

# BYLAWS OF CROSSROADS CHURCH

The following Bylaws of Crossroads Church (Evangelical Covenant), a Minnesota nonprofit corporation (the "Corporation" or the "Church"), were adopted at a duly called meeting of the Members, effective as of \_\_\_\_\_, 2025 ("Effective Date"):

## SECTION 1.

### **NAME, OFFICES AND CORPORATE SEAL**

1.1 Name. The name of the Corporation is Crossroads Church (Evangelical Covenant).

1.2 Registered Office. The registered address of the Church shall be as set forth in the Articles of Incorporation of the Corporation, as amended from time to time.

1.3 Other Offices. The Church may have such other business offices, addresses, and facilities, within or without the State of Minnesota, as the Board of Elders may designate or as the activities of the Church may require from time to time.

1.4 Corporate Seal. The Church may, but need not, have a corporate seal. Any corporate seal adopted by the Board of Elders of the Church shall have inscribed thereon the name of the Church and the words "Corporate Seal." A duplicate of the seal may be kept and used by the Secretary, Treasurer, or any Assistant Secretary, for authorized purposes.

## SECTION 2.

### **MEMBERS**

2.1 Membership. The Church shall have Members. The Members shall have the following rights, powers, and obligations:

- (a) to elect and remove the Elders of the Church;
- (b) to amend the Articles of Incorporation, Constitution, and these Bylaws;
- (c) to exercise such other powers and duties as may be conferred upon them by law, the Articles of Incorporation, the Constitution, and these Bylaws;
- (d) to approve the annual budget;
- (e) approve the hiring of the Lead Pastor;
- (f) approve the acquisition or sale of real property, as recommended by the Board;
- (g) live out and support the total ministry of the Church as described in the Membership Application.

2.2 Admission and Removal. New Membership is open to any person complying with the requirements set forth in the Church's Constitution, and who have been admitted as Members by the Board. To become a Member, applicants must complete the new Member class, submit a Membership Application, meet with the Board (or other Pastoral Staff who have been appointed by the Board for that purpose) to provide a brief testimony and confession of their Christian faith, and be approved for Membership. All active Members shall be referred to in these Bylaws as the "Congregation." Any Member who is not actively participating in the Congregation or who are not complying with the Constitution may be removed as a Member of the Congregation by a majority vote of the Board. The Secretary of the Church shall maintain a record of the names and addresses of all Members. Notwithstanding the foregoing, prior to removing any Member, the Board shall use reasonable efforts to contact such Member, identify

the reasons for the proposed removal, identify and evaluate any extenuating circumstances, and, provided the Member wishes to remain a Member, collaborate with the Member to restore such Member to full and active membership in the Congregation.

2.3 Withdrawal. Any Member may withdraw from the Congregation at any time by giving written notice of such withdrawal to the Secretary. The withdrawal of a Member shall not affect the rights or obligations of the remaining Members or the Congregation.

2.4 Regular Meetings. Regular meetings of the Congregation shall be held at least one (1) time each fiscal year, as called by the Board, and shall be designated as the annual meeting of the Congregation, at which meeting the Congregation shall elect Elders necessary to fill any vacancies created by expiring terms, and may transact such other business of the Church as may properly come before it. Approval of the Congregation is required to take any action described in Section 2.1, and for all other matters which have properly come before the Congregation, or which are required to be voted upon by the Congregation pursuant to applicable law. Notice of regular meetings of the Congregation shall be given to each Member, personally or by mail, telephone, fax, or electronic mail, at least four (4) Sundays prior to the day named for such meeting. Notices of regular meetings need not state the purposes of such regular meeting. At each regular meeting, the Lead Pastor, Chairperson, and other staff as requested, shall provide oral reports regarding the status of the Church, future plans, and other information regarding the operations and ministry of the Church.

2.5 Special Meetings; Quorum. Special meetings of the Congregation may be called by the Board at any time to consider proposals outside the regular meeting, and the Board shall call a special meeting upon written request signed on behalf of at least ten percent (10%) of the Congregation. Notice of such special meetings shall be given personally or by mail, telephone, fax, or electronic mail, which notice shall state the time, place, and purpose of the meeting, and be delivered at least two (2) Sundays prior to the day named for such meeting. No business shall be transacted at a special meeting except as stated in the notice. At any special meeting, the lesser of 25 Members or ten percent (10%) of all Members, shall constitute a quorum for the transaction of business.

2.6 Waiver of Notice. Members may waive notice of any meeting of the Congregation before, at, or after the meeting, in writing, or by attendance. Attendance at a meeting by a Member shall constitute a waiver of notice of such meeting, unless such Member objects at the beginning of the meeting to the transaction of business because the meeting is not validly held and does not participate thereafter in the meeting.

2.7 Quorum. At all regular meetings of the Congregation, the lesser of fifty (50) Members, or twenty percent (20%) of all Members, shall constitute a quorum for the transaction of business. If, at any regular meeting of the Congregation, there is less than a quorum present, the majority of the Members present may adjourn the meeting from time to time. At any such adjourned regular meeting, any business which might have been transacted at the regular meeting as originally called may be transacted without further notice. If a quorum is present when a duly called or held regular meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of a Member or Members originally present leaves less than the number otherwise required for a quorum.

2.8 Congregation Action. The Congregation shall take action by the affirmative vote of a majority of Members present at a duly held meeting, except where a greater number or proportion is required by law, the Articles of Incorporation, the Constitution, or these Bylaws.

### **SECTION 3.**

#### **BOARD OF ELDERS**

3.1 Governing Power. The Board of Elders shall serve as the Board of Directors, as defined in Minnesota Statute Section 317A, and shall have all the powers and duties necessary and appropriate for the administration of the affairs of the Church, consistent with law, the Articles of Incorporation, the Constitution, and the Bylaws of the Church, as set forth in these Bylaws. As used in these Bylaws, Board, Board of Directors, and Board of Elders may be used interchangeably and shall have the same meaning, and Elders and Directors may be used interchangeably and shall have the same meaning.

3.2 Number; Qualifications. The Board of Elders shall initially consist of no less than seven (7) Elders and shall include the Lead Pastor. Elders need not be residents of the State of Minnesota. The Board shall be comprised of a Chairperson, Vice Chairperson, Treasurer, Secretary, the Lead Pastor, and other at-large Members. Each active campus shall be represented by at least one (1) of its Members of the Board. Elders must be active Members of the Congregation, meet the Biblical requirements for service (including as set forth in I Timothy 3:1-7 and Titus 1:5-9), and be men and women of evident Christian commitment in both their personal and public lives. Elder's must be at least eighteen (18) years of age, and must be active in the Congregation by providing service to the Congregation in at least one (1) capacity other than serving as an Elder.

3.3 Appointment; Terms of Office. Elders (other than the Lead Pastor, who shall automatically be an Elder for so long as such individual is serving as the Lead Pastor) shall be appointed at the annual meeting of the Congregation by a majority vote of the Congregation. Each Elder shall hold office for a term of three (3) years from the date of his or her appointment or until the next appointment action of the Congregation following expiration of his or her term, or until his or her sooner death, disability, resignation, or removal as provided in these Bylaws. There shall be no restriction on the number of total terms for which Elders may be appointed, provided, however, no Elder shall serve more than two (2) consecutive terms at any time. Terms of the Elders shall, to the extent reasonably practical, be staggered. The Board shall be responsible for (and may appoint a nominating committee for the purpose of) soliciting candidates to fill vacancies on the Board from each active campus prior to the annual meeting of the Congregation, and shall recommend and/or nominate candidates for vacant positions to the Congregation at each annual meeting. Candidates may also be nominated by any Member of the Congregation.

3.4 Resignation. An Elder may resign at any time by delivering written notice to the Board. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective time is specified in the notice. No resignation may be effective prior to the time such notice is given.

3.5 Removal of Elders. Any one or more of the Elders may be removed at any time prior to the expiration of his or her term by a two-thirds majority vote of the Members present at a duly called meeting held for such purpose if such Elder is no longer fulfilling the expected duties, or such Elder is no longer living in a manner consistent with the Constitution and qualifications set forth in Section 3.2. Prior to removing an Elder, the Board shall make reasonable efforts to contact such Elder, identify the reasons for the proposed removal, identify and evaluate any extenuating circumstances and, provided the Elder wishes to remain an Elder, collaborate with the Elder to try and restore such Elder to a full and active role in the Church.

3.6 Vacancies. One or more vacancies shall be deemed to exist on the Board of Elders if the number of duly appointed Elders is reduced for any reason below the applicable minimum number stated in Section 3.2 above. In such event, the Board shall act promptly to fill such vacancy or vacancies by appointment of one or more Elders. Action of the Board taken during a period in which one or more vacancies exist shall nonetheless be valid so long as at least four (4) Elders participate in such action at a meeting or pursuant to a unanimous writing under Section 3.14 of these Bylaws. An Elder appointed by the Board to fill a vacancy shall serve a full three (3) year term from the date of such Elder's appointment.

3.7 Compensation. Other than the Lead Pastor, Elders shall receive no compensation for their services as Elders or for serving on any committees of the Church. Elders may be reimbursed for actual expenses incurred by them in the performance of their duties as Elders pursuant to the Church's expense reimbursement policy. Neither this Section nor such resolution shall preclude any Elder from serving the Church in any other capacity and receiving proper compensation therefor.

3.8 Regular Meetings. Regular meetings of the Board of Elders shall be held at least six (6) times each fiscal year, as called by the Chairperson, or more frequently as determined in the discretion of the Chairperson. One regular meeting each year shall be designated the annual meeting of the Board, at which meeting the Board shall elect officers and may transact such other business of the Church as may properly come before it. Notice of regular meetings of the Board of Elders shall be given to each Elder, personally or by mail, telephone, fax, or electronic mail, at least five (5) days prior to the day named for such meeting. Notices of regular meetings need not state the purposes thereof.

3.9 Special Meetings. Special meetings of the Board of Elders may be called by the Chairperson or by any two (2) Elders on three (3) days' notice to each Elder, given personally or by mail, telephone, fax, or electronic mail, which notice shall state the time, place, and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice unless all Elders are present at such special meeting and unanimously agree to transact business outside the scope stated in the notice.

3.10 Waiver of Notice. Elders may waive notice of any meeting of the Board before, at, or after the meeting, in writing, or by attendance. Attendance at a meeting by an Elder shall constitute a waiver of notice of such meeting, unless such Elder objects at the beginning of the meeting to the transaction of business because the meeting is not validly held and does not participate thereafter in the meeting.

3.11 Quorum. At all meetings of the Board of Elders, a majority of all Elders in office shall constitute a quorum for the transaction of business. If, at any meeting of the Board of Elders, there is less than a quorum present, the majority of the Elders present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. If a quorum is present when a duly called or held meeting is convened, the Elders present may continue to transact business until adjournment, even though the withdrawal of an Elder or Elders originally present leaves less than the number otherwise required for a quorum.

3.12 Board Action. The Board of Elders shall take action by the affirmative vote of a majority of Elders present at a duly held meeting, except where a greater number or proportion is required by law, the Articles of Incorporation, the Constitution, or these Bylaws.

3.13 Electronic Communications. A conference telephone call, or other conference among Elders by any means of communication through which the Elders may simultaneously hear each other during the conference, shall constitute a meeting of the Board of Elders, provided that any notice requirements for a meeting are met and that the number of Elders participating in the conference are sufficient to constitute a quorum at a meeting. Participation in such conference shall constitute presence in person at the meeting.

3.14 Written Action in Lieu of a Meeting. To the extent permitted by law, any lawful action of the Board of Elders may be taken without a meeting if such action is in a writing signed by all Elders entitled to vote and filed with the minutes of the Board. The written action shall be effective when signed, unless a different effective date is set forth therein.

3.15 Conduct of Meetings. Meetings of the Board of Elders shall be conducted in accordance with Robert's Rules of Order, Newly Revised. The Chairperson, if present, shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside, and if both the Chairperson and the Vice Chairperson are absent, the Elders present shall appoint any Elder present as presiding officer for the meeting.

3.16 Proxies. Proxies shall not be allowed or used by Elders.

3.17 Responsibilities. The Board of Elders, acting consistently with the requirements set forth in the Crossroads Church Operations Handbook dated July 2022, as the same may be amended from time to time (the "Operations Handbook"), is responsible for, and shall have all rights, powers, and obligations with respect to, the following:

- (a) Advising and supporting the Lead Pastor in determining and implementing the vision and direction of the ministry of the Church;
- (b) Ensuring the spiritual focus of the Church's ministry is consistent with the purpose and mission of the Church;
- (c) Ensuring proper governance and management of the Church, including ensuring effective management processes are implemented and followed for the efficient and effective management of all Church staff;
- (d) Setting the amount of any budget increase or decrease for each fiscal year and communicating such increase or decrease to the Lead Pastor and finance team, reviewing the budget prepared by staff and providing comments, and submitting and recommending the proposed budget to the Congregation for approval at the annual meeting of the Congregation;
- (e) Approving extraordinary, non-budgeted expenses, including non-budgeted capital expenditures;
- (f) Approving capital expenditures exceeding 10% of the total annual capital expense budget;
- (g) Ensuring a financial audit is conducted annually, participating in the final audit report presented by the selected firm, and taking appropriate actions to remedy any deficiencies identified in such audit;
- (h) Setting annual goals, conducting an annual review of the Lead Pastor, and determining any compensation adjustments for the Lead Pastor;
- (i) Developing, in conjunction with the Lead Pastor, and overseeing the implementation of, a succession plan for the Lead Pastor and members of the Pastoral Leadership Team of the Church;
- (j) Approving the hiring or promotion of individuals to the Pastoral Leadership Team of the Church;

- (k) Addressing personnel issues which are negatively affecting the operation of the Church, its staff, or its team members, as outlined in the Employee Handbook and the Operations Manual;
- (l) Annually reviewing the updated organizational chart to ensure it reflects the changing needs of the Church's ministries and administrative functions;
- (m) Managing the Membership approval and admission policy as provided in these Bylaws;
- (n) Appointing task forces or committees for specific assignments or initiatives, as needed;
- (o) Authorizing auxiliary organizations to administer programs which may be associated with the Church;
- (p) Authorizing the continuous or regularly scheduled use of Church facilities by outside organizations at multiple times and for purposes consistent with the purpose, beliefs, statement of faith and mission of the Church;
- (q) Performing other administrative responsibilities as specified in the Bylaws, Operations Manual, and Employee Handbook;
- (r) Reviewing and approving revisions to the Operations Manual or Employee Handbook; and
- (s) Appointing conference delegates, financial officers, and auditors, and proscribing the purpose(s) of and appointing the boards of any auxiliary organizations.

#### **SECTION 4. OFFICERS**

4.1 Designation. The principal officers of the Church shall be the Chairperson, the Vice Chairperson, the Treasurer, and the Secretary, and such assistant officers or other officers as the Board may designate from time to time. The officers shall be Elders and shall be elected by the Board of Elders. The Lead Pastor shall not be an officer.

4.2 Election of Officers. The officers of the Church shall be elected at a regular or special meeting of the Board and, unless sooner removed as provided herein, the officers shall serve for a term of three (3) years or until their successors are elected and qualified. Any vacancies occurring in offices shall be filled by the Board of Elders from time to time. The Board of Elders shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

4.3 Resignation. An officer may resign at any time by giving written notice to any other officer of the Church. The resignation is effective without acceptance when the notice is given, unless a later effective date is specified in the notice. No resignation may be effective prior to the date such notice is given.

4.4 Removal. Any officer may be removed in the same manner as an Elder may be removed as provided in Section 3.5.

4.5 Vacancies. A vacancy in an office because of death, resignation, removal, or other causes, shall be filled for the unexpired portion of the term of such officer by prompt action of the Board of Elders; provided, however, that a vacancy of the Chairperson shall immediately and automatically be filled by the Vice Chairperson.

4.6 Chairperson. The Chairperson, when present, shall preside at all meetings of the Board of Elders; shall see that all orders and resolutions of the Board are carried into effect; with

the direction and approval of the Board, shall establish and appoint members to committees from time to time; and shall have such other authority and duties as provided in these Bylaws or as the Board may determine by resolution from time to time. The Chairperson shall provide an annual report to the Board.

4.7 Vice Chairperson. The Vice Chairperson serves in the absence of the Chairperson, and assists in other matters and performs such other duties as delegated by the Chairperson from time to time.

4.8 Treasurer. The Treasurer shall be the chief financial officer of the Church; shall be responsible for seeing that an accurate account of all monies of the Church received or disbursed is maintained; shall render to the Chairperson and the Board of Elders, whenever required, an account of the financial condition of the Church and the results of its operations; shall have custody of the funds and the books and accounts of the Church; shall perform such other duties as may from time to time be prescribed by the Board of Elders or the Chairperson; and, in general, shall perform all duties usually incident to the office of chief financial officer of a corporation. The Treasurer shall be responsible for providing financial reports to the Board at least annually, including an overview of each annual audit, within thirty (30) days after the end of each fiscal year. The Treasurer shall, along with one other Elder at large, periodically review the Church's bank statements, check register, and expenses incurred in comparison with the Budget and communicate any discrepancies to the Board.

4.9 Secretary. The Secretary shall be secretary of and shall record or have recorded all meetings and proceedings of the Board of Elders; shall give proper notice of meetings of the Board of Elders; shall keep any seal of the Church and affix it to any instrument requiring it and attest the seal by his or her signature; shall have custody of the original permanent minute book of the Church; shall perform such other duties as may from time to time be prescribed by the Board of Elders of the Church or the Chairperson; and, in general, shall perform all duties usually incident to the office of secretary of a corporation.

4.10 Delegation. Except as may be prohibited by these Bylaws or by Board resolution, an officer may, without Board approval, delegate some or all of such officer's duties and powers to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer imposed by law with respect to the discharge of all duties and powers as delegated.

4.11 Salaries and Contract Rights. Salaries and other compensation to officers, if any, shall be fixed from time to time by the Board of Elders. Nothing in this Section shall be construed to preclude an officer from receiving a salary by reason of the fact that he or she is also serving the Church in a paid or unpaid capacity as an employee, Elder, consultant, or other role. The election of a person as an officer shall not, of itself, create contract rights. The Church may enter into a contract with an officer for a period of time if, in the judgment of the Board, such contract is in the best interests of the Church, and the fact that such contract may be for a term longer than the term of office to which an officer is elected, or for a term longer than the terms of the Elders who authorized or approved such contract, shall not make the contract void or voidable.

## **SECTION 5.**

### **LEAD PASTOR**

5.1 Designation. The Lead Pastor is called by the Congregation to serve as the spiritual leader of the Church. When called, the Lead Pastor automatically becomes a Member of the Congregation and an Elder. The Lead Pastor shall report to the Board generally, and the Chairperson shall be the Lead Pastor's primary point of contact.

5.2 Calling of the Lead Pastor. The Board of Elders shall be responsible for identifying, interviewing, and presenting candidates to fill the position of Lead Pastor of the Church. The Board may, but is not required to, convene a committee for this purpose. Once approved by the Board of Elders, the candidate will be presented to the Congregation at an annual or special meeting, as applicable, for final approval. The approval of not less than two-thirds of the Members present at a duly called meeting of the Members is required to call a new Lead Pastor. After being called, the Lead Pastor shall serve in such role until the Lead Pastor resigns, is dismissed, dies, or becomes disabled and is no longer able to fulfill the primary responsibilities of the Lead Pastor.

5.3 Resignation. The Lead Pastor may resign at any time by giving written notice to the Board. The resignation is effective without acceptance when the notice is given, unless a later effective date is specified in the notice. No resignation may be effective prior to the date such notice is given.

5.4 Dismissal. The Lead Pastor may be dismissed by action of the Board if it is determined, in the sole discretion of the Board (excluding the vote of the Lead Pastor), that the position is no longer needed, the Lead Pastor is no longer fulfilling the duties outlined in the call or as proscribed by the Board, no longer fulfilling or living in a manner consistent with the requirements set forth in the Constitution or these Bylaws.

5.5 Responsibilities. The Lead Pastor is responsible for the following:

- a. Providing spiritual leadership for the Church;
- b. Preaching and Teaching the Word of God, and assigning and delegating such responsibility to others, as appropriate;
- c. Identifying candidates to fill roles on the Pastoral Leadership Team of the Church and presenting candidates to the Board;
- d. Providing administrative leadership of and overseeing the Pastoral Leadership Team of the Church and staff of the entire Church in conjunction with the Board and consistent with the Operations Handbook and Employee Handbook;
- e. Communicating openly with the Congregation on all aspects of the Church's ministry, including providing a written and oral report at the annual meeting of the Members;
- f. Hiring staff (other than the Pastoral Leadership Team of the Church, which must be approved by the Board), and ensuring such staff are comprised of individuals who have the experience required to perform the primary functions of their job, who agree with the purpose, beliefs, statement of faith and mission of the Church, and who are men and women of evident Christian commitment in their personal and public lives;
- g. Collaborating with the Board to develop a succession plan for the Lead Pastor and Pastoral Leadership Team of the Church;

- h. Ensuring the Board is properly apprised of the Lead Pastor's vision, plans, and direction, and the Pastoral Leadership Team's implementation of such vision, plans, and direction;
- i. Directing and overseeing strategic and operational planning, as well as setting the overall vision and direction of the Church, in collaboration with and approval of the Board;
- j. Deliver an annual report to the Board and Congregation within thirty (30) days after the end of each fiscal year providing such information as may be requested by the Board;
- k. Authorize a one-time use of Church facilities by an outside organization for purposes consistent with the purpose, beliefs, statement of faith and mission of the Church; and
- l. Such other responsibilities as directed and/or delegated by the Board from time to time.

## **SECTION 6.**

### **COMMITTEES; AUXILIARY ORGANIZATIONS**

6.1 Committees. The Board may by resolution establish committees or auxiliary organizations not having the authority of the Board, for such purposes and with such responsibilities as specified in such resolution. Any such committees or auxiliary organizations shall be subject at all times to the direction and control of the Board. Members of such committees or auxiliary organizations need not be Elders of the Church and may be appointed by the Board.

6.2 Procedure. Sections 3.8 through 3.15 of these Bylaws, to the extent germane, apply to committees and auxiliary organizations to the same extent as those Sections apply to the Board of Elders. Minutes, if any, of committee meetings or auxiliary organization meetings shall be made available upon request to members of the committee, the auxiliary organization, and to any Elder.

## **SECTION 7.**

### **FISCAL MANAGEMENT**

7.1 Fiscal Year. The fiscal year of the Church shall be established by resolution of the Board of Elders and may be changed from time to time by subsequent resolution of the Board.

7.2 Books and Records. The Church shall keep at its registered office correct and complete copies of its Articles of Incorporation and Bylaws, accounting records, and minutes of meetings and proceedings of the Board of Elders and the Executive Committee. Any Elder, or his or her agent or attorney, may inspect the books and records of the Church for any proper purpose at any reasonable time upon reasonable advance written notice.

7.3 Financial Statements. At the close of each fiscal year, financial statements of the Church shall be prepared containing a balance sheet and a full and correct statement of the financial affairs of the Church for such fiscal year, all in accordance with generally accepted accounting principles, which shall be presented to the Board of Elders at its annual meeting following such fiscal year, for consideration and approval. Such financial statements shall be audited each year by a firm of certified public accountants selected by the Board of Elders.

7.4 Execution of Church Documents. Except as otherwise provided by resolution of the Board of Elders, all notes, contracts, and other documents and instruments of the Church shall

be executed on behalf of the Church by either the Chairperson, the Lead Pastor, or the Treasurer, and shall not require any other signatures. Checks, drafts, orders for withdrawal, and other orders or instructions with respect to funds of the Church on deposit with banks or other institutions shall be executed on behalf of the Church by any officer of the Church, unless otherwise specifically designated by resolution of the Board of Elders.

7.5 Indemnification. The Church shall indemnify a person made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present official capacity of the person, and shall pay or reimburse such person's expenses in advance of final disposition of a proceeding, all in accordance with the provisions and requirements of Minnesota Statutes Section 317A.521, as amended. The Church may, by Board resolution, reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with a proceeding at a time when such person is a witness but has not been made or threatened to be made a party to such proceeding. Any indemnification realized other than under this Section shall apply as a credit against any indemnification required by this Section. The Church may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person entitled to indemnification hereunder.

## **SECTION 8.** **AMENDMENTS**

8.1 Articles of Incorporation. Amendments or restatements to the Articles of Incorporation of the Church must be approved in the manner set forth in the Articles of Incorporation. If the Articles of Incorporation do not provide for amendments, the Articles of Incorporation may be amended in the same manner as these Bylaws, as set forth in Section 8.2.

8.2 Bylaws. These Bylaws may be amended, altered, restated, or repealed, and new Bylaws adopted, pursuant to the following procedure. First, any proposed amendment, as drafted, shall be presented to the Board, in writing. The Board shall determine whether such proposed amendment is in harmony with the Constitution, and in conformance with the principles and policies of the Church. If the Board determines that the proposed amendment satisfies the preceding requirements, the proposed amendment shall be presented to the Members in writing at a regular or special meeting of the Congregation, at which time the proposed amendment may be reviewed, amended, and modified, but not voted upon. At least two weeks after the proposed amendment is first presented at a meeting of the Members, another meeting of the Members may be held, and may be adopted by the affirmative vote of at least two-thirds (2/3) of the Members present at such meeting, provided a quorum is present at such meeting.

The undersigned, Secretary hereby certifies that the foregoing Bylaws were duly adopted as the Bylaws of the Church by approval of at least two-thirds (2/3) of the Members at a duly called meeting at which a quorum was present, which was held on \_\_\_\_\_, 2025.

---

Secretary of the Board of Elders