

BYLAWS

The Bylaws of LIFE HOUSE FELLOWSHIP CHURCH, as of January 1, 2008.

ARTICLE I

Name and Principal Office

The name is LIFE HOUSE FELLOWSHIP CHURCH, hereinafter referred to in the Bylaws as the "Church". The Church maintains its principal office at 223 Gifford Place, Joelton, TN 37080. The Board of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these Bylaws or this section may be amended to state the new location.

Definitions

"Pastors" as referenced throughout these Bylaws shall mean the Senior Pastor and the ordained pastors of the Pastor's Management Team, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time.

"Vote of Confidence" as referenced throughout these Bylaws shall mean a vote that confirms present leadership: a vote in which members express their continuing approval of the leadership consistent with the doctrine and purpose statement of the Church. In the event such vote results in "No Confidence" the leadership in question shall be required to resign.

"Governing Documents" as referenced throughout these Bylaws shall mean the Church Doctrinal Statement, Constitution and Bylaws and all other documents that are agreed upon by the Church from time to time.

ARTICLE II

Purpose

The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. EVANGELISM/MISSION - "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).

2. EDUCATION - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, Timothy 2:2)

3. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)

4. MINISTRY/SERVICE - "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)

5. FELLOWSHIP - "To encourage, support and pray for each other as members of the family of God. To share our lives together." (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

Our purpose is to translate the good news of Jesus Christ into terms that everyone can understand, and then embrace through the celebration of Christ's presence, the revelation of God's Word and the liberation of the Body of Christ.

ARTICLE III

Statement of Faith

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. This Church accepts "The Baptist Faith and Message," a 1963 affirmation of basic Christian beliefs, as a general statement of our faith.

Life House Fellowship Church What We Believe...

About God

There is only one living and true God. He is the God of Israel who is triune in nature. Our God eternally exists in three persons - the Father, the Son, and the Holy Spirit. All are co-equal in nature, power, and holiness, and each possesses and shares the same attributes. The second person of the trinity, God the Son, became a man and died for all mankind's sin.

About the Father

God as Father reigns with providential care over his universe, humanity, and all of human history. This is accomplished according to the purposes of his grace and for his glory. He is all-powerful, all knowing, all loving, and all wise.

About Jesus Christ

Jesus Christ is the only begotten son of the Father, conceived through the Holy Spirit, and born of the Virgin Mary. He is the eternal Son of God who took on an additional nature of humanity. He is both God and man in one and lived a sinless human life while on this earth. Jesus rose from the dead, ascended to heaven, and is now ruling the heavens as mediator for all Christians. His second coming is pre-millennial, and all will see him as he sets up his kingdom on the earth.

About the Holy Spirit

The Holy Spirit comes to dwell in us permanently when we accept Jesus Christ as our Lord and Savior. Life House Fellowship Church does not endorse a "second blessing" or "baptism of the Holy Spirit" as evidenced by any spiritual manifestation of a gift, such as tongues. We do believe in the continuing work of the Holy Spirit in our lives as we fulfill the "Great Commission" and follow the Lord daily. None of the Scriptural "gifts of the spirit" have ceased, and the Bible gives explicit instructions for their uses. With this, we embrace decent and orderly worship as outlined in the New Testament and as discerned by the Elders in this Body.

About the Church

By faith, all believers, are baptized into his "body" by the Holy Spirit and become part of the Church. We are indwelt by the Spirit eternally, and we are given spiritual gifts and talents to use to build up the Body and further his kingdom here on earth. The role of the Pastor and Elders is to balance this Body according to 2 Timothy 1:7... "Power, love, and self-control." In addition, the Elders of the church "lay hands" and pray for God to heal the sick, equip Christians for ministry, and set apart men as new Elders.

About the Bible

The Holy Bible is of divine revelation and origin. It consists of 66 books and is completely true and trustworthy. It is the believer's guide and final authority in living a life pleasing to God. The Scriptures alone have given us all we need in order to accomplish a life of godliness and to be conformed to the Son. Because it reveals the principles by which God will judge mankind, the Bible will remain to the end of the world. It is the supreme standard by which all human conduct, creeds, and religious opinions should be tied and is a testimony to Jesus Christ. He alone is the focus of this divine revelation.

About Mankind

All mankind was created in the image of God to reflect his nature. When Adam sinned by choice, we incurred his sin and became sinners in our nature. All of mankind is spiritually separated from God and physically dies as a consequence of sin.

We believe in the immortality of the soul and the resurrection of the body, for both the saved and the unsaved. For the saved, eternal life with God will follow and for those who reject the message of salvation, eternal punishment. At death, Christ-followers go immediately into the presence of the Lord and await the resurrection of their body at Christ's return. The unredeemed wait in hell until they are resurrected bodily and brought before the "Great White Throne" judgment. From there, they are cast into the "Lake of Fire", where they will remain forever.

About Baptism

Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Jesus Christ.

About Salvation

Only through acceptance of Christ's sacrifice can someone be brought back into a relationship with God. Jesus Christ, the Son of God, lived a sinless life and gave it as the atonement for our sin to the Father. Jesus, by his own will in pleasing the Father, gave himself as a ransom for all mankind. He bore the full penalty and judgment of sin for all men. His atonement was not limited to some, but his death was given for all of mankind.

All who repent and exercise faith in Jesus Christ receive salvation as a free gift, apart from any work of the law or deed. Those who call on Jesus Christ in repentance and in faith are declared innocent of sin by the merits of Christ's death alone. We are renewed by the Holy Spirit, given eternal life, and empowered to do good works, which are expected of those who experience this changed life.

ARTICLE IV

Affiliation

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily affiliate with the Southern Baptist Convention in its national, state and local expressions.

ARTICLE V

Membership

SECTION I: General

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

SECTION II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant.
5. A commitment to uphold the Governing Documents.

Nothing in this Article V shall be construed as limiting the right of the Church to refer to persons associated with it as "members". No such reference, however, shall constitute any such person a member within the meaning of Chapter 56 of Tennessee Nonprofit Corporation Law. The Church may confer, by amendment of these Bylaws, some or all of the rights of a member as set forth in the Tennessee Nonprofit Corporation Law upon any such person or persons. Reference in the Bylaws to "members" are not references to such associated persons.

SECTION III: Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. **Active/Resident Members:** All members who reside within the Church's ministry area or are currently active in the Church.
2. **Nonresident Members:** Members who have become inactive as a result of moving out of the Church's ministry area and have not joined another church.

SECTION IV: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant and include upholding the Governing Documents.

SECTION V: Voting Rights of Membership

Every member shall have the right to vote on the following matters: the annual budget of the Church, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, decisions involving building or real estate, purchases of over \$5,000, amendments to the Articles of Incorporation, Constitution or Bylaws of the Church, amendments to the doctrinal and purpose statement of the Church, and the calling or removing of a Senior Pastor or vacating the Senior Pastor position. Each member is entitled to one vote.

SECTION VI: Termination of Membership

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

1. Death
2. Transfer of membership to another church.
3. By personal request of the member.
4. Dismissal by the Pastors according to the following conditions:
 - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Senior Pastor and Church in the community.
 - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17 and Titus 3:9-11.

SECTION VII: Restoration of Members

Members dismissed by the Pastors shall be restored by the Pastors according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

ARTICLE VI

Membership Meetings

SECTION I: Place

Meetings of the members shall be held at a building on the Church property or at such other place or places within or outside Tennessee as may be designated from time to time by the Senior Pastor or the Pastors.

SECTION II: General Meetings

A general meeting of the members shall be held at such time as determined by the Board. This general meeting shall be the annual membership meeting.

SECTION III: Special Meetings

1. Special meetings may be called at any time by the Senior Pastor for any purpose by giving notice to the members in accordance with Section IV of this Article.

2. Special meetings for the purpose of taking a vote of confidence in the Senior Pastor may be called at any time by the Church by giving notice to the members in accordance with Section IV of this Article.

SECTION IV: Notice Requirements for Membership Meetings

1. General Requirements. Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any combination of three (3) or more of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at a regular weekend service;
- b. Announcement of the meeting in the Church newsletter;
- c. Oral announcement to the congregation at a midweek service;
- d. Delivery by United States mail to each member identified on the membership roll; or
- e. electronic mail communications.

2. Notice of Certain Agenda Items. Action by the members on any of the following proposals is valid only if the notice or waiver of notice specifies the general nature of the proposal:

- a. Amending the Articles of Incorporation;
- b. Adopting, amending or repealing Bylaws or Constitution;
- c. Disposing of all or substantially all of the Church's assets;
- d. Adopting or amending a merger agreement;
- e. Approving the election to wind up and dissolve the Church;
- f. Approving the acquisition of real property and related indebtedness; or
- g. Purchases of more than \$5000

3. Notice of Meeting for the Calling, Removing, or a Vote of Confidence of the Senior Pastor. Action by the members is valid only if at least 33% of the members sign the notice for such meeting and the notice or waiver of notice specifies the general nature of the proposal being for the purpose of:

- a. calling of the Senior Pastor;
- b. removing the Senior Pastor;
- c. vacating the Senior Pastor Position; or
- d. a vote of confidence of the Senior Pastor.

4. Notice of Meeting for Vote of Confidence of Elder. Action by the members is valid only if, in accordance with Article X, Section II. or III, at least 33% of the members and the Senior Pastor sign the notice for such meeting and the notice or waiver of notice specifies the general nature of the proposal being for the purpose of a vote of confidence of an Elder or Elders.

SECTION V: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

SECTION VI: Votes Required to Pass Actions

1. Votes required to pass action by members set forth in Section IV. (1) and (2) of this Article shall be a simple majority.
2. Votes required to pass action by members set forth in Section IV. (3) and (4) of this Article shall be a 66%.

ARTICLE VII

Elders

SECTION I: General

The Church is governed by Elders who are affirmed by the Church in accordance with the Life House Fellowship Constitution. Members may only submit a person's name once per ballot for consideration, regardless of the number of new Elders being selected at the time ballot is submitted.

SECTION II: Number and Term

The authorized number of Elders shall be, until changed by amendment of the Articles or Incorporation or by a Bylaw duly adopted by the members, such number as may from time to time be authorized by the Senior Pastor and Pastors, provided that such number shall not be less than three (3), nor more than fifteen (15). Each Elder shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Each Elder serves at the pleasure of the Senior Pastor. The Senior and Pastors have the sole responsibility for determining the need to add additional Elders.

SECTION III: Powers

The Elders, in connection with their responsibilities on the Governing Board, shall have the following powers and duties:

- a. To provide financial counsel to the Board. Such counsel shall be provided at the discretion of the Elders.

- b. To recommend the compensation of the licensed and/or ordained pastors of the Church, to be affirmed by the Church.
- c. To conduct such other duties and activities as the Senior Pastor and Pastors may designate from time to time.

SECTION IV: Termination of Eldership

Eldership may be removed by Church in accordance with Article X. Eldership shall be removed by the Pastors for the following reasons:

- 1. Death
- 2. Transfer of membership to another church.
- 3. By personal request of the Elder.
- 4. Dismissal by the Pastors according to the following conditions:
 - a. The Elder's life and conduct is not in accordance with the Biblical standards for Elders.
 - c. Procedures for the dismissal of a Elder shall be according to Matthew 18:15-17 and Titus 3:9-11.

SECTION V: Restoration of Eldership

Elders dismissed by the Pastors may be restored by the Pastors according to the spirit of 2 Corinthians 2:7-8, when they once again meet the standard the Biblical standards for Elders and they are affirmed by the Church in accordance with Section I of this Article.

ARTICLE VIII Governing Board

SECTION I: General

The governing board ("Board") of Life House Fellowship Church will consist of the Senior Pastor, the Elders, and the Staff of the church authorized by the Elders and affirmed by the church.

SECTION II: Number and Term

The authorized number of Board Members shall be, until changed by amendment of the Articles or Incorporation or by a Bylaw duly adopted by the members, such number as may from time to time be authorized by the Senior Pastor and Pastors, provided that such number shall not be less than three (3), nor more than fifteen (15). Each Board member shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Each Board member serves at the pleasure of the Senior Pastor. The Senior and Pastors have the sole responsibility for determining the need to add additional members to the Board.

SECTION III: Powers

- 1. General Corporate Powers. Subject to the provisions and limitations of the Tennessee Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the Constitution, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Governing Board.
- 2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the Board shall have the power to:
 - a. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities; and
 - b. Exercise all other powers conferred by the Tennessee Nonprofit Corporation Law or other applicable laws.

ARTICLE IX

Meetings of the Governing Board

SECTION I: Place of Meetings

Regular or special meetings of the Board may be held at any place within or outside the State of Tennessee that has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Board may be held at any place consented to in writing by all of the Board members either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Board members participating in the meeting can hear one another. All such Board members shall be deemed to be present in person at such meeting.

SECTION II: Regular Meetings

Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by resolution of the Board.

SECTION III: Special Meetings

1. Authority to Call. Special meetings of the Board may be called for any purpose and at any time by the Senior Pastor or any other Pastors.

2. Notice.

a. Manner of Giving. Notice of the time and place of special meetings shall be given to each Board member by a combination of any two of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) by telephone communication, either directly to the Board member or to a person at the Board member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Board Member, (4) by telecopier, or (5) electronic mail communications to the Board Member's home or office.

b. Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or telegraph shall be delivered, telephoned, faxed to the Board Member or given to the telegraph company at least twenty-four (24) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice must specify the general purpose of the meeting.

SECTION IV: Quorum

A majority of current Board members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a unanimous vote of the Board present at a meeting duly held at which a quorum is present shall be the act of the Board, subject to the provisions of the Tennessee Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members.

SECTION V: Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Board not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Board member who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION VI: Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Board members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE X

Board Organization

SECTION I: Senior Pastor

The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. The Senior Pastor of the Church shall be called by the members at a membership meeting. The Senior Pastor serves at the pleasure of the Church and may be dismissed with cause at a duly called meeting of the members in accordance with Article VI, Section IV (3) and Section VI (2).

SECTION II: Staff Elders

The Staff Elders shall be empowered by the Church in accordance with Article VII and each Elder serves at the pleasure of the Church or the Senior Pastor. In the event the Church and the Senior Pastor determine that there has been willful and continuing violation of the Church Governing Documents, a Staff Elder may be dismissed with cause at a duly called meeting of the members in accordance with Article VI, Section IV (4) and Section VI (2). Upon a Staff Elders' resignation, dismissal or termination, the Staff Elder's position on the Board shall also end.

SECTION III: Lay Elders

The Lay Elders shall be empowered by the Church in accordance with Article VII and each Elder serves at the pleasure of the Church or the Senior Pastor. In the event the Church and the Senior Pastor determine that there has been willful and continuing violation of the Church Governing documents, a Lay Elder may be dismissed with cause at a duly called meeting of the members in accordance with Article VI, Section IV (4) and Section VI (2). Upon a Staff Elders' resignation, dismissal or termination, the Staff Elder's position on the Board shall also end.

SECTION IV: Staff Members

Newly hired Staff in their first year of Church membership may be invited by the Senior Pastor or Pastors to attend Board meetings and provide guidance to the Board from time to time. Such Staff shall be considered Staff Members and shall serve in a limited capacity by invitation only and at the pleasure of the Senior Pastor and the Board. Not all staff shall serve on the Board or be a Staff Member.

SECTION VI: Removal of Board Members

The Senior Pastor may only be removed, with or without cause, by the members at any regular or special membership meeting. Subject to the rights, if any, of a Board Member under any contract of employment, all other Board Members may be removed, with or without cause, by the Pastor or Pastors.

SECTION IV: Vacancies on the Board

A vacancy in any position because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

ARTICLE XI

Indemnification of Board, Officers, Employees and Other Agents

SECTION I: Definitions

For the purpose of this Article,

1. Agent. "Agent" means any person who is or was a Elder, officer, trustee, employee or other agent of the Church, or is or was serving at the request of the Church as a Elder, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Elder,

officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;

2. Proceeding. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

3. Expenses. "Expenses" include, without limitation, all attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

SECTION II: Successful Defense by Agent

To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article XI, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections III through V of this Article shall determine whether the agent is entitled to indemnification.

SECTION III: Actions Brought by Persons Other than the Church

Subject to the required findings to be made pursuant to Section V, below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, the Church, to procure judgment on it's favor, an action brought under the Tennessee Nonprofit Corporation Law, Part 5 – Indemnification, or an action by the Attorney General, by reason of the fact that such person is or was an agent of the Church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION IV: Action Brought by or on Behalf of the Church

1. Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

2. Threatened Pending or Completed Actions Against Agent. The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Church, or brought under of the Tennessee Nonprofit Corporation Law, Part 5 – Indemnification, or an action by the Attorney General, to procure a judgment in it's favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

a. The determination of good faith conduct required by Section V, below, must be made in the manner provided for in that section; and

b. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION V: Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections III and IV of this Article is conditioned on the following:

1. Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or it's equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or

that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

2. Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section V above shall be made by:

- a. The Board by a majority vote of a quorum consisting of Board who are not parties to the proceeding; or
- b. Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
- c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Church.

SECTION VI: Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections II or V, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION VII: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

SECTION VIII: Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent under Tennessee Nonprofit Corporation Law, Part 5 – Indemnification.

ARTICLE XII

Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its members and Board; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

ARTICLE XIII

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Tennessee Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIV

Amendments to the Bylaws

Subject to the provision of Section 48-60-202 of the Tennessee Nonprofit Corporation Law, these Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting at which a quorum is present.