or guidelines to direct the functioning of any committee or department as they deem necessary.

## 8.05 Staff

To the extent possible staff and departmental ministry positions shall be filled by volunteers. The Senior Pastor shall have the authority to hire paid staff as necessary to minister to the members of the church and to fulfill the vision and purpose of the church. All staff serve at the will and pleasure of the Senior Pastor, it being recognized that the Senior Pastor is the visionary of the church and that two cannot walk together unless they agree. Staff members who are not ordained pastors, may be removed from their positions for any reason or no reason by the Senior Pastor. Such removal, however shall not hinder or abrogate any contract rights to compensation that the removed staff member may have. Serving the church in a staff position does not automatically make the staff member an elder of the church. Eldership is separate from staff membership.

# **ARTICLE IX PASTORS, EMPLOYEES, AND TRANSACTIONS OF AFFAIRS**

## 9.01 President/Senior Pastor

- a. **Calling.** The Senior Pastor shall be called in accordance with the following procedures for an unlimited period, unless otherwise specified by the Senior Pastor at the time of calling. The present Sr. Pastor's term shall be unlimited. The Senior Pastor shall be a licensed or ordained minister of the Gospel.
- b. **Resignation.** In the event the Senior Pastor should voluntarily choose to leave, he shall designate his successor. He shall also designate his successor before he dies. In the event that the Senior Pastor dies or voluntarily leaves for any reason and does not designate his successor then the Elders shall choose a new Senior Pastor. To protect the church from an unacceptable appointment, any member of the Board of Trustees may ask for a vote on any successor that the Senior Pastor may appoint. A two-thirds (2/3) vote of all the Trustees eligible to vote is required to disqualify any successor that has been appointed.

- c. **Removal** In the event the Senior Pastor shall have serious charges preferred against him by two (2) witnesses of heresy, immorality or unethical financial activities, the matter shall be brought to the Senior Pastor by the individuals having knowledge of such activity. The individuals preferring the charge shall first make the charge in private to Senior Pastor. If the Senior Pastor refuses to hear those individuals then the matter is to be brought before the Elders. If the Elders unanimously agree with the charges but the Senior Pastor fails to hear them then the charge shall be brought before the apostolic ministry with which the Senior Pastor has established relationship and the Apostolic Team. In the event the matter cannot be resolved at this meeting, power is then vested in the Apostle, and the Apostolic Team, and the Elders to come together with the Senior Pastor to consider his removal, or temporary leave of absence from the church. It would require a unanimous vote of the Apostle and the Apostolic Team and the Elders to remove the Senior Pastor or to require a leave of absence. The Senior Pastor carries no vote nor veto power in these proceedings.
- d. **Senior Pastor and Confirmation.** In the event the Senior Pastor shall be forced to resign or be removed. the Elders, the Apostle, and the Apostolic Team shall recruit and select the new Senior Pastor, This process shall be spiritually directed and accomplished as expeditiously as possible. The selection of a new Senior Pastor requires a two thirds (2/3) vote of the Elders, the Apostle and the Apostolic Team. In the event that a leave of absence is required the associate pastor shall serve as interim until such time is fulfilled and conditions met as set by the full Board of Directors, the Apostle and the Apostolic Team for the return of the Senior Pastor.
- e. **Resignation of the Board** In the event of Senior Pastor's resignation not under threat of removal, and the appointment of a new Senior Pastor all members of the Board of Director and Elders will immediately resign their position to allow the new Senior Pastor to appoint his own Directors. The new Senior Pastor may ask the current Board and/or Elders to serve on a temporary basis until he is able to appoint his new Board. In the event the transition is sudden due to either death and no successor was named or removal under section 9.02 c, the current board will serve for six months after the setting in of a new Senior Pastor and shall then resign so that the new Senior Pastor may appoint his own Directors. The purpose For this six month period is to facilitate a smooth transition.
- e. **Duties.** The church finds its headship, under the Lord Jesus Christ, in its Senior Pastor. The Senior Pastor of the church shall by his very position be the President of the corporation. The Senior Pastor shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation subject, however, to such delegation of authority to any other person as may be directed by the Senior Pastor, or as may be specified in the By-Laws or by resolution of the Board. He shall preside at all meetings of the Board of Directors. He may sign, with the attest of the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of President-Senior Pastor. The Senior Pastor shall have the right to veto any action of the Board of Directors that he deems contrary to the will of God for the Church, except he shall not have the authority to veto any action taken by a unanimous vote of all the members of the Board of Directors except the Senior Pastor. He shall be an ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of a CEO or the president of a corporation. The Senior Pastor shall be designated attorney-in-fact for the church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry on the work of the Lord.

The Senior Pastor may work with overseers, elders, deacons or anyone serving in the functions or offices as outlined in Ephesians 4:11-13 in whatever way he determines is biblical to serve the spiritual needs of the congregation. Additionally, the Senior pastor may budget moneys, hire staff, develop projects, create cell groups, programs or other ministries according to his convictions and biblical understanding. He shall have the authority to appoint any assistants necessary to properly carry on the work of the church.

1. He may execute in the name of the church all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors.
2. No person shall be invited to speak, teach or minister in the church or in the name of the church without the approval of the Senior Pastor.
3. The Senior Pastor, after consultation with the Board of Directors shall recognize a relationship with one or more apostolic and/or prophetic ministries outside of Gateway Christian Fellowship whom the Lord directs him to relate. The Senior Pastor shall publicly inform the Board of Directors and the Body of the identity of the Apostolic and/or Prophetic ministry with whom he and the church has established relationship.
4. The Senior Pastor with a consensus of the Board of Directors shall have the authority to hire, direct and dismiss staff. He should also have the authority to set the salary of all employees of the corporation except his own which shall be set by the Finance Committee duly appointed by the Senior Pastor and Board of Trustees. The Senior Pastor shall have the authority to lower his own salary or other compensation from that set by the Board of Directors, but in no circumstance shall he be allowed to increase his own salary compensation or otherwise set his compensation independently of the Finance Committee.

## 9.02 The Associate Pastor

An associate pastor shall perform the duties and exercise the power of the pastor in case of his temporary absence from the office of the church, and shall perform such duties as may from time to time be granted or imposed by the Senior Pastor and Board of Directors. He may change the annual, regular or special meetings of the Board of Directors only with the Senior Pastor's knowledge and approval. This should not be construed so as to prohibit the associate Senior Pastor from calling a special meeting should the need arise. When possible the Senior Pastor should be informed and approve of such a special meeting, and in that special meeting only those issues that need attention are to be discussed and acted upon. No business concerning change in budget, bylaws, employment can be acted upon in that meeting.

## 9.03 Compensation

In the event that the officer or employee is a relative of the Senior Pastor the Board of Directors shall approve any salary or other compensation paid to such officer or employee. The Senior Pastor or Associate Pastor shall not participate in the determination of his own salary except to the extent that he may make his needs known to the Board. The Board, at its discretion may appoint a committee to bring recommendations for compensation to the Board. Compensation may include a salary, and other reasonable benefits such as but not limited to: Housing expenses, travel and medical reimbursement plans, insurance and retirement plans, and any other benefits that are normal and available by law.

## 9.04 Agents and Representatives

The Senior pastor with a consensus of the Board of Directors may appoint such agents and representatives of the corporation and with such powers and to perform such acts or duties on behalf of the corporation as the Senior pastor may see fit, so far as may be consistent with these By-laws to the extent authorized or permitted by law.

## **ARTICLE X MINISTERS, MINISTRY SCHOOLS**

### **10.01 Ordination and Licensing**

Gateway Christian Fellowship is authorized to ordain ministers in the discretion of the Senior pastor with a consensus of the Board of Directors. A candidate for licensing shall: Complete all training that may from time to time be required by the Senior Pastor; complete all practicum or other clinical requirements that may from time to time be established by the Senior Pastor with a consensus of the Board of Directors; fully agree with and subscribe to the tenets of faith of Gateway Christian Fellowship, pass a background examination, exhibit a confirmed and demonstrated calling of God to an ascension gift ministry of apostle, prophet, Pastor, evangelist or teacher, and meet such other requirements as may from time to time be established by the Sr. Pastor.

### **10.02 Review of License and Ordination**

The ordination of any minister ordained by Gateway Christian Fellowship, Inc., may be revoked at any time at the discretion of the Board of Directors on grounds that would justify the application of church discipline to a member of Gateway Christian Fellowship. The revocation of the license or ordination of any minister previously licensed by Gateway Christian Fellowship may be communicated to the church, associated and affiliated churches and organizations and the public at large if the minister whose license or ordination has been revoked allows or promotes the idea that he continues to be licensed or ordained by the corporation after the revocation.

### **10.03 Ministry Schools**

The Senior Pastor and his staff may establish schools of ministry setting forth a prescribed curriculum and course of study leading to the ordination of ministers. The School of Ministry shall prepare students and missionaries in the knowledge of the word of God and in sharing the gospel of Jesus Christ.

## **ARTICLE XI CONTRIBUTIONS AND PROPERTY**

### **11.01 Deposits.**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **11.02 Contributions.**

The pastors have the authority to accept or, with the advice of the Board of Directors, refuse on behalf of the church any contribution, gift, bequest, or devise for any purpose of the church. In general, it is the intention of the pastors and the Board of Directors to use all funds designated for specific purposes in the area for which they were designated. However, the pastors reserve the right to redirect all funds including designated funds to areas of need. Designated funds will not be redirected without the advice and consent of the Board of Directors. Monies may be borrowed from one fund within the church and placed in another. No interest will be charged and monies are to be repaid as soon as possible.

### **11.03 Property.**

The Church shall have the right to purchase or acquire by gifts, bequest, or otherwise, either directly

or as trustee and to own, hold in trust , mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose. The pastor and the secretary of the church shall certify in such conveyance, deed, lease, or mortgage, or hypothecation that the same has been duly authorized by the Board. Such certificate shall be held to be conclusive evidence thereof.

## **ARTICLE XII NON-DISCRIMINATORY POLICY**

- 12.01 The corporation adopts a racially nondiscriminatory policy in connection with any present or future Church, or School of Ministry function in that it admits members or students of any race, color, national or ethnic origin to all rights, privileges, programs, and activities of the school and does not discriminate on the basis of race in administration of its educational, athletic and other school-administered programs. It also adopts the publicity guidelines set out by the Internal Revenue Service as are now in force and as shall be in force in the future. The corporation adopts a non-discriminatory policy in connection with the hiring of staff personnel as regards race, sex, color, national or ethnic origin.

## **ARTICLE XIII DEDICATION OF PROPERTY & EARNINGS TO NON-PROFIT ACTIVITIES**

- 13.01 Pledge of Properties.

The properties and assets of the corporation are pledged in perpetuity to Carry on the non-profit Church work and other purposes set out in the Articles of Incorporation of this corporation.

- 13.02 Vesting on Dissolution.

In the event of dissolution of the corporation the properties and assets of the corporation shall be transferred to and become vested in such organization or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes, as may be deemed by the Board of Directors most suitable and appropriate with regards to continuance of the evangelical missionary work and activities for which this corporation has been formed, and as may qualify as an exempt organization or organizations under the provisions of the Articles of Incorporation.

- 13.03 Prohibition Against Sharing in Corporate Earnings.

No director, officer, or employee of, or member of a committee of, or person connected with, the corporation, or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

- 13.04 Investments.

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and re-invest any funds held by it, according to the judgment of the Board of Directors under its general powers specified in Section 2.08 of these By-Laws, without being restricted to the class of investments which a trustee is or may hereafter be permitted to make, or any similar restriction; provided, however, that no action shall be taken by

or on behalf of the corporation if such action is a prohibited transaction, or would result in the denial of the tax exemption under 503 or 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

13.05 Exempt Activities.

Notwithstanding any other provision of these By-Laws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under 501(C)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the tax code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIV LIMITATION OF LIABILITY; INDEMNITY**

14.01 Limitation of Liability.

No person shall be liable to the corporation on account of any action taken or omitted to be taken by him in good faith as a director, officer, member of a committee, agent or employee of the corporation, if in respect thereto he used or exercised the same degree of care and skill as a prudent man would have used or exercised under the circumstances in the conduct of his own affairs.

Without limitation on the foregoing any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for the corporation or reports or information made or furnished to the corporation by any of its officers, accountants, engineers, appraisers or other experts employed by the corporation and selected with reasonable care by the Board of Directors, an authorized officer, or committee of the corporation.

14.02 Indemnity.

The corporation shall indemnify and hold harmless each director, officer, member of a committee, agent or employee of the corporation and each person who at any time acted in such capacity and his heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses and cost (including attorney's fees imposed on or incurred by him in connection with any claim asserted against him, by legal proceeding (civil or criminal) or otherwise by reason his being or having been such director, officer, member of a committee, agent or employee of the corporation, except in relation to matters as to which he shall have been adjudged guilty of negligence or misconduct in the performance of his duty; provided, however, that the corporation shall be given reasonable notice of the assertion or institution of such claim or proceeding, and in the event the same shall be settled, in whole or in part, otherwise than by a judgment, the corporation or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Board of Directors then in office and not involved in such controversy, although less than a quorum, that such settlement was to the best interest of the corporation, and the person to be indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought. If the corporation has not theretofore fully indemnified any such person, the court having jurisdiction of any action instituted by such person on his claim for indemnity, may assess indemnity against the corporation, or its receiver, trustee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claims (exclusive in either case of any amount paid by the corporation) and any expenses and

costs (including attorney's fees) incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

14.03 Rights Cumulative.

The provisions of this Article VI shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such director, officer, member of a committee, agent or employee of the corporation may be otherwise entitled.

## **ARTICLE XII AFFILIATIONS**

15.01 Networking.

The nature of this church is independent and autonomous. However in view of the command of the Lord to walk in unity and the prayer of our Lord that we all be one, it is the purpose of this church to build relationships with various groups and camps within the Christian church. It is therefore our desire to identify and network with other groups as the Lord would direct, and the Senior Pastor would see as beneficial.

15.02 Apostolic Teams.

In cooperation the Apostle and the Senior Pastor will select a team of three men affiliated with the church or the apostolic and/or prophetic teams to which the church is related, who will then be appointed to work with our church. Their ministry of oversight, counsel and assistance is offered voluntarily and is not in any way binding on our fellowship or the decisions of the Board of Directors. The exception is in the role they play with regards to in which case their vote is binding and two of the three team members must be present to fulfill their obligation.

## **ARTICLE XVI GENERAL PROVISIONS**

16.01 Gender.

Wherever used herein a male pronoun shall be treated as including the female and vice versa.

16.02 Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

16.03 Books and Record.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its official board and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Elder Board of Directors member, officer, or their agent or attorney for any proper purpose at any reasonable time. The church, however, reserves the right to withhold such material as maybe necessary to protect the privacy rights and interests of individuals.

#### 16.04 Waiver of Notice.

Whenever any notice is required to be given under the laws of the State of Connecticut or under the provisions of the Articles of Incorporation or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to receive the notice, whether before or after the meeting, shall be deemed equivalent to actual receipt of the notice.

#### 16.05 Action by Consent.

Any action required by law or under the Articles of Incorporation or these By-Laws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the Secretary of the corporation.

### **ARTICLE XVII AMENDMENTS**

#### 17.01 Amendments.

Amendments to these By-Laws may be made by the majority of the Elders as long as the Sr. Pastor, the responsible shepherd of the church, is in agreement. No amendment, however, shall be made that would deprive the corporation of its Section 501(c)(3) tax exempt status unless the Senior Pastor and the Board of Directors all agree that such amendment is necessary to obey God in His specific direction for the church.

#### 17.02 Review.

These bylaws are subject to review and amendment on an annual basis in order to assure that they conform to the Word of God as presently revealed and understood by the Senior Pastor and the leadership of this church.

### **ARTICLE XVIII INDEMNIFICATION OF TRUSTEES AND OFFICERS**

18.01 In any threatened, pending or completed arbitration, action, suit or proceeding to which any Trustee or Officer was or is a party or is threatened to be made a party by reason of the fact that he or she is or was a Trustee or Officer of the Church (other than an action by or in the right of the Church), the Church shall indemnify the Trustee or Officer against expenses, including attorneys' fees, judgments and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if the Trustee or Officer or his or her agents acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Church. The termination of any arbitration, action, suit or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the Trustee or Officer did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Church. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Trustee may be entitled apart from the provisions of this Article XVIII.

18.02 The amount of indemnity to which any Officer or any Trustee may be entitled shall be fixed by

the Board of Trustees, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by binding arbitration before a disinterested member or panel of members of the Christian Legal Society.

## **ARTICLE XIX DISSOLUTION**

### **19.01 Dissolution.**

In the event that the Church shall either become dissolved for any reason; or lose its federal tax-exempt status, its assets shall be distributed as follows: the Senior Pastor and Elders in fellowship with the Board of Trustees shall select a religious organization approved by the Internal Revenue Service as a tax-exempt organization approved by the Internal Revenue Service as a tax-exempt organization within the meaning of section 501 C (3) of the Internal Revenue Code, and the Board shall dissolve the Church and transfer all corporate assets to said approved organization within sixty days of dissolution of the Church.

## **ARTICLE XX THE WORDS, "CHURCH" AND "CORPORATION"**

20.01 For purposes of the Bylaws, the words, "Church" and "Corporation" are deemed to be synonymous and interchangeable.

THE UNDERSIGNED HEREBY CERTIFY that they have adopted the foregoing Bylaws as the Bylaws of the Church at West Haven, Connecticut, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

President - Brian Simmons

Vice-President - Tom Buchan

Secretary - Tim D'Albenas

Treasurer - Roy Skeirik